

NETFLIX INC
Form 4
August 04, 2008

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 *
TCV IV STRATEGIC PARTNERS LP

(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)
08/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 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)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	08/01/2008		S	D	280			\$ 29.31 (1)	0	I	TCV II, V.O.F. (3) (2)
Common Stock	08/01/2008		S	D	8,611			\$ 29.31 (1)	0	I	Technology Crossover Ventures II, L.P. (2) (4)
Common Stock	08/01/2008		S	D	1,315			\$ 29.31 (1)	0	I	Technology Crossover Ventures II, C.V. (2) (5)

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Common Stock	08/01/2008	S	6,619	D	\$ 29.31 (1)	0	I	TCV II (Q), L.P. (2) (6)
Common Stock	08/01/2008	S	1,175	D	\$ 29.31 (1)	0	I	TCV II Strategic Partners, L.P. (2) (7)
Common Stock						324,333	I	TCV IV Strategic Partners, L.P. (2) (8)
Common Stock						20,277	I	TCV Member Fund, L.P. (2) (9)

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)

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 Beneficially (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TCV IV STRATEGIC PARTNERS LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET		X		May be part of a 13(g) group

PALO ALTO, CA 94301 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 IV Strategic Partners, L.P. __Signature of Reporting Person	08/04/2008 Date
Carla S. Newell Authorized signatory for TCV Member Fund, L.P. __Signature of Reporting Person	08/04/2008 Date
Carla S. Newell Authorized signatory for Technology Crossover Management II, L.L.C. __Signature of Reporting Person	08/04/2008 Date
Carla S. Newell Authorized signatory for TCV II, V.O.F. __Signature of Reporting Person	08/04/2008 Date
Carla S. Newell Authorized signatory for Technology Crossover Ventures II, L.P. __Signature of Reporting Person	08/04/2008 Date
Carla S. Newell Authorized signatory for Technology Crossover Ventures II, C.V.	08/04/2008

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__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) This transaction was executed in multiple trades at prices ranging from \$29.00 to \$30.58. The price reported 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.

This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by Jay C. Hoag ("Hoag"), Richard H. Kimball ("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 VI, L.P. and Technology Crossover Management VI, L.L.C. ("TCM VI") on August 4, 2008.
 - (3) These shares are held directly by TCV II, V.O.F. Hoag and 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.
 - (4) These shares are held directly by Technology Crossover Ventures II, L.P. ("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.
 - (5) These shares are held directly by Technology Crossover Ventures II, C.V. ("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.
 - (6) 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.
 - (7) These shares are held directly by TCV II Strategic Partners, L.P. ("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.
 - (8) These shares are held directly by TCV IV Strategic Partners, L.P. ("TCV IV, S.P."). Hoag and Kimball are managing members of Technology Crossover Management IV, L.L.C. ("TCM IV") which is the sole general partner of TCV IV, S.P. Hoag, Kimball and TCM IV may be deemed to beneficially own the shares held by TCV IV, S.P. but Hoag, Kimball and TCM IV disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
 - (9) These shares are held directly by TCV Member Fund, L.P. Each of Hoag, Kimball, Drew, Reynolds, Griffith and Trudeau (collectively the "TCM Members") are Class A Members of TCM VI which is a general partner of TCV Member Fund, L.P. 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. 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.