

NETFLIX INC
Form 4
October 30, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
10/28/2013

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 Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (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 Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	10/28/2013		S		27,236	D	\$ 312.631 (1)	1,080,812	I	TCV VII, L.P. (2)
Common Stock	10/28/2013		S		14,144	D	\$ 312.631 (1)	561,285	I	TCV VII (A), L.P. (3)
Common Stock	10/28/2013		S		235	D	\$ 312.631 (1)	9,348	I	TCV Member Fund, L.P. (4)
Common Stock	10/28/2013		S		32,575	D	\$	1,048,237	I	TCV VII,

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Stock					313.3215 <u>(5)</u>				L.P. <u>(2)</u>
Common Stock	10/28/2013	S	16,917	D	\$ 313.3215 <u>(5)</u>	544,368	I		TCV VII (A), L.P. <u>(3)</u>
Common Stock	10/28/2013	S	282	D	\$ 313.3215 <u>(5)</u>	9,066	I		TCV Member Fund, L.P. <u>(4)</u>
Common Stock	10/28/2013	S	26,251	D	\$ 314.2909 <u>(6)</u>	1,021,986	I		TCV VII, L.P. <u>(2)</u>
Common Stock	10/28/2013	S	13,633	D	\$ 314.2909 <u>(6)</u>	530,735	I		TCV VII (A), L.P. <u>(3)</u>
Common Stock	10/28/2013	S	227	D	\$ 314.2909 <u>(6)</u>	8,839	I		TCV Member Fund, L.P. <u>(4)</u>
Common Stock	10/28/2013	S	4,909	D	\$ 315.4279 <u>(7)</u>	1,017,077	I		TCV VII, L.P. <u>(2)</u>
Common Stock	10/28/2013	S	2,549	D	\$ 315.4279 <u>(7)</u>	528,186	I		TCV VII (A), L.P. <u>(3)</u>
Common Stock	10/28/2013	S	42	D	\$ 315.4279 <u>(7)</u>	8,797	I		TCV Member Fund, L.P. <u>(4)</u>
Common Stock	10/28/2013	S	10,858	D	\$ 316.5194 <u>(8)</u>	1,006,219	I		TCV VII, L.P. <u>(2)</u>
Common Stock	10/28/2013	S	5,639	D	\$ 316.5194 <u>(8)</u>	522,547	I		TCV VII (A), L.P. <u>(3)</u>
Common Stock	10/28/2013	S	94	D	\$ 316.5194 <u>(8)</u>	8,703	I		TCV Member Fund, L.P. <u>(4)</u>
Common Stock	10/28/2013	S	3,311	D	\$ 317.3736 <u>(9)</u>	1,002,908	I		TCV VII, L.P. <u>(2)</u>
Common Stock	10/28/2013	S	1,719	D	\$ 317.3736	520,828	I		TCV VII (A), L.P.

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Common Stock	10/28/2013	S	29	D	<u>(9)</u> \$ 317.3736	8,674	I	<u>(3)</u> TCV Member Fund, L.P. <u>(4)</u>
Common Stock	10/28/2013	S	4,123	D	<u>(9)</u> \$ 318.6259	998,785	I	TCV VII, L.P. <u>(2)</u>
Common Stock	10/28/2013	S	2,141	D	<u>(10)</u> \$ 318.6259	518,687	I	TCV VII (A), L.P. <u>(3)</u>
Common Stock	10/28/2013	S	36	D	<u>(10)</u> \$ 318.6259	8,638	I	TCV Member Fund, L.P. <u>(4)</u>
Common Stock	10/28/2013	S	1,505	D	<u>(11)</u> \$ 319.4112	997,280	I	TCV VII, L.P. <u>(2)</u>
Common Stock	10/28/2013	S	782	D	<u>(11)</u> \$ 319.4112	517,905	I	TCV VII (A), L.P. <u>(3)</u>
Common Stock	10/28/2013	S	13	D	<u>(11)</u> \$ 319.4112	8,625	I	TCV Member Fund, L.P. <u>(4)</u>
Common Stock	10/28/2013	S	2,946	D	<u>(12)</u> \$ 320.5261	994,334	I	TCV VII, L.P. <u>(2)</u>
Common Stock	10/28/2013	S	1,530	D	<u>(12)</u> \$ 320.5261	516,375	I	TCV VII (A), L.P. <u>(3)</u>
Common Stock	10/28/2013	S	26	D	<u>(12)</u> \$ 320.5261	8,599	I	TCV Member Fund, L.P. <u>(4)</u>

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

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(9-02)

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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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			

Signatures

Frederic D. Fenton, Authorized signatory for Jay C. Hoag 10/30/2013

**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) This number represents a weighted average sale price per share. The shares were sold at prices ranging from \$311.93 to \$312.92 per share. The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) These securities are directly held by TCV VII, L.P. Jay C. Hoag ("Hoag") and eight other individuals (collectively, the "Class A Directors") are Class A Directors of Technology Crossover Management VII, Ltd. ("Management VII") and limited partners of Technology Crossover Management VII, L.P. ("TCM VII"). Management VII is the general partner of TCM VII, which is the general partner of TCV VII, L.P. The Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII, L.P., but each of the Class A Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (3) These securities are directly held by TCV VII (A), L.P. The Class A Directors are Class A Directors of Management VII and limited partners of TCM VII. Management VII is the general partner of TCM VII, which is the general partner of TCV VII (A), L.P. The Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII (A), L.P., but each of the Class A Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (4) These securities are directly held by TCV Member Fund, L.P. ("Member Fund"). The Class A Directors are Class A Directors of Management VII, which is a general partner of Member Fund, and limited partners of Member Fund. The Class A Directors and Management VII may be deemed to beneficially own the securities held by Member Fund, but each of the Class A Directors and

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Management VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

(5) This number represents a weighted average sale price per share. The shares were sold at prices ranging from \$312.93 to \$313.92 per share. The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(6) This number represents a weighted average sale price per share. The shares were sold at prices ranging from \$313.93 to \$314.88 per share. The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(7) This number represents a weighted average sale price per share. The shares were sold at prices ranging from \$314.96 to \$315.90 per share. The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(8) This number represents a weighted average sale price per share. The shares were sold at prices ranging from \$316.04 to \$317.03 per share. The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(9) This number represents a weighted average sale price per share. The shares were sold at prices ranging from \$317.05 to \$317.95 per share. The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(10) This number represents a weighted average sale price per share. The shares were sold at prices ranging from \$318.11 to \$319.02 per share. The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(11) This number represents a weighted average sale price per share. The shares were sold at prices ranging from \$319.12 to \$319.65 per share. The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(12) This number represents a weighted average sale price per share. The shares were sold at prices ranging from \$320.17 to \$321.09 per share. The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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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