

NEW RELIC, INC.
Form 5
February 04, 2016

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Nakache Patricia

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

C/O TRINITY VENTURES, 2480 SAND HILL ROAD, STE. 200

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

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

6. Individual or Joint/Group Reporting

(check applicable line)

MENLO PARK, CA 94025

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| | | | | (A) Amount or (D) Price | | | |
| Common Stock | 12/04/2015 | ^ | G | 10,470 D \$ 0 | 620 | I | By Trust ⁽¹⁾ |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 76,482 | I | Trinity IX Entrepreneurs' Fund, L.P. ⁽²⁾ ⁽³⁾ |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ | 58,063 | I | Trinity IX Side-By-Side |

| | | | | | | | | | | Fund, L.P. ⁽³⁾ ⁽⁴⁾ |
|--------------|---|---|---|---|---|---|-----------|---|--|---|
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 4,890,810 | I | | Trinity Ventures IX, L.P. ⁽³⁾ ⁽⁵⁾ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 44 | I | | TVL Management Corp. ⁽³⁾ ⁽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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Nakache Patricia C/O TRINITY VENTURES 2480 SAND HILL ROAD, STE. 200 MENLO PARK, CA 94025 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Patricia Nakache 02/04/2016

**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) Represents shares held by a family trust (the "Nakache Trust"). Ms. Nakache is the trustee of the Nakache Trust and may be deemed to beneficially own the shares held by the Nakache Trust.

The shares are owned by Trinity IX Entrepreneurs' Fund, L.P. ("TEF IX") which is under common control with Trinity IX Side-By-Side Fund, L.P. ("Trinity SBS IX") and Trinity Ventures IX, L.P. ("Trinity IX"). Trinity TVL IX, LLC ("Trinity TVL IX") serves as the sole general partner of TEF IX, Trinity SBS IX and Trinity IX. As such, Trinity TVL IX possesses sole voting and investment control over the shares owned by TEF IX, Trinity SBS IX and Trinity IX, and may be deemed to have indirect beneficial ownership of the securities held by TEF IX, Trinity SBS IX and Trinity IX. Trinity TVL IX, however, owns no shares of the Issuer directly. The Reporting Person serves as a Management Member of Trinity TVL IX and serves as an officer of Trinity TVL Management Corp. ("TVL Management") and shares voting and dispositive power over the shares held by TEF IX, Trinity SBS IX and Trinity IX.
- (3) The Reporting Person disclaims beneficial ownership of the shares held by TEF IX, Trinity SBS IX, Trinity IX, Trinity TVL IX and TVL Management except to the extent of her proportionate pecuniary interest therein.
- (4) The shares are owned by Trinity SBS IX.
- (5) The shares are owned by Trinity IX.
- (6) The shares are owned by TVL Management.

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Remarks:

As of January 5, 2016, the Reporting Person ceased to beneficially own more than 10% of the subject to Section 16 reporting.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.