

NEW RELIC, INC.
Form SC 13G/A
February 16, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

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

(Amendment No. 1)*

New Relic, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

64829B100

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

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

.. Rule 13d-1(b)

.. Rule 13d-1(c)

x 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).

(Continued on following pages)

Page 1 of 19 Pages

Exhibit Index Contained on Page 18

CUSIP NO. 64829B100 13 G Page 2 of 19

1 NAME OF REPORTING PERSON Benchmark Capital Partners VI, L.P. ("BCP VI")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

NUMBER OF
SHARES

6,784,291 shares, except that Benchmark Capital Management Co. VI, L.L.C. ("BCMC VI"), the general partner of BCP VI, may be deemed to have sole power to vote these shares, and

BENEFICIALLY

5 Alexandre Balkanski ("Balkanski"), Matthew R. Cohler ("Cohler"), Bruce W. Dunlevie ("Dunlevie"),

OWNED BY EACH

Peter Fenton ("Fenton"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C.

REPORTING

Kagle ("Kagle"), Mitchell H. Lasky ("Lasky") and Steven M. Spurlock ("Spurlock"), the members of

PERSON

BCMC VI, may be deemed to have shared power to vote these shares.

WITH

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

6,784,291 shares, except that BCMC VI, the general partner of BCP VI, may be deemed to

7 have sole power to dispose of these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

6,784,291

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

..

EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 13.7%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 64829B100 13 G Page 3 of 19

1 NAME OF REPORTING PERSON Benchmark Founders' Fund VI, L.P. ("BFF VI")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

424,299 shares, except that BCMC VI, the general partner of BFF VI, may be deemed to have sole power to vote these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

424,299 shares, except that BCMC VI, the general partner of BFF VI, may be deemed to have sole power to dispose of these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 424,299

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.9%

12 TYPE OF REPORTING PERSON PN

CUSIP NO. 64829B100 13 G Page 4 of 19

1 NAME OF REPORTING PERSON Benchmark Founders' Fund VI-B, L.P. ("BFF VI-B")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

278,466 shares, except that BCMC VI, the general partner of BFF VI-B, may be deemed to have sole power to vote these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

278,466 shares, except that BCMC VI, the general partner of BFF VI-B, may be deemed to have sole power to dispose of these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 278,466

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.6%

12 TYPE OF REPORTING PERSON PN

CUSIP NO. 64829B100 13 G Page 5 of 19

1 NAME OF REPORTING PERSON Benchmark Capital Management Co. VI, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8,218,402 shares, of which 6,784,291 are directly owned by BCP VI, 424,299 are directly owned by BFF VI, 278,466 are directly owned by BFF VI-B and 731,346 are held in nominee 5 form for the benefit of persons associated with BCMC VI. BCMC VI, the general partner of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole power to vote these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

8,218,402 shares, of which 6,784,291 are directly owned by BCP VI, 424,299 are directly owned by BFF VI, 278,466 are directly owned by BFF VI-B and 731,346 are held in nominee 7 form for the benefit of persons associated with BCMC VI. BCMC VI, the general partner of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole power to dispose of these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,218,402

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 16.6%

12 TYPE OF REPORTING PERSON OO

CUSIP NO. 64829B100 13 G Page 6 of 19

1 NAME OF REPORTING PERSON Alexandre Balkanski

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

23,482 shares

NUMBER OF
SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 8,218,402 shares, of which 6,784,291 are directly owned by BCP VI, 424,299 are directly owned by BFF VI, 278,466 are directly owned by BFF VI-B and 731,346 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Balkanski, a member of BCMC VI, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

23,482 shares

SHARED DISPOSITIVE POWER

8 8,218,402 shares, of which 6,784,291 are directly owned by BCP VI, 424,299 are directly owned by BFF VI, 278,466 are directly owned by BFF VI-B and 731,346 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Balkanski, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,241,884

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 16.7%

12 TYPE OF REPORTING PERSON IN

CUSIP NO. 64829B100 13 G Page 7 of 19

1 NAME OF REPORTING PERSON Matthew R. Cohler
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
 31,582 shares

NUMBER OF
 SHARES

BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

SHARED VOTING POWER

6 8,218,402 shares, of which 6,784,291 are directly owned by BCP VI, 424,299 are directly owned by BFF VI, 278,466 are directly owned by BFF VI-B and 731,346 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Cohler, a member of BCMC VI, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
 31,582 shares

SHARED DISPOSITIVE POWER

8 8,218,402 shares, of which 6,784,291 are directly owned by BCP VI, 424,299 are directly owned by BFF VI, 278,466 are directly owned by BFF VI-B and 731,346 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Cohler, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,249,984

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 16.7%

12 TYPE OF REPORTING PERSON IN

CUSIP NO. 64829B100 13 G Page 8 of 19

1 NAME OF REPORTING PERSON Bruce W. Dunlevie
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) ☐ (b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
 0 shares

NUMBER OF
 SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER
 8,218,402 shares, of which 6,784,291 are directly owned by BCP VI, 424,299 are directly owned by BFF VI, 278,466 are directly owned by BFF VI-B and 731,346 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Dunlevie, a member of BCMC VI, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
 0 shares

8 SHARED DISPOSITIVE POWER
 8,218,402 shares, of which 6,784,291 are directly owned by BCP VI, 424,299 are directly owned by BFF VI, 278,466 are directly owned by BFF VI-B and 731,346 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Dunlevie, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,218,402

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 16.6%

12 TYPE OF REPORTING PERSON IN

CUSIP NO. 64829B100 13 G Page 9 of 19

1 NAME OF REPORTING PERSON Peter Fenton

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

33,293 shares

NUMBER OF
SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8,218,402 shares, of which 6,784,291 are directly owned by BCP VI, 424,299 are directly owned by BFF VI, 278,466 are directly owned by BFF VI-B and 731,346 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Fenton, a member of BCMC VI, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

33,293 shares

SHARED DISPOSITIVE POWER

8 8,218,402 shares, of which 6,784,291 are directly owned by BCP VI, 424,299 are directly owned by BFF VI, 278,466 are directly owned by BFF VI-B and 731,346 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Fenton, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,251,695

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 16.7%

12 TYPE OF REPORTING PERSON IN

CUSIP NO. 64829B100 13 G Page 10 of 19

1 NAME OF REPORTING PERSON J. William Gurley
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
 33,292 shares

NUMBER OF
 SHARES

BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

SHARED VOTING POWER

6 8,218,402 shares, of which 6,784,291 are directly owned by BCP VI, 424,299 are directly owned by BFF VI, 278,466 are directly owned by BFF VI-B and 731,346 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Gurley, a member of BCMC VI, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
 33,292 shares

SHARED DISPOSITIVE POWER

8 8,218,402 shares, of which 6,784,291 are directly owned by BCP VI, 424,299 are directly owned by BFF VI, 278,466 are directly owned by BFF VI-B and 731,346 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Gurley, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,251,694

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 16.7%

12 TYPE OF REPORTING PERSON IN

CUSIP NO. 64829B100 13 G Page 11 of 19

1 NAME OF REPORTING PERSON Kevin R. Harvey
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
 38,590 shares

NUMBER OF
 SHARES

BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

SHARED VOTING POWER

6 8,218,402 shares, of which 6,784,291 are directly owned by BCP VI, 424,299 are directly owned by BFF VI, 278,466 are directly owned by BFF VI-B and 731,346 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Harvey, a member of BCMC VI, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
 38,590 shares

SHARED DISPOSITIVE POWER

8 8,218,402 shares, of which 6,784,291 are directly owned by BCP VI, 424,299 are directly owned by BFF VI, 278,466 are directly owned by BFF VI-B and 731,346 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Harvey, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9 8,256,992

REPORTING PERSON

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10

EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 16.7%

12 TYPE OF REPORTING PERSON IN

CUSIP NO. 64829B100 13 G Page 12 of 19

1 NAME OF REPORTING PERSON Robert C. Kagle
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
 22,089 shares

NUMBER OF
 SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 6 SHARED VOTING POWER
 8,218,402 shares, of which 6,784,291 are directly owned by BCP VI, 424,299 are directly owned by BFF VI, 278,466 are directly owned by BFF VI-B and 731,346 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Kagle, a member of BCMC VI, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
 22,089 shares

8 SHARED DISPOSITIVE POWER
 8,218,402 shares, of which 6,784,291 are directly owned by BCP VI, 424,299 are directly owned by BFF VI, 278,466 are directly owned by BFF VI-B and 731,346 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Kagle a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,240,491

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 16.7%

12 TYPE OF REPORTING PERSON IN

CUSIP NO. 64829B100 13 G Page 13 of 19

1 NAME OF REPORTING PERSON Mitchell H. Lasky
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) ☐ (b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

5 SOLE VOTING POWER
 0 shares

NUMBER OF
 SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER

8,218,402 shares, of which 6,784,291 are directly owned by BCP VI, 424,299 are directly owned by BFF VI, 278,466 are directly owned by BFF VI-B and 731,346 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Lasky, a member of BCMC VI, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
 0 shares

SHARED DISPOSITIVE POWER

8,218,402 shares, of which 6,784,291 are directly owned by BCP VI, 424,299 are directly owned by BFF VI, 278,466 are directly owned by BFF VI-B and 731,346 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Lasky, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,218,402

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 16.6%

12 TYPE OF REPORTING PERSON IN

CUSIP NO. 64829B100 13 G Page 14 of 19

1 NAME OF REPORTING PERSON Steven M. Spurlock
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
 0 shares

NUMBER OF
 SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 6 SHARED VOTING POWER
 8,218,402 shares, of which 6,784,291 are directly owned by BCP VI, 424,299 are directly owned by BFF VI, 278,466 are directly owned by BFF VI-B and 731,346 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Spurlock, a member of BCMC VI, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
 0 shares

8 SHARED DISPOSITIVE POWER
 8,218,402 shares, of which 6,784,291 are directly owned by BCP VI, 424,299 are directly owned by BFF VI, 278,466 are directly owned by BFF VI-B and 731,346 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Spurlock, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,218,402

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 16.6%

12 TYPE OF REPORTING PERSON IN

CUSIP NO. 64829B100 13 G Page 15 of 19

This Amendment No. 1 amends and restates in its entirety the Schedule 13G previously filed by Benchmark Capital Partners VI, L.P., a Delaware limited partnership ("BCP VI"), Benchmark Founders' Fund VI, L.P., a Delaware limited partnership ("BFF VI"), Benchmark Founders' Fund VI-B, L.P., a Delaware limited partnership ("BFF VI-B"), Benchmark Capital Management Co. VI, L.L.C., a Delaware limited liability company ("BCMC VI"), and Matthew R. Cohler ("Cohler"), Bruce W. Dunlevie ("Dunlevie"), Peter Fenton ("Fenton"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Mitchell H. Lasky ("Lasky") and Steven M. Spurlock ("Spurlock") (together with all prior and current amendments thereto, this "Schedule 13G").

ITEM
1(A). NAME OF ISSUER

New Relic, Inc.

ITEM
1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

188 Spear Street, Suite 1200
San Francisco, California 94105

ITEM
2(A). NAME OF PERSONS FILING

This Statement is filed by BCP VI, BFF VI, BFF VI-B, BCMC VI, Alexandre Balkanski ("Balkanski"), Cohler, Dunlevie, Fenton, Gurley, Harvey, Robert C. Kagle ("Kagle"), Lasky and Spurlock. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

BCMC VI, the general partner of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP VI, BFF VI and BFF VI-B. Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock are members of BCMC VI and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by BCP VI, BFF VI and BFF VI-B.

ITEM
2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each reporting person is:

Benchmark Capital
2965 Woodside Road
Woodside, California 94062

ITEM
2(C). CITIZENSHIP

BCP VI, BFF VI and BFF VI-B are Delaware limited partnerships. BCMC VI is a Delaware limited liability company. Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock are United States Citizens.

ITEM 2(D) and (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock
CUSIP # 64829B100

ITEM
3. Not Applicable.

ITEM
4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

CUSIP NO. 64829B100 13 G Page 16 of 19

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2015 (based on 49,424,323 shares of Common Stock of the issuer outstanding as of December 31, 2015 as reported by the issuer to the Reporting Persons).

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS
5

Not applicable.

ITEM OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON
6.

Under certain circumstances set forth in the limited partnership agreements of BCP VI, BFF VI and BFF VI-B, and the limited liability company agreement of BCMC VI, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or

member, as the case may be.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE
7 SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP
8.

Not applicable.

ITEM NOTICE OF DISSOLUTION OF GROUP
9.

Not applicable.

ITEM CERTIFICATION
10.

Not applicable.

CUSIP NO. 64829B100 13 G Page 17 of 19

SIGNATURES

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

Date: February 10, 2016

BENCHMARK CAPITAL
PARTNERS VI, L.P., a
Delaware Limited
Partnership

BENCHMARK
FOUNDERS' FUND VI,
L.P., a
Delaware Limited
Partnership

BENCHMARK
FOUNDERS' FUND VI-B,
L.P., a
Delaware Limited
Partnership

BENCHMARK CAPITAL
MANAGEMENT CO. VI,
L.L.C., a
Delaware Limited Liability
Company

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Managing Member

ALEXANDRE
BALKANSKI
MATTHEW R. COHLER
BRUCE W. DUNLEVIE
PETER FENTON

J. WILLIAM GURLEY
KEVIN R. HARVEY
ROBERT C. KAGLE
MITCHELL H. LASKY
STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-in-Fact

CUSIP NO. 64829B100 13 G Page 18 of 19

EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	19

CUSIP NO. 64829B100 13 G Page 19 of 19

exhibit A

Agreement of Joint Filing

The Reporting Persons agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of New Relic, Inc. shall be filed on behalf of each Reporting Person. Note that copies of the applicable Agreement of Joint Filings are already on file with the appropriate agencies.