

NETFLIX INC

Form 4/A

November 07, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHUH MICHAEL N

(Last) (First) (Middle)

70 WILLOW ROAD, SUITE 200

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/31/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/02/2006

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 Beneficial Ownership (Instr. 4)
Common Stock	10/31/2006		P	2,750 A \$ 28.28	2,750	D ⁽¹⁾	
Common Stock	10/31/2006		P	1,870 A \$ 28.3	1,870	I	Mary G. Schuh IRA ⁽²⁾
Common Stock					50,096	I	The Schuh 1990 Family Trust ⁽³⁾
Common Stock					404,221	I	Foundation Capital Leadership Fund, L.P.

Common Stock	10,779	I	(4) Foundation Capital Leadership Principals Fund, LLC
Common Stock	2,432	I	(4) Foundation Capital, L.P.
Common Stock	1,010	I	(5) Foundation Capital Equity Partners II, L.P. (6)

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

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SEC 1474
(9-02)

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 (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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 27.55	11/01/2006		A		1,451		11/01/2006	11/01/2016	Common Stock	1,451

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

SCHUH MICHAEL N
70 WILLOW ROAD, SUITE 200
MENLO PARK, CA 94025

Signatures

Michael N. Schuh 11/07/2006

 **Signature of Date
Reporting Person

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) Michael N. Schuh is the Custodian of the Michael N. Schuh IRA
- Spouse of Michael N. Schuh, Mary G. Schuh is the Custodian of the Mary G. Schuh IRA. Michael N. Schuh disclaims beneficial
- (2) ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) Shares held by Michael N. Schuh as a trustee of the Michael N. and Mary G. Schuh 1990 Family Trust.
- Michael N. Schuh is a Manager of FC Leadership Management Co., LLC, which is the General Partner of Foundation Capital Leadership
- (4) Fund, L.P. and the sole manager of Foundation Capital Leadership Principals Fund, LLC. Michael N. Schuh disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (5) Michael N. Schuh is a Manager of Foundation Capital Management Co., LLC, which is the general partner of Foundation Capital, L.P. Michael N. Schuh disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (6) Michael N. Schuh is a Partner of Foundation Capital Equity Partners II, L.P. Michael N. Schuh disclaims beneficial ownership of the reported securities 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. 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.