

SARANDOS THEODORE A
 Form 4
 February 09, 2018

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 *
 SARANDOS THEODORE A

(Last) (First) (Middle)
 100 WINCHESTER CIRCLE
 (Street)

LOS GATOS, CA 95032

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/08/2018

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)
 Chief Content Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/08/2018 | | M | | 23,953 (1) | A | \$ 102.63 |
| Common Stock | 02/08/2018 | | S | | 3,973 (1) | D | \$ 258.4681 (2) |
| Common Stock | 02/08/2018 | | M | | 24,218 (1) | A | \$ 101.51 |
| Common Stock | 02/08/2018 | | S | | 5,922 (1) | D | \$ 259.1191 (3) |
| | 02/08/2018 | | M | | | A | \$ 105.7 |

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| | | | | | | | |
|--------------|------------|---|----------------------|---|-------------------------------|--------|---|
| Common Stock | | | 23,258 <u>(1)</u> | | | | |
| Common Stock | 02/08/2018 | S | 23,457 <u>(1)</u> | D | \$ 260.1109 <u>(4)</u> | 38,077 | D |
| Common Stock | 02/08/2018 | M | 18,190 <u>(1)</u> | A | \$ 109.96 | 56,267 | D |
| Common Stock | 02/08/2018 | S | 19,743 <u>(1)</u> | D | \$ 261.3187 <u>(5)</u> | 36,524 | D |
| Common Stock | 02/08/2018 | M | 18,579 <u>(1)</u> | A | \$ 107.64 | 55,103 | D |
| Common Stock | 02/08/2018 | S | 28,800 <u>(1)</u> | D | \$ 262.171 <u>(6)</u> | 26,303 | D |
| Common Stock | 02/08/2018 | M | 18,872 <u>(1)</u> | A | \$ 105.98 | 45,175 | D |
| Common Stock | 02/08/2018 | S | 32,992 <u>(1)</u> | D | \$ 263.1587 <u>(7)</u> | 12,183 | D |
| Common Stock | 02/08/2018 | M | 18,904 <u>(1)</u> | A | \$ 105.79 | 31,087 | D |
| Common Stock | 02/08/2018 | S | 7,280 <u>(1)</u> | D | \$ 264.1525 <u>(8)</u> | 23,807 | D |
| Common Stock | 02/08/2018 | M | 17,773 <u>(1)</u> | A | \$ 112.56 | 41,580 | D |
| Common Stock | 02/08/2018 | S | 12,883 <u>(1)</u> | D | \$ 265.088 <u>(9)</u> | 28,697 | D |
| Common Stock | 02/08/2018 | S | 7,795 <u>(1)</u> | D | \$ 266.2731 <u>(10)</u> | 20,902 | D |
| Common Stock | 02/08/2018 | S | 20,902 <u>(1)</u> | D | \$ 267.0881 <u>(11)</u> | 0 | D |

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

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.

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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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 101.51 | 02/08/2018 | | M | 24,218 <u>(1)</u> | 06/01/2016 06/01/2026 | Common Stock | 24 |
| Non-Qualified Stock Option (right to buy) | \$ 102.63 | 02/08/2018 | | M | 23,953 <u>(1)</u> | 10/03/2016 10/03/2026 | Common Stock | 23 |
| Non-Qualified Stock Option (right to buy) | \$ 105.7 | 02/08/2018 | | M | 23,258 <u>(1)</u> | 04/01/2016 04/01/2026 | Common Stock | 23 |
| Non-Qualified Stock Option (right to buy) | \$ 105.79 | 02/08/2018 | | M | 18,904 <u>(1)</u> | 09/01/2015 09/01/2025 | Common Stock | 18 |
| Non-Qualified Stock Option (right to buy) | \$ 105.98 | 02/08/2018 | | M | 18,872 <u>(1)</u> | 10/01/2015 10/01/2025 | Common Stock | 18 |
| Non-Qualified Stock Option (right to buy) | \$ 107.64 | 02/08/2018 | | M | 18,579 <u>(1)</u> | 11/02/2015 11/02/2025 | Common Stock | 18 |
| Non-Qualified Stock Option (right to buy) | \$ 109.96 | 02/08/2018 | | M | 18,190 <u>(1)</u> | 01/04/2016 01/04/2026 | Common Stock | 18 |
| Non-Qualified Stock Option (right to buy) | \$ 112.56 | 02/08/2018 | | M | 17,773 <u>(1)</u> | 08/03/2015 08/03/2025 | Common Stock | 17 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SARANDOS THEODORE A 100 WINCHESTER CIRCLE LOS GATOS, CA 95032 | | | Chief Content Officer | |

Signatures

By: Carole Payne, Authorized Signatory For: Theodore A. Sarandos

02/09/2018

__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) Transaction made pursuant to duly adopted trading plan under Rule 10b5-1(c).

This transaction was executed in multiple trades at prices ranging from \$257.68 to \$258.65. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) This transaction was executed in multiple trades at prices ranging from \$258.69 to \$259.58. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(4) This transaction was executed in multiple trades at prices ranging from \$259.70 to \$260.68. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(5) This transaction was executed in multiple trades at prices ranging from \$260.70 to \$261.69. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(6) This transaction was executed in multiple trades at prices ranging from \$261.71 to \$262.70. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(7) This transaction was executed in multiple trades at prices ranging from \$262.71 to \$263.70. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(8) This transaction was executed in multiple trades at prices ranging from \$263.71 to \$264.67. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(9) This transaction was executed in multiple trades at prices ranging from \$264.73 to \$265.68. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(10) This transaction was executed in multiple trades at prices ranging from \$265.89 to \$266.85. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(11) This transaction was executed in multiple trades at prices ranging from \$267.08 to \$267.38. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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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