

NEW RELIC INC  
Form 4  
December 17, 2014

**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 \*  
FENTON PETER H

(Last) (First) (Middle)

C/O BENCHMARK  
CAPITAL, 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)  
12/17/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 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	12/17/2014		C		6,516,850	A	Ⓛ	6,559,931	I	By Benchmark Capital Partners VI, L.P. (2)
Common Stock	12/17/2014		C		1,642,069	A	Ⓛ	8,202,000	I	By Benchmark Capital Partners VI, L.P. (2)
	12/17/2014		C		478,265	A	Ⓛ	8,680,265	I	

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Common Stock								By Benchmark Capital Partners VI, L.P. <u>(2)</u>	
Common Stock	12/17/2014		C	208,893	A	<u>(2)</u>	8,889,158	I	By Benchmark Capital Partners VI, L.P. <u>(2)</u>
Common Stock	12/17/2014		C	129,244	A	<u>(2)</u>	9,018,402	I	By Benchmark Capital Partners VI, L.P. <u>(2)</u>

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)	Amount Number Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock	<u>(1)</u>	12/17/2014		C	6,516,850	<u>(1)</u>	<u>(1)</u>	Common Stock	6,516,
Series B Convertible Preferred Stock	<u>(1)</u>	12/17/2014		C	1,642,069	<u>(1)</u>	<u>(1)</u>	Common Stock	1,642,
Series C Convertible Preferred Stock	<u>(1)</u>	12/17/2014		C	478,265	<u>(1)</u>	<u>(1)</u>	Common Stock	478,2

Series D Convertible Preferred Stock	(1)	12/17/2014	C	208,893	(1)	(1)	Common Stock	208,8
Series E Convertible Preferred Stock	(1)	12/17/2014	C	129,244	(1)	(1)	Common Stock	129,2

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FENTON PETER H C/O BENCHMARK CAPITAL 2965 WOODSIDE ROAD WOODSIDE, CA 94062	X	X		

## Signatures

/s/ Steven M. Spurlock, as Attorney-in-Fact for Peter H.  
Fenton

12/17/2014

\_\_Signature of Reporting Person

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) Each share of Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, Series D Convertible Preferred Stock and Series E Convertible Preferred stock automatically converted into Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering of Common Stock and has no expiration date nor conversion price.

(2) Shares held of record by Benchmark Capital Partners VI, L.P. ("BCP VI"), as nominee for BCP VI, Benchmark Founders' Fund VI, L.P. ("BFF VI"), Benchmark Founders' Fund VI-B, L.P. ("BFF IV-B") and related persons. Benchmark Capital Management Co. VI, L.L.C., the general partner of each of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole voting and investment power over such shares.

### Remarks:

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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