

**Song Exploder**  
**Carly Rae Jepsen - When I Needed You**  
**Episode 72**

Hrishikesh: You're listening to Song Exploder, where musicians take apart their songs and piece by piece tell the story of how they were made. My name is Hrishikesh Hirway.

*("When I Needed You" by CARLY RAE JEPSEN)*

Hrishikesh: Carly Rae Jepsen released her third album, *Emotion*, in 2015. The closing track on the record is "When I Needed You." In this episode, Carly tells the story of how the song was made. You'll hear the first demo for the song, a version she co-wrote with her longtime collaborator, Tavish Crowe. And you'll hear how that led to the album version. Plus, producer Ariel Rechtshaid breaks down some of the parts that he created for the recording. My interview with Carly Rae Jepsen was recorded live at the Noise Pop Festival in San Francisco. I spoke to Ariel Rechtshaid in his studio in Los Angeles. My name's Hrishikesh Hirway. You're listening to Song Exploder.

*("When I Needed You" by CARLY RAE JEPSEN)*

Carly: My name is Carly Rae Jepsen.

*(Music fades)*

Carly: I have found in my life I collect kind of song pieces and fragments as I go. And then, later on, even years later, I'll kind of plug them into a new idea. The real beginning of this song, as it starts with a journey that began with me and Tavish in New York City at my Soho apartment. And it was just kind of a late night, too many whiskies, sort of, jam session [laughter]. Tavish is one of the co-writers of like, "Call Me Maybe," and we really kind of began every little idea together. He's like my favorite writing partner in the world, just because we've been through so much, for so long together that any idea, no matter how stupid, I don't feel scared to share with him. And this was just one of those times where we were jamming, and I had just been through a really brutal breakup and was needing to process it with a friend. The concept was just realizing that this relationship would be perfect, and the guy that I was with was really perfect, but in order to stay in it, I would have to be quite a different person than who I naturally am, and was. And that sacrifice didn't seem worth it in the end. So I had to end it.

*(Vocals with guitar: "What if we could go back? / We could take the words back / You could take my love back / And brush my hair behind my ear / What if you could be me / See the way I see you / Feel the way it feels to / Watch someone just disappear")*

*(Synth and beat join: "Sometimes I wish that I could change / But not for me, for you / So we could be together forever / But I know, I know that I won't change for you / 'Cause where were you for me when I needed someone? / I know, I know that I won't change for you")*

Carly: This song sounds happy now, but it's [laughter] a really sad demo to begin with, yeah. Before I moved to New York, I was in such a lost place with knowing what I [laughter] wanted to make, that I was allowing myself to experiment in every direction. And then, I kind of fell back into all the reasons of what it was that I really loved about pop music, and tried to make my mission, making a pop album that adults could hopefully enjoy too, and that I, as an adult, could enjoy. And then, months later, when I was in an LA session with Dan Nigro and Nate Company, a new sort of track came to light.

Hrishikesh: Songwriters, Dan Nigro and Nate Company, brought Carly an instrumental idea, something they thought could be a good start for a song for her. They played her the demo.

*(Demo)*

Carly: I collect, kind of, a bunch of ideas, and I don't know what's going to be good until later on. And when I show up to a session, I sort of bring the best material that I think still stands out as memorable to me. And this was a day where I showed up with Dan and Nate with a fresh session in mind. And there was a happier track that was presented, and I sort of sang this really [laughter] sad top line on top to see if it would go.

*(Vocals join: "What if we could go back / We could take the words back / You could take my love back / And brush my hair behind my ear / I don't know what you wanted / I tried to be so perfect / I thought that it was worth it / To let myself just disappear")*

Carly: It was kind of nice to hide a very serious emotion in something that wouldn't be so obviously all out there [laughter], if that makes any sense, just from a personal level, because it was such a real felt thing [laughter] where the spark came from. I called Tavish, "Remember that song we did in Soho way back, are you cool if we, like, revise it a bit?" And he said, "Have fun."

Hrishikesh: After finishing a new version of the demo with Carly's vocals, Carly, Dan, and Nate had their hearts set on getting producer Ariel Rechtshaid involved with the song. Ariel had previously produced for HAIM, Vampire Weekend, and Charlie XCX among many, many others.

Ariel: Hey, my name is Ariel Rechtshaid. When I first got the call, and it was probably about a year before we actually did anything, I was intrigued. She was pretty clear about what she wanted.

Carly: Well, the throwback of 80s is something that I loved, but I didn't want it to feel like a period piece album. I want it to have a hint of that. Also, I've always wanted to create a song that I felt like could be in like *Sixteen Candles* or *Pretty in Pink*, and I feel like this is the closest I've ever gotten. So [laughter] there you have it [laughter].

Ariel: The first thing I told her that when I heard that song, what I heard was drums, bass, and a keyboard. So I wanted to fill the space with those elements.

*(Bell sound)*

Ariel: The bell sound. It was less about the sound. It was more about finding a series of notes that drone through the chord progression that made an otherwise rather sweet chord progression, feel a little bit more somber.

*(Bass joins)*

Ariel: And then, to add to that, I tweaked the chord progression halfway through to make the song, just have a little bit more of a desperation.

*(Vocals: "Once upon a time, I thought you were a hero / I waited for you all night / I closed my eyes and slept for years / You kiss me like a sunrise / My feet up to my forehead / I felt it like a goodbye / I'm not myself")*

Ariel: So it was kind of a combination of sweetness and desperation, which I really think does encapsulate Carly's vibe.

*(Bass)*

Ariel: The bass player is a guy named Ethan Farmer, who was just coming off of a Lionel Richie tour when I met him. Took an idea of like a 5-string, kind of, funk, R&B bassline that I was able to approximate, and just made it legit.

*(Bass)*

*(Drums join)*

*(Music ends)*

Ariel: That drum fill is just something that I've always kind of had in my head.

*(Drums)*

Ariel: They were inspired by the drum fill in "Jack & Diane" by John Cougar Mellencamp.

*("Jack & Diane" by JOHN COUGAR MELLENCAMP)*

*(Music fades)*

Ariel: So it kind of lent itself to what people would equate to like an 80s kind of snare with like a big reverb on it.

*(Drums)*

*(Vocal ad-libs)*

Ariel: An ad-lib is just a vocal part that strays from the basic form of the song. It can be anything.

*(Vocals: "When I need it")*

Ariel: Oftentimes there's a lot of other, really great, more complex little spurts of vocals that would be hard to follow as a main part, but when sprinkled in sparingly, help the song arrive at a more climactic place, and a more emotional place. She did like a "Hey" somewhere,

*(Vocals: "Hey")*

Ariel: and I just loved it. So then, I asked her to do it again. And when she did it, she's kind of looking at me and laughing like, "Is that what you mean?" And I'm like, "Yes, that's what I mean."

*(Vocals: "When I needed you (Hey) / [laughter]" )*

Carly: Yeah [laughter], I don't know. It's like a thing I've found that producers really love to capture those moments where you like, say an awkward thing, and just like for their own sick pleasure, just keep it in there, tucked, and only you two will ever know that it's there. And it's like, "man" [laughter]. Yeah, that was, I think I laugh a lot when I have to belt in the studio. It's one thing to belt in [laughter] like a show, but when there's no one there, and it's like you in this little, like, dirty closet, and you're just like screaming, it just feels really unnatural. And I just find it kind of funny, I guess [laughter], so I don't know.

Ariel: I don't expect anyone else to hear that. And it's not the point really, but it's just, those are the little moments that make it happen.

*(Synth pad)*

Carly: This was the final, I think, processing for me of a relationship, one of those ones where you feel like it's going to be forever. And this was one of those moments where I think I finally, in one last song, like, let it go.

*(Synth pad)*

Carly: This song was not on my like radar as making the album, and somehow found its way there. And because I went through so many stages, I felt like it would be exciting to show that this song lived through a couple different years in so many different people's imaginations before I'd arrived where I did.

*(Music ends)*

*(Applause)*

Carly: Thank you.

Hrishikesh: And now, here's the final version of "When I Needed You," by Carly Rae Jepsen, in its entirety.

*("When I Needed You" by CARLY RAE JEPSEN)*

Hrishikesh: Visit [songexploder.net](http://songexploder.net) for links to more info on Carly Rae Jepsen, and photos from the live event where my interview with her was recorded. Thanks to the folks at Noise Pop for their help making this episode happen. They've got their own podcast too called the Noise Pop Podcast, which you should check out. Next time on Song Exploder, Busdriver.

*("Worlds to Run" by BUSDRIVER)*

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*("Worlds to Run" by BUSDRIVER)*

*(Music fades)*