

NEW RELIC, INC.
Form 3
May 04, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
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INITIAL STATEMENT OF 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 *

Â TOLONEN JAMES R

(Last) (First) (Middle)

C/O NEW RELIC, INC.,Â 188
SPEAR STREET, STE. 1200

(Street)

SAN
FRANCISCO,Â CAÂ 94105

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/03/2016

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

No Securities Owned

0

D Â

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOLONEN JAMES R C/O NEW RELIC, INC. 188 SPEAR STREET, STE. 1200 SAN FRANCISCO, CA 94105	Â X	Â	Â	Â

Signatures

/s/ James R.
Tolonen

05/03/2016

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Note: File three copies of this Form, one of which must be manually signed. If space 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. Times New Roman; DISPLAY: inline">1 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).

CUSIP NO. 78478D 10 0

1 NAME OF REPORTING PERSON

Cowen Investments LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	- 0 - SHARED VOTING POWER
	9	639,526 SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER
		639,526

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

639,526

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) ☐ EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.0%

14 TYPE OF REPORTING PERSON

OO

2

CUSIP NO. 78478D 10 0

1 NAME OF REPORTING PERSON

RCG LV Pearl LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER

- 0 -

8 SHARED VOTING POWER

639,526

9 SOLE DISPOSITIVE POWER

- 0 -

10 SHARED DISPOSITIVE POWER

639,526

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

639,526

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.0%

14 TYPE OF REPORTING PERSON

OO

3

CUSIP NO. 78478D 10 0

1 NAME OF REPORTING PERSON

Cowen Group, Inc

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	- 0 - SHARED VOTING POWER
	9	639,526 SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER
		639,526

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

639,526

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.0%

14 TYPE OF REPORTING PERSON

CO

CUSIP NO. 78478D 10 0

1 NAME OF REPORTING PERSON

Peter A. Cohen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	- 0 - SHARED VOTING POWER
	9	639,526 SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

639,526

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

639,526

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) ☐ EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.0%

14 TYPE OF REPORTING PERSON

IN

5

CUSIP NO. 78478D 10 0

The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned (“Amendment No. 1”). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

Item 1. Security and Issuer.

Item 1 is hereby amended and restated to read as follows:

This statement relates to the Common Stock, par value \$0.0001 per share (the “Shares”), of STG Group, Inc. (formerly known as Global Defense & National Securities Systems, Inc.), a Delaware corporation (the “Issuer”). The address of the principal executive offices of the Issuer is 11091 Sunset Hills Road, Suite 200, Reston, Virginia 20190.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

Of the 639,526 Shares owned by Cowen Investments, 329,077 Shares were acquired with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of such 329,077 Shares is approximately \$3,498,089. Such Shares were acquired in a private transaction. The remaining 310,449 Shares owned by Cowen Investments were issued to Cowen Investments pursuant to a dividend of 1 Share for every 1.06 Shares payable to stockholders of record of the Issuer immediately following the consummation of the business combination of the Issuer that occurred on November 23, 2015 (the “Dividend”).

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 16,107,072 Shares outstanding, which is the total number of Shares outstanding as reported in the Current Report on Form 8-K filed by the Issuer with the Securities and Exchange Commission on November 30, 2015.

As of the close of business on the date hereof, Cowen Investments directly owned 639,526 Shares, constituting approximately 4.0% of the Shares outstanding. By virtue of their relationships with Cowen Investments discussed in further detail in Item 2, each of RCG, Cowen Group and Peter A. Cohen may be deemed to beneficially own the Shares directly owned by Cowen Investments.

Each of the Reporting Persons, as a member of a “group” with the other Reporting Persons for purposes of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), may be deemed to beneficially own the securities of the Issuer owned by the other Reporting Persons. The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Exchange Act, the beneficial owners of any securities of the Issuer he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities of the Issuer reported herein that he or it does not directly own.

(b) Cowen Investments may be deemed to share with RCG, Cowen Group and Peter A. Cohen the power to vote and dispose of the Shares directly owned by Cowen Investments.

CUSIP NO. 78478D 10 0

(c) There have been no transactions in the Shares by the Reporting Persons since the filing of the initial Schedule 13D, except for the acquisition of Shares pursuant to the Dividend described in Item 3.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e) The Reporting Persons have ceased to be the beneficial owners of more than 5% of the Shares of the Issuer.

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CUSIP NO. 78478D 10 0

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 18, 2015

Cowen Investments LLC

By: RCG LV Pearl LLC, its sole member

By: Cowen Group, Inc., its sole member

By: /s/ Owen S. Littman
Name: Owen S. Littman
Title: General Counsel

RCG LV Pearl LLC

By: Cowen Group, Inc., its sole member

By: /s/ Owen S. Littman
Name: Owen S. Littman
Title: General Counsel

Cowen Group, Inc.

By: /s/ Owen S. Littman
Name: Owen S. Littman
Title: General Counsel

/s/ Peter A. Cohen
Peter A. Cohen

