

NEW RELIC, INC.
Form 4/A
March 23, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Benchmark Capital Management Co.
VI, L.L.C.

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE, CA 94062

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEW RELIC, INC. [NEWR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
02/26/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/24/2016 | | J ⁽¹⁾ | | 42,668 | A | \$ 0 | 62,219 | I | See footnote (2) |
| Common Stock | 02/24/2016 | | J ⁽¹⁾ | | 71,270 | A | \$ 0 | 102,852 | I | See footnote (3) |
| Common Stock | 02/24/2016 | | S | | 2,385 | D | \$ 26,4534 | 100,467 | I | See footnote (3) |
| Common Stock | 02/24/2016 | | J ⁽¹⁾ | | 32,573 | A | \$ 0 | 32,573 | I | See footnote (5) |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|-----------------------------|--------|------------------|
| Common Stock | 02/24/2016 | J ⁽¹⁾ | 67,531 | A | \$ 0 | 97,404 | D ⁽⁶⁾ |
| Common Stock | 02/24/2016 | S | 2,385 | D | \$ 26.4534 <u>(4)</u> | 95,019 | D ⁽⁶⁾ |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Benchmark Capital Management Co. VI, L.L.C. 2965 WOODSIDE ROAD WOODSIDE, CA 94062 | | X | | |
| BENCHMARK CAPITAL PARTNERS VI LP 2965 WOODSIDE ROAD WOODSIDE, CA 94062 | | X | | |
| BENCHMARK FOUNDERS FUND VI LP 2965 WOODSIDE ROAD WOODSIDE, CA 94062 | | X | | |
| Benchmark Founders Fund VI-B, L.P. 2965 WOODSIDE ROAD WOODSIDE, CA 94062 | | X | | |

| | |
|---|---|
| BALKANSKI ALEXANDRE 2965 WOODSIDE ROAD WOODSIDE, CA 94062 | X |
| Cohler Matt 2965 WOODSIDE ROAD WOODSIDE, CA 94062 | X |
| DUNLEVIE BRUCE 2965 WOODSIDE ROAD WOODSIDE, CA 94062 | X |
| GURLEY J WILLIAM 2965 WOODSIDE ROAD WOODSIDE, CA 94062 | X |

Signatures

| | |
|---|------------------------|
| Benchmark Capital Management Co. VI, L.L.C. /s/ Steven M. Spurlock, Managing Member **Signature of Reporting Person | 03/23/2016 Date |
| Benchmark Capital Partners VI, L.P., By: Benchmark Capital Management Co. VI, L.L.C., Its general partner /s/ Steven M. Spurlock, Managing Member **Signature of Reporting Person | 03/23/2016 Date |
| Benchmark Founders' Fund VI, L.P., By: Benchmark Capital Management Co. VI, L.L.C., Its general partner /s/ Steven M. Spurlock, Managing Member **Signature of Reporting Person | 03/23/2016 Date |
| Benchmark Founders' Fund VI-B, L.P., By: Benchmark Capital Management Co. VI, L.L.C., Its general partner /s/ Steven M. Spurlock, Manaing Member **Signature of Reporting Person | 03/23/2016 Date |
| Steven M. Spurlock, Designated Filer and Authorized Signatory, for Alexandre Balkanski **Signature of Reporting Person | 03/23/2016 Date |
| Steven M. Spurlock, Designated Filer and Authorized Signatory, for Matthew R. Cohler **Signature of Reporting Person | 03/23/2016 Date |
| Steven M. Spurlock, Designated Filer and Authorized Signatory, for Bruce W. Dunlevie **Signature of Reporting Person | 03/23/2016 Date |
| Steven M. Spurlock, Designated Filer and Authorized Signatory, for J William Gurley **Signature of Reporting Person | 03/23/2016 Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) Represents a pro-rata, in-kind distribution by Benchmark Capital Partners VI, L.P. ("BCP VI") and its affiliated funds and associated persons, without additional consideration, to their respective partners, members and assigns.
- (2) Shares are owned directly by Alexandre Balkanski's family trust.
- (3) Shares are owned directly by Matthew R. Cohler's family trust.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.34 to \$26.52, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of

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the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (5) Shares are owned directly by Bruce W. Dunlevie's family trust.
- (6) Shares are owned directly by J. William Gurley.

Remarks:

This amended Form 4 is filed to reflect an adjustment (i) from 42,663 shares to 42,668 shares for the number of shares received

Alexandre Balkanski, Matthew R. Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert K.

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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