

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

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 *
SPURLOCK STEVEN M

(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 ___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 | 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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SEC 1474
(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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----------|--|-----------------|---|----------------------|
| | | | | | 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 |
| SPURLOCK STEVEN M C/O BENCHMARK CAPITAL 2965 WOODSIDE ROAD WOODSIDE, CA 94062 | | X | | |
| HARVEY KEVIN 2965 WOODSIDE ROAD WOODSIDE, CA 94062 | | X | | |
| KAGLE ROBERT 2965 WOODSIDE ROAD WOODSIDE, CA 94062 | | X | | |
| LASKY MITCHELL 2965 WOODSIDE ROAD WOODSIDE, CA 94062 | | X | | |

Signatures

| | |
|---|------------|
| See attached signature page. | 12/17/2014 |
| __Signature of Reporting Person | Date |
| /s/ Steven M. Spurlock, Designated Filer and Authorized Signatory | 12/17/2014 |
| __Signature of Reporting Person | Date |
| /s/ Steven M. Spurlock, Designated Filer and Authorized Signatory | 12/17/2014 |
| __Signature of Reporting Person | Date |
| /s/ Steven M. Spurlock, Designated Filer and Authorized Signatory | 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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