

NEW RELIC, INC.  
Form SC 13G/A  
February 14, 2017

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

**SCHEDULE 13G**

**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b),  
(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2**

**(Amendment No. 2) \***

**New Relic, Inc.**

**(Name of Issuer)**

**Common Stock, par value \$0.001 per share**

**(Title of Class of Securities)**

**64829B 10 0**

**(CUSIP Number)**

**December 31, 2016**

**(Date of Event Which Requires Filing of This Statement)**

Edgar Filing: NEW RELIC, INC. - Form SC 13G/A

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

Trinity TVL IX, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,395,963 shares of Common Stock (2)  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares  
8 SHARED DISPOSITIVE POWER

WITH

9 1,395,963 shares of Common Stock (2)  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,395,963 shares of Common Stock (2)  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.6% (3)

12 TYPE OF REPORTING PERSON\*

OO

- (1) This Statement on Schedule 13G is filed by Trinity TVL IX, LLC ( Trinity TVL IX ), TVL Management Corporation ( TVL Management ), Trinity Ventures IX, L.P. ( Trinity IX ), Trinity IX Entrepreneurs Fund, L.P. ( TEF IX ), Trinity IX Side-By-Side Fund, L.P. ( Trinity SBS IX ), Lawrence K. Orr ( Orr ), Noel J. Fenton ( Fenton ), Fred Wang ( Wang ), Augustus O. Tai ( Tai ), Ajay Chopra ( Chopra ), Daniel Scholnick ( Scholnick ) and Patricia Nakache ( Nakache, and collectively with Trinity TVL IX, TVL Management, Trinity IX, TEF IX, Trinity SBS IX, Orr, Fenton, Wang, Tai, Chopra and Scholnick referred to herein as, the Reporting Persons ). Trinity TVL IX serves as the sole General Partner of Trinity IX, TEF IX and Trinity SBS IX. As such, Trinity TVL IX possesses power to direct the voting and disposition of the shares owned by Trinity IX, TEF IX and Trinity SBS IX and may be deemed to have indirect beneficial ownership of the shares held by Trinity IX, TEF IX and Trinity SBS IX. Orr, Fenton, Wang, Tai, Chopra, Scholnick and Nakache serve as Officers of TVL Management and Orr, Fenton, Wang, Tai, Chopra, Nakache and TVL Management are Management Members of Trinity TVL IX, and Scholnick is a Member of Trinity TVL IX. As such, Orr, Fenton, Wang, Tai, Chopra, Scholnick and Nakache share power to direct the voting and disposition of the shares owned by Trinity IX, TEF IX and Trinity SBS IX and may be deemed to have indirect beneficial ownership of the shares held by Trinity IX, TEF IX and Trinity SBS IX. Trinity TVL IX owns no securities of the Issuer directly. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The 1,395,963 shares of Common Stock beneficially owned by the Reporting Persons represent (i) 1,358,567 shares of Common Stock held directly by Trinity IX, (ii) 21,258 shares of Common Stock held directly by TEF IX and (iii) 16,138 shares of Common Stock held directly by Trinity SBS IX.
- (3) The percentage is based on 52,784,330 shares of Common Stock reported to be outstanding as of January 25, 2017 in the Issuer's Form 10-Q as filed with the Securities and Exchange Commission on February 8, 2017.

1 NAMES OF REPORTING PERSONS

Trinity Ventures IX, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,395,963 shares of Common Stock (2)  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares  
8 SHARED DISPOSITIVE POWER

WITH

9 1,395,963 shares of Common Stock (2)  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,395,963 shares of Common Stock (2)  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.6% (3)

12 TYPE OF REPORTING PERSON\*

PN

- (1) This Statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The 1,395,963 shares of Common Stock beneficially owned by the Reporting Persons represent (i) 1,358,567 shares of Common Stock held directly by Trinity IX, (ii) 21,258 shares of Common Stock held directly by TEF IX and (iii) 16,138 shares of Common Stock held directly by Trinity SBS IX.
- (3) The percentage is based on 52,784,330 shares of Common Stock reported to be outstanding as of January 25, 2017 in the Issuer's Form 10-Q as filed with the Securities and Exchange Commission on February 8, 2017.

1 NAMES OF REPORTING PERSONS

Trinity IX Entrepreneurs Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,395,963 shares of Common Stock (2)  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares  
8 SHARED DISPOSITIVE POWER

WITH

9 1,395,963 shares of Common Stock (2)  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,395,963 shares of Common Stock (2)  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.6% (3)

12 TYPE OF REPORTING PERSON\*

PN

- (1) This Statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The 1,395,963 shares of Common Stock beneficially owned by the Reporting Persons represent (i) 1,358,567 shares of Common Stock held directly by Trinity IX, (ii) 21,258 shares of Common Stock held directly by TEF IX and (iii) 16,138 shares of Common Stock held directly by Trinity SBS IX.
- (3) The percentage is based on 52,784,330 shares of Common Stock reported to be outstanding as of January 25, 2017 in the Issuer's Form 10-Q as filed with the Securities and Exchange Commission on February 8, 2017.



1 NAMES OF REPORTING PERSONS

Trinity IX Side-By-Side Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,395,963 shares of Common Stock (2)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares

8 SHARED DISPOSITIVE POWER

WITH

1,395,963 shares of Common Stock (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,395,963 shares of Common Stock (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.6% (3)

12 TYPE OF REPORTING PERSON\*

PN

- (1) This Statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The 1,395,963 shares of Common Stock beneficially owned by the Reporting Persons represent (i) 1,358,567 shares of Common Stock held directly by Trinity IX, (ii) 21,258 shares of Common Stock held directly by TEF IX and (iii) 16,138 shares of Common Stock held directly by Trinity SBS IX.
- (3) The percentage is based on 52,784,330 shares of Common Stock reported to be outstanding as of January 25, 2017 in the Issuer's Form 10-Q as filed with the Securities and Exchange Commission on February 8, 2017.

1 NAMES OF REPORTING PERSONS

TVL Management Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 351 shares of Common Stock  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,395,963 shares of Common Stock (2)  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 351 shares of Common Stock  
8 SHARED DISPOSITIVE POWER

WITH

9 1,395,963 shares of Common Stock (2)  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,396,314 shares of Common Stock (2)  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.6% (3)

12 TYPE OF REPORTING PERSON\*

OO

- (1) This Statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The 1,395,963 shares of Common Stock beneficially owned by the Reporting Persons represent (i) 1,358,567 shares of Common Stock held directly by Trinity IX, (ii) 21,258 shares of Common Stock held directly by TEF IX and (iii) 16,138 shares of Common Stock held directly by Trinity SBS IX.
- (3) The percentage is based on 52,784,330 shares of Common Stock reported to be outstanding as of January 25, 2017 in the Issuer's Form 10-Q as filed with the Securities and Exchange Commission on February 8, 2017.

1 NAMES OF REPORTING PERSONS

Lawrence K. Orr

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 70,465 shares of Common Stock (4)

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,395,963 shares of Common Stock (2)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 70,465 shares of Common Stock (4)

8 SHARED DISPOSITIVE POWER

WITH

1,395,963 shares of Common Stock (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,466,428 shares of Common Stock (2)(4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.8% (3)

12 TYPE OF REPORTING PERSON\*

IN

- (1) This Statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The 1,395,963 shares of Common Stock beneficially owned by the Reporting Persons represent (i) 1,358,567 shares of Common Stock held directly by Trinity IX, (ii) 21,258 shares of Common Stock held directly by TEF IX and (iii) 16,138 shares of Common Stock held directly by Trinity SBS IX.
- (3) The percentage is based on 52,784,330 shares of Common Stock reported to be outstanding as of January 25, 2017 in the Issuer's Form 10-Q as filed with the Securities and Exchange Commission on February 8, 2017.
- (4) Includes 70,465 shares held by a family trust (the Orr Trust). Mr. Orr is the trustee of the Orr Trust.

1 NAMES OF REPORTING PERSONS

Noel J. Fenton

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 63,728 shares of Common Stock (4)

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,395,963 shares of Common Stock (2)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 63,728 shares of Common Stock (4)

8 SHARED DISPOSITIVE POWER

WITH

1,395,963 shares of Common Stock (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,459,691 shares of Common Stock (2)(4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.8% (3)

12 TYPE OF REPORTING PERSON\*

IN

- (1) This Statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The 1,395,963 shares of Common Stock beneficially owned by the Reporting Persons represent (i) 1,358,567 shares of Common Stock held directly by Trinity IX, (ii) 21,258 shares of Common Stock held directly by TEF IX and (iii) 16,138 shares of Common Stock held directly by Trinity SBS IX.
- (3) The percentage is based on 52,784,330 shares of Common Stock reported to be outstanding as of January 25, 2017 in the Issuer's Form 10-Q as filed with the Securities and Exchange Commission on February 8, 2017.
- (4) Includes 63,728 shares held by a family trust (the Fenton Trust). Mr. Fenton is the trustee of the Fenton Trust.



1 NAMES OF REPORTING PERSONS

Fred Wang

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 48,158 shares of Common Stock (4)

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,395,963 shares of Common Stock (2)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 48,158 shares of Common Stock (4)

8 SHARED DISPOSITIVE POWER

WITH

1,395,963 shares of Common Stock (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,444,121 shares of Common Stock (2)(4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.7% (3)

12 TYPE OF REPORTING PERSON\*

IN

- (1) This Statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The 1,395,963 shares of Common Stock beneficially owned by the Reporting Persons represent (i) 1,358,567 shares of Common Stock held directly by Trinity IX, (ii) 21,258 shares of Common Stock held directly by TEF IX and (iii) 16,138 shares of Common Stock held directly by Trinity SBS IX.
- (3) The percentage is based on 52,784,330 shares of Common Stock reported to be outstanding as of January 25, 2017 in the Issuer's Form 10-Q as filed with the Securities and Exchange Commission on February 8, 2017.
- (4) Includes 48,158 shares held by a family trust (the Wang Trust). Mr. Wang is the trustee of the Wang Trust.

1 NAMES OF REPORTING PERSONS

Augustus O. Tai

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 81,364 shares of Common Stock (4)

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,395,963 shares of Common Stock (2)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 81,364 shares of Common Stock (4)

8 SHARED DISPOSITIVE POWER

WITH

1,395,963 shares of Common Stock (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,477,327 shares of Common Stock (2)(4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.8% (3)

12 TYPE OF REPORTING PERSON\*

IN

- (1) This Statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The 1,395,963 shares of Common Stock beneficially owned by the Reporting Persons represent (i) 1,358,567 shares of Common Stock held directly by Trinity IX, (ii) 21,258 shares of Common Stock held directly by TEF IX and (iii) 16,138 shares of Common Stock held directly by Trinity SBS IX.
- (3) The percentage is based on 52,784,330 shares of Common Stock reported to be outstanding as of January 25, 2017 in the Issuer's Form 10-Q as filed with the Securities and Exchange Commission on February 8, 2017.
- (4) Includes 81,364 shares held by a family trust (the Tai Trust). Mr. Tai is the trustee of the Tai Trust.

## 1 NAMES OF REPORTING PERSONS

Patricia E. Nakache

## 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) (b) (1)

## 3 SEC USE ONLY

## 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

## 5 SOLE VOTING POWER

## NUMBER OF

SHARES

9,083 shares of Common Stock (4)

## 6 SHARED VOTING POWER

## BENEFICIALLY

OWNED BY

1,395,963 shares of Common Stock (2)

EACH

## 7 SOLE DISPOSITIVE POWER

## REPORTING

PERSON

9,083 shares of Common Stock (4)

## 8 SHARED DISPOSITIVE POWER

WITH

1,395,963 shares of Common Stock (2)

## 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,405,046 shares of Common Stock (2)(4)

## 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.7% (3)

12 TYPE OF REPORTING PERSON\*

IN

- (1) This Statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The 1,395,963 shares of Common Stock beneficially owned by the Reporting Persons represent (i) 1,358,567 shares of Common Stock held directly by Trinity IX, (ii) 21,258 shares of Common Stock held directly by TEF IX and (iii) 16,138 shares of Common Stock held directly by Trinity SBS IX.
- (3) The percentage is based on 52,784,330 shares of Common Stock reported to be outstanding as of January 25, 2017 in the Issuer's Form 10-Q as filed with the Securities and Exchange Commission on February 8, 2017.
- (4) Includes 9,083 shares held by a family trust (the Nakache Trust). Mrs. Nakache is the trustee of the Nakache Trust.

1 NAMES OF REPORTING PERSONS

Ajay Chopra

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 10,624 shares of Common Stock (4)

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,395,963 shares of Common Stock (2)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 10,624 shares of Common Stock (4)

8 SHARED DISPOSITIVE POWER

WITH

1,395,963 shares of Common Stock (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,406,587 shares of Common Stock (2)(4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.7% (3)

12 TYPE OF REPORTING PERSON\*

IN

- (1) This Statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The 1,395,963 shares of Common Stock beneficially owned by the Reporting Persons represent (i) 1,358,567 shares of Common Stock held directly by Trinity IX, (ii) 21,258 shares of Common Stock held directly by TEF IX and (iii) 16,138 shares of Common Stock held directly by Trinity SBS IX.
- (3) The percentage is based on 52,784,330 shares of Common Stock reported to be outstanding as of January 25, 2017 in the Issuer's Form 10-Q as filed with the Securities and Exchange Commission on February 8, 2017.
- (4) Includes 10,624 shares held by a family trust (the Chopra Trust). Mr. Chopra is the trustee of the Chopra Trust.



1 NAMES OF REPORTING PERSONS

Daniel Scholnick

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 24,941 shares of Common Stock

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,395,963 shares of Common Stock (2)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 24,941 shares of Common Stock

8 SHARED DISPOSITIVE POWER

WITH

1,395,963 shares of Common Stock (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,420,904 shares of Common Stock (2)(4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.7% (3)

12 TYPE OF REPORTING PERSON\*

IN

- (1) This Statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The 1,395,963 shares of Common Stock beneficially owned by the Reporting Persons represent (i) 1,358,567 shares of Common Stock held directly by Trinity IX, (ii) 21,258 shares of Common Stock held directly by TEF IX and (iii) 16,138 shares of Common Stock held directly by Trinity SBS IX.
- (3) The percentage is based on 52,784,330 shares of Common Stock reported to be outstanding as of January 25, 2017 in the Issuer's Form 10-Q as filed with the Securities and Exchange Commission on February 8, 2017.
- (4) Includes 6,968 shares held by Scholnick.

Introductory Note: This statement on Schedule 13G is filed by the Reporting Persons with the Securities and Exchange Commission in respect of shares of Common Stock, par value \$0.001 per share ( Common Stock ), of New Relic, Inc., a Delaware corporation (the Issuer ).

**Item 1**

New Relic, Inc.

188 Spear Street, Suite 1200

San Francisco, California 94105.

**Item 2**

(a) Name of Reporting Persons Filing:

1. Trinity TVL IX, LLC ( Trinity TVL IX )
2. Trinity Ventures IX, L.P. ( Trinity IX )
3. Trinity IX Entrepreneurs Fund, L.P. ( TEF IX )
4. Trinity IX Side-By-Side Fund, L.P. ( Trinity SBS IX )
5. TVL Management Corporation ( TVL Management )
6. Lawrence K. Orr ( Orr )
7. Noel J. Fenton ( Fenton )
8. Fred Wang ( Wang)
9. Augustus O. Tai ( Tai )
10. Patricia E. Nakache ( Nakache )

11. Ajay Chopra ( Chopra )

12. Daniel Scholnick ( Scholnick )

(b) Address of Principal Business Office: c/o Trinity Ventures  
2480 Sand Hill Road, Suite 200  
Menlo Park, California 94025

Citizenship:

|                |                          |
|----------------|--------------------------|
| Trinity TVL IX | Delaware                 |
| Trinity IX     | Delaware                 |
| TEF IX         | Delaware                 |
| Trinity SBS IX | Delaware                 |
| TVL Management | Delaware                 |
| Orr            | United States of America |
| Fenton         | United States of America |
| Wang           | United States of America |
| Tai            | United States of America |
| Nakache        | United States of America |
| Chopra         | United States of America |
| Scholnick      | United States of America |

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 64829B 10 0

**Item 3** Not applicable.

**Item 4 Ownership.**

The following information with respect to the beneficial ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2016:

| Reporting Persons  | Shares Held Sole Voting |           | Sole Dispositive        |           | Shared Dispositive |           | Beneficial Ownership (2) of Class (3) |
|--------------------|-------------------------|-----------|-------------------------|-----------|--------------------|-----------|---------------------------------------|
|                    | Directly (1)            | Power (1) | Shared Voting Power (2) | Power (1) | Power (2)          | Power (2) |                                       |
| Trinity IX         | 1,358,567               | 0         | 1,395,963               | 0         | 1,395,963          | 1,395,963 | 2.6%                                  |
| TEF IX             | 21,258                  | 0         | 1,395,963               | 0         | 1,395,963          | 1,395,963 | 2.6%                                  |
| Trinity SBS IX     | 16,138                  | 0         | 1,395,963               | 0         | 1,395,963          | 1,395,963 | 2.6%                                  |
| Trinity TVL IX (2) | 0                       | 0         | 1,395,963               | 0         | 1,395,963          | 1,395,963 | 2.6%                                  |
| TVL Management (2) | 351                     | 351       | 1,395,963               | 351       | 1,395,963          | 1,396,314 | 2.6%                                  |
| Orr (2)            | 70,465                  | 70,465    | 1,395,963               | 70,465    | 1,395,963          | 1,466,428 | 2.8%                                  |
| Fenton (2)         | 63,728                  | 63,728    | 1,395,963               | 63,728    | 1,395,963          | 1,459,691 | 2.8%                                  |
| Wang (2)           | 48,158                  | 48,158    | 1,395,963               | 48,158    | 1,395,963          | 1,444,121 | 2.7%                                  |
| Tai (2)            | 81,364                  | 81,364    | 1,395,963               | 81,364    | 1,395,963          | 1,477,327 | 2.8%                                  |
| Nakache (2)        | 9,083                   | 9,083     | 1,395,963               | 9,083     | 1,395,963          | 1,405,046 | 2.7%                                  |
| Chopra (2)         | 10,624                  | 10,624    | 1,395,963               | 10,624    | 1,395,963          | 1,406,587 | 2.7%                                  |
| Scholnick (2)      | 24,941                  | 24,941    | 1,395,963               | 24,941    | 1,395,963          | 1,420,904 | 2.7%                                  |

- (1) Represents shares of Common Stock of the Issuer held directly by the Reporting Person.
- (2) The shares are held directly by Trinity IX, TEF IX and Trinity SBS IX. Trinity TVL IX serves as the sole General Partner of Trinity IX, TEF IX and Trinity SBS IX. As such, Trinity TVL IX possesses power to direct the voting and disposition of the shares owned by Trinity IX, TEF IX and Trinity SBS IX and may be deemed to have indirect beneficial ownership of the shares held by Trinity IX, TEF IX and Trinity SBS IX. Orr, Fenton, Wang, Tai, Chopra, Scholnick and Nakache serve as Officers of TVL Management and Orr, Fenton, Wang, Tai, Chopra, Nakache and TVL Management are Management Members of Trinity TVL IX, and Scholnick is a Member of Trinity TVL IX. As such, Orr, Fenton, Wang, Tai, Chopra, Scholnick and Nakache share power to direct the voting and disposition of the shares owned by Trinity IX, TEF IX and Trinity SBS IX and may be deemed to have indirect beneficial ownership of the shares held by Trinity IX, TEF IX and Trinity SBS IX. Trinity TVL IX owns no securities of the Issuer directly.
- (3) The percentage is based on 52,784,330 shares of Common Stock reported to be outstanding as of January 25, 2017 in the Issuer's Form 10-Q as filed with the Securities and Exchange Commission on February 8, 2017.

**Item 5 Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following.

**Item 6 Ownership of More Than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.**

Not applicable.

**Item 8 Identification and Classification of Members of the Group.**

Not applicable.

**Item 9 Notice of Dissolution of Group.**

Not applicable.

**Item 10 Certification.**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in the attached statement on Schedule 13G is true, complete and correct.

Dated: February 14, 2017

TRINITY VENTURES IX, L.P.  
By its General Partner, Trinity TVL IX, LLC

By: /s/ Lawrence K. Orr  
Lawrence K. Orr, Management Member

TRINITY IX SIDE-BY-SIDE FUND, L.P.  
By its General Partner, Trinity TVL IX, LLC

By: /s/ Lawrence K. Orr  
Lawrence K. Orr, Management Member

TRINITY IX ENTREPRENEURS FUND,  
L.P.  
By its General Partner, Trinity TVL IX, LLC

By: /s/ Lawrence K. Orr  
Lawrence K. Orr, Management Member

TRINITY TVL IX, LLC

By: /s/ Lawrence K. Orr  
Lawrence K. Orr, Management Member

TVL MANAGEMENT CORPORATION

By: /s/ Lawrence K. Orr  
Lawrence K. Orr, Director

/s/ Lawrence K. Orr  
Lawrence K. Orr

/s/ Noel J. Fenton  
Noel J. Fenton

/s/ Fred Wang  
Fred Wang

/s/ Augustus O. Tai  
Augustus O. Tai



/s/ Patricia E. Nakache  
Patricia E. Nakache

/s/ Ajay Chopra  
Ajay Chopra

/s/ Daniel Scholnick

Daniel Scholnick

**Exhibit:**

A: Joint Filing Statement