

NEW RELIC INC

Form 3

August 11, 2015

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Gochee James R.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/07/2015

3. Issuer Name **and** Ticker or Trading Symbol
NEW RELIC INC [NEWR]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Chief Product Officer

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

C/O NEW RELIC, INC.,Â 188
SPEAR STREET, STE. 1200

(Street)

SAN

FRANCISCO,Â CAAÂ 94105

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

460,000

D

Â

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (1)	06/05/2022	Common Stock	125,000	\$ 3.19	D	Â
Stock Option (Right to Buy)	Â (2)	12/10/2024	Common Stock	26,538	\$ 23	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	13,269	\$ (4)	D	Â
Stock Option (Right to Buy)	Â (5)	05/15/2025	Common Stock	22,136	\$ 30.71	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Stock	10,583	\$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gochee James R. C/O NEW RELIC, INC. 188 SPEAR STREET, STE. 1200 SAN FRANCISCO, CA 94105	Â	Â	Â Chief Product Officer	Â

Signatures

/s/ James R. Gochee 08/11/2015

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- 0.8333% of the shares subject to the option shall vest in equal monthly installments until the first anniversary of May 1, 2012 (the "Vesting Start Date"); and 2.5% of the shares subject to the option shall vest in equal monthly installments thereafter until the fourth anniversary of the Vesting Start Date, in each case subject to the optionee being a Service Provider (as defined in the Plan) on such vesting date. Option provides for early exercise.
- (1)
- 20% of the shares subject to the option shall vest on the first anniversary of December 15, 2014 (the "Vesting Start Date"); 2.0833% of the shares subject to the option shall vest in equal monthly installments thereafter until the third anniversary of the Vesting Start Date; and 2.5% of the shares subject to the option shall vest in equal monthly installments thereafter until the fourth anniversary of the Vesting Start Date, in each case subject to the optionee being a Service Provider (as defined in the Plan) on such vesting date.
- (2)
- 20% of the shares underlying the RSUs shall vest on the first anniversary of December 15, 2014 (the "Vesting Start Date"); 6.25% of the shares underlying the RSUs shall vest in equal quarterly installments thereafter until the third anniversary of the Vesting Start Date; and 7.5% of the shares underlying the RSUs shall vest in equal quarterly installments thereafter until the fourth anniversary of the Vesting Start Date, in each case subject to the grantee being a Service Provider (as defined in the Plan) on such vesting date.
- (3)
- (4) Not applicable.
- (5) 10% of the shares subject to the option shall vest on the first anniversary of May 15, 2015 (the "Vesting Start Date"); 1.25% of the shares subject to the option shall vest in equal monthly installments thereafter until the second anniversary of the Vesting Start Date; 1.6667% of

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the shares subject to the option shall vest in equal monthly installments thereafter until the third anniversary of the Vesting Start Date; and 4.5833% of the shares subject to the option shall vest in equal monthly installments thereafter until the fourth anniversary of the Vesting Start Date, in each case subject to the optionee being a Service Provider (as defined in the Plan) on such vesting date.

10% of the shares underlying the RSUs shall vest on the first anniversary of May 15, 2015 (the "Vesting Start Date"); 3.75% of the shares underlying the RSUs shall vest in equal quarterly installments thereafter until the second anniversary of the Vesting Start Date; 5.00% of

(6) the shares underlying the RSUs shall vest in equal quarterly installments thereafter until the third anniversary of the Vesting Start Date; and 13.75% of the shares underlying the RSUs shall vest in equal quarterly installments thereafter until the fourth anniversary of the Vesting Start Date, in each case subject to the grantee being a Service Provider (as defined in the Plan) on such vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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