

NEW RELIC, INC.  
Form 8-K  
August 17, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**August 16, 2016**

**Date of Report (Date of earliest event reported)**

**New Relic, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-36766**  
**(Commission**  
  
**File Number)**

**26-2017431**  
**(I.R.S. Employer**  
  
**Identification Number)**

Edgar Filing: NEW RELIC, INC. - Form 8-K

**188 Spear Street, Suite 1200**

**San Francisco, California 94105**

**(Address of principal executive offices, including zip code)**

**(650) 777-7600**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On August 16, 2016, New Relic, Inc. (the Company) held its 2016 Annual Meeting of Stockholders (the Annual Meeting) at the offices of Cooley LLP, 101 California Street, 5th Floor, San Francisco, California 94111. At the Annual Meeting, the Company's stockholders voted on three proposals, each of which is described in more detail in the Company's definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on July 1, 2016. The following is a brief description of each matter voted upon and the certified results, including the number of votes cast for and against each matter and, if applicable, the number of abstentions and broker non-votes with respect to each matter.

**Proposal 1.** Stockholders elected each of the two nominees for Class II director to serve until the Company's 2019 Annual Meeting of Stockholders or until his respective successor has been duly elected and qualified. The voting results were as follows:

Director Name	Votes For	Votes Withheld	Broker Non-Votes
Dan Scholnick	40,490,296	2,527,329	3,456,070
James Tolonen	42,955,447	62,178	3,456,070

**Proposal 2.** Stockholders approved, on an advisory basis, the frequency of every one year as the frequency preferred by stockholders for the solicitation of advisory stockholder approval of the compensation paid to the Company's named executive officers. The voting results were as follows:

One Year	Two Years	Three Years	Abstentions	Broker Non-Votes
42,653,659	2,495	359,470	2,001	3,456,070

**Proposal 3.** Stockholders ratified the selection by the Audit Committee of the Board of Directors of the Company (the Board) of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2017. The voting results were as follows:

Votes For	Votes Against	Abstentions
45,745,125	728,287	283

Based on the voting results on Proposal 2 and its consideration of the appropriate voting frequency for the Company at this time, the Board resolved on August 16, 2016 that the Company will hold an advisory vote on the compensation of the Company's named executive officers every year, until the next advisory vote on the frequency of stockholder votes on executive compensation, which is required to occur no later than the Company's Annual Meeting of Stockholders in 2022.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**New Relic, Inc.**

Date: August 17, 2016

By: /s/ Mark Sachleben  
Mark Sachleben