

NETFLIX INC
Form 4
August 04, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
TCV VI L P

(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)
07/31/2008

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) ___X___ Other (specify below)
May be part of a 13(g) group

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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)
				(A) or (D)	Price		
Common Stock	07/31/2008		J ⁽¹⁾	V	22,463 \$ 0	D 280	I TCV II, V.O.F. <u>(2)</u> <u>(3)</u>
Common Stock	07/31/2008		J ⁽⁴⁾	A	3,763 \$ 0	3,763	I Technology Crossover Management II, L.L.C. <u>(3)</u> <u>(5)</u>
Common Stock	07/31/2008		J ⁽⁶⁾	D	691,586 \$ 0	8,611	I Technology Crossover Ventures II, L.P. <u>(3)</u> <u>(7)</u>

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Common Stock	07/31/2008	J ⁽⁸⁾	126,283	A	\$ 0	130,046	I	Technology Crossover Management II L.L.C. ⁽³⁾ <u>(5)</u>
Common Stock	07/31/2008	J ⁽⁹⁾	105,591	D	\$ 0	1,315	I	Technology Crossover Ventures II, C.V. ⁽³⁾ ⁽¹⁰⁾
Common Stock	07/31/2008	J ⁽¹¹⁾	17,716	A	\$ 0	147,762	I	Technology Crossover Management II, L.L.C. ⁽³⁾ <u>(5)</u>
Common Stock	07/31/2008	J ⁽¹²⁾	531,702	D	\$ 0	6,619	I	TCV II (Q), L.P. ⁽³⁾ ⁽¹³⁾
Common Stock	07/31/2008	J ⁽¹⁴⁾	89,630	A	\$ 0	237,392	I	Technology Crossover Management II, L.L.C. ⁽³⁾ <u>(5)</u>
Common Stock	07/31/2008	J ⁽¹⁵⁾	94,357	D	\$ 0	1,175	I	TCV II Strategic Partners, L.P. ⁽³⁾ ⁽¹⁶⁾
Common Stock	07/31/2008	J ⁽¹⁷⁾	965	A	\$ 0	238,357	I	Technology Crossover Management II, L.L.C. ⁽³⁾ <u>(5)</u>
Common Stock	07/31/2008	J ⁽¹⁸⁾	238,357	D	\$ 0	0	I	Technology Crossover Management II, L.L.C. ⁽³⁾ <u>(5)</u>
Common Stock						2,571,248	I	TCV VI, L.P. ⁽³⁾ ⁽¹⁹⁾
Common Stock						20,277	I	TCV Member Fund, L.P. ⁽³⁾ <u>(20)</u>

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Rep Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TCV VI L P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(g) group
TCV Member Fund, L.P. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(g) group
TECHNOLOGY CROSSOVER MANAGEMENT II LLC C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(g) group
TCVII V O F C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(g) group
TECHNOLOGY CROSSOVER VENTURES II LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(g) group
TECHNOLOGY CROSSOVER VENTURES II CV C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(g) group

TCV II Q LP
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

May be part of a 13(g)
group

TCV II STRATEGIC PARTNERS LP
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

May be part of a 13(g)
group

Signatures

Carla S. Newell Authorized signatory for TCV VI, L.P.	08/04/2008
__Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for TCV Member Fund, L.P.	08/04/2008
__Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for Technology Crossover Management II, L.L.C.	08/04/2008
__Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for TCV II, V.O.F.	08/04/2008
__Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for Technology Crossover Ventures II, L.P.	08/04/2008
__Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for Technology Crossover Ventures II, C.V.	08/04/2008
__Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for TCV II (Q), L.P.	08/04/2008
__Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for TCV II Strategic Partners, L.P.	08/04/2008
__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) In kind pro-rata distribution from TCV II, V.O.F. to its Partners, without consideration.
These shares are held directly by TCV II, V.O.F. Jay C. Hoag ("Hoag") and Richard H. Kimball ("Kimball") are managing members of Technology Crossover Management II, L.L.C. ("TCM II") which is the managing general partner of TCV II, V.O.F. Hoag, Kimball and TCM II may be deemed to beneficially own the shares held by TCV II, V.O.F. but Hoag, Kimball and TCM II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (2) This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by Hoag, Kimball, John L. Drew ("Drew"), Jon Q Reynolds, Jr. ("Reynolds"), William J. G. Griffith IV ("Griffith"), Robert W. Trudeau ("Trudeau"), Technology Crossover Management IV, L.L.C. ("TCM IV"), TCV IV, L.P., TCV IV Strategic Partners, L.P. and Technology Crossover Management VI, L.L.C. ("TCM VI") on August 4, 2008.
- (3) Acquisition by Technology Crossover Management II, L.L.C. ("TCM II") pursuant to an in kind pro-rata distribution by TCV II, V.O.F. to its partners, without consideration.
- (4) These shares were directly held by TCM II. Hoag and Kimball are managing members of TCM II which is the sole investment general partner of TCV II, V.O.F. and Technology Crossover Ventures II, C.V. ("TCV II, C.V.") and the sole general partner of Technology Crossover Ventures II, L.P. ("TCV II, L.P."), TCV II (Q), L.P. and TCV II Strategic Partners, L.P. ("TCV II, S.P.") The number of shares

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reported by TCM II does not include the shares indirectly held by TCV II, V.O.F., TCV II, C.V., TCV II, L.P., TCV II (Q), L.P. and TCV II, S.P. Hoag and Kimball may be deemed to own the shares held by TCM II but Hoag and Kimball disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

- (6) In kind pro-rata distribution from TCV II, L.P. to its partners, without consideration.

These shares are held directly by TCV II, L.P. Hoag and Kimball are managing members of TCM II which is the managing general partner of TCV II, L.P. Hoag, Kimball, and TCM II may be deemed to beneficially own the shares held by TCV II, L.P. but Hoag, Kimball and TCM II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

- (8) Acquisition by TCM II pursuant to an in kind pro-rata distribution by TCV II, L.P., to its partners without consideration.

- (9) In kind pro-rata distribution from TCV II, C.V. to its partners, without consideration.

These shares are held directly by TCV II, C.V. Hoag and Kimball are managing members of TCM II which is the managing general partner of TCV II, C.V. Hoag, Kimball and TCM II may be deemed to beneficially own the shares held by TCV II, C.V. but Hoag, Kimball and TCM II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

- (11) Acquisition by TCM II pursuant to an in kind pro-rata distribution by TCV II, C.V. to its partners, without consideration.

- (12) In kind pro-rata distribution from TCV II (Q), L.P. to its partners, without consideration.

These shares are held directly by TCV II (Q), L.P. Hoag and Kimball are managing members of TCM II which is the managing general partner of TCV II (Q), L.P. Hoag, Kimball, and TCM II may be deemed to beneficially own the shares held by TCV II (Q), L.P. but Hoag, Kimball and TCM II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

- (14) Acquisition by TCM II pursuant to an in kind pro-rata distribution by TCV II (Q), L.P. to its partners, without consideration.

- (15) In kind pro-rata distribution from TCV II, S.P. to its partners, without consideration.

These shares are held directly by TCV II, S.P. Hoag and Kimball are managing members of TCM II which is the managing general partner of TCV II, S.P. Hoag, Kimball and TCM II may be deemed to beneficially own the shares held by TCV II, S.P. but Hoag, Kimball and TCM II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

- (17) Acquisition by TCM II pursuant to an in kind pro-rata distribution by TCV II, S.P. to its partners, without consideration.

- (18) In kind pro-rata distribution from TCM II to its members, without consideration.

These shares are held directly by TCV VI, L.P. Each of Hoag, Kimball, Drew, Reynolds, Griffith and Robert W. Trudeau (collectively the "TCM Members") are Class A Members of Technology Crossover Management VI, L.L.C. ("TCM VI") which is the sole general partner of TCV VI, L.P. The TCM Members and TCM VI may be deemed to beneficially own the shares held by TCV VI, L.P. but the TCM Members and TCM VI disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

- (20) These shares are held directly by TCV Member Fund, L.P. Each of the TCM Members are Class A Members of TCM VI which is a general partner of TCV Member Fund, L.P. and limited partners of TCM VI. The TCM Members and TCM VI may be deemed to beneficially own the shares held by TCV Member Fund, L.P. but the TCM Members and TCM VI disclaim beneficial ownership of such shares except to the extent of their 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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