

NETFLIX INC

Form 4/A

November 22, 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
Number: 3235-0287
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2005
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(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)
06/29/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
06/30/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☒ Other (specify
below)
May be part of 13(g) group

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	(A) or (D)	Price			
Common Stock <u>(1)</u> <u>(2)</u>	06/29/2006		X		24,060	A	\$ 1.5	24,060	I	TCV II, V.O.F. <u>(9)</u>
Common Stock <u>(1)</u> <u>(2)</u>	06/29/2006		F		1,317	D	<u>(10)</u>	22,743	I	TCV II, V.O.F. <u>(9)</u>
Common Stock <u>(1)</u> <u>(3)</u>	06/29/2006		X		740,733	A	\$ 1.5	740,733	I	Technology Crossover Ventures II, L.P. ⁽¹¹⁾

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Common Stock <u>(1)</u> <u>(3)</u>	06/29/2006	F	40,536	D	<u>(10)</u>	700,197	I	Technology Crossover Ventures II, L.P. <u>(11)</u>
Common Stock <u>(1)</u> <u>(4)</u>	06/29/2006	X	113,095	A	\$ 1.5	113,095	I	Technology Crossover Ventures II, C.V. <u>(12)</u>
Common Stock <u>(1)</u> <u>(4)</u>	06/29/2006	F	6,189	D	<u>(10)</u>	106,906	I	Technology Crossover Ventures II, C.V. <u>(12)</u>
Common Stock <u>(1)</u> <u>(5)</u>	06/29/2006	X	569,485	A	\$ 1.5	569,485	I	TCV II (Q), L.P. <u>(13)</u>
Common Stock <u>(1)</u> <u>(5)</u>	06/29/2006	F	31,164	D	<u>(10)</u>	538,321	I	TCV II (Q), L.P. <u>(13)</u>
Common Stock <u>(1)</u> <u>(6)</u>	06/29/2006	X	101,063	A	\$ 1.5	101,063	I	TCV II Strategic Partners, L.P. <u>(14)</u>
Common Stock <u>(1)</u> <u>(6)</u>	06/29/2006	F	5,531	D	<u>(10)</u>	95,532	I	TCV II Strategic Partners, L.P. <u>(14)</u>
Common Stock <u>(1)</u> <u>(7)</u>	06/29/2006	X	6,942,574	A	\$ 1.5	9,318,184	I	TCV IV, L.P. <u>(15)</u>
Common Stock <u>(1)</u> <u>(7)</u>	06/29/2006	F	379,919	D	<u>(10)</u>	8,938,265	I	TCV IV, L.P. <u>(15)</u>
Common Stock <u>(1)</u> <u>(8)</u>	06/29/2006	X	258,878	A	\$ 1.5	347,464	I	TCV IV Strategic Partners, L.P. <u>(16)</u>
Common Stock <u>(1)</u> <u>(8)</u>	06/29/2006	F	14,167	D	<u>(10)</u>	333,297	I	TCV IV Strategic Partners, L.P. <u>(16)</u>

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

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SEC 1474
(9-02)

number.

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 Beneficially Owned Following Reported Transaction (Instr. 10)
				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
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X		May be part of 13(g) group
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(g) group
TECHNOLOGY CROSSOVER MANAGEMENT IV LLC C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(g) group
TCV IV LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(g) group
TCV IV STRATEGIC PARTNERS LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(g) group

Date _____

Date _____

Date _____

Date _____

Date _____

Explanation of Responses:

(13)

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These shares are held directly by TCV II (Q), L.P. Hoag and Kimball are managing members of TCM II which is the sole 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) 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 sole 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.

- (15) These shares are held directly by TCV IV, L.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, L.P. Hoag, Kimball, and TCM IV may be deemed to beneficially own the shares held by TCV IV, L.P. but Hoag, Kimball and TCM IV disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

- (16) These shares are held directly by TCV IV Strategic Partners, L.P. ("TCV IV, S.P."). Hoag and Kimball are managing members of 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.

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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