

HOAG JAY C
Form 4
June 03, 2010

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
HOAG JAY C

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETFLIX INC [NFLX]

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (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 Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction(A) or Disposed of (Instr. 8) | | 4. Securities Acquired or Disposed of (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|---|---|---|-----|---|--|---|
| | | | Code | V | Amount | (D) | | | |
| Common Stock | 05/17/2010 | | G | V | 12,000 | D | \$ 0 0 | I | The Hoag Family Trust U/A DTD 08/02/1994 ⁽¹⁾ |
| Common Stock | | | | | | | 3,566,859 | I | TCV IV, L.P. ⁽²⁾ |
| Common Stock | | | | | | | 133,006 | I | TCV IV Strategic Partners, L.P. ⁽³⁾ |

| | | | |
|--------------|-----------|---|--------------------------------------|
| Common Stock | 1,444,750 | I | TCV VI, L.P. ⁽⁴⁾ |
| Common Stock | 11,394 | I | TCV Member Fund, L.P. ⁽⁵⁾ |

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 107.29 | 06/01/2010 | | A | 466 | 06/01/2010 ⁽⁶⁾ 06/01/2020 | Common Stock 40 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | X | X | | |

Signatures

Frederic D. Fenton, Authorized signatory for Jay C. Hoag
06/03/2010

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

(1) Jay C. Hoag ("Hoag") is a trustee of The Hoag Family Trust U/A DTD 08/02/1994. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

These shares are held directly by TCV IV, L.P. Hoag is a managing member of Technology Crossover Management IV, L.L.C. ("TCM IV") which is the sole general partner of TCV IV, L.P. Hoag may be deemed to beneficially own the shares held TCV IV, L.P. but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(3) These shares are held directly by TCV IV Strategic Partners, L.P. ("TCV IV SP"). Hoag is a managing member of Technology Crossover Management IV, L.L.C. ("TCM IV") which is the sole general partner of TCV IV SP. Hoag may be deemed to beneficially own the shares held TCV IV SP but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(4) These shares are directly held by TCV VI, L.P. Hoag is a Class A Member of Technology Crossover Management VI, L.L.C. ("TCM VI") which is the sole general partner of TCV VI, L.P. Hoag may be deemed to beneficially own the shares held by TCV VI, L.P. but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(5) These shares are held directly by TCV Member Fund, L.P. ("TCV MF"). Hoag is a Class A Member of TCM VI, which is a general partner of TCV MF, and a limited partner of TCV MF. Hoag may be deemed to beneficially own the shares held by TCV MF but disclaims beneficial ownership except to the extent of his pecuniary interest therein.

(6) These options are 100% vested.

(7) Hoag has the sole voting and dispositive power over the options he holds directly; however, TCMI, Inc. has a right to 100% of the pecuniary interest in such options. Hoag is a stockholder and director of TCMI, Inc. Hoag disclaims beneficial ownership of such options or the shares to be received upon the exercise of such options except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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