

FOUNDATION CAPITAL II LP  
Form SC 13D/A  
February 14, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

(Amendment No. 1) \*

Netflix, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

64110L106

-----  
(CUSIP Number)

Theodore R. Meyer  
70 Willow Road, Suite 200  
Menlo Park, CA 94024  
650/614-0500

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 64110L106

SCHEDULE 13D

Page 2 of 14 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Foundation Capital II, L.P.  
94-3294074

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States of America

7 SOLE VOTING POWER

932,392 shares

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER

0 shares

9 SOLE DISPOSITIVE POWER

932,397 shares

10 SHARED DISPOSITIVE POWER

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

932,397 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.4%

14 TYPE OF REPORTING PERSON\*

PN

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Foundation Capital II Entrepreneurs Fund, L.L.C.  
94-3301748

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States of America

7 SOLE VOTING POWER

109,692 shares

NUMBER OF  
SHARES

8 SHARED VOTING POWER

BENEFICIALLY

0 shares

OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

9 SOLE DISPOSITIVE POWER

109,692 shares

10 SHARED DISPOSITIVE POWER

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

109,692 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.4%

14 TYPE OF REPORTING PERSON\*

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PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Foundation Capital II Principals Fund, L.L.C.  
94-3296579

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States of America

7 SOLE VOTING POWER

54,844 shares

NUMBER OF  
SHARES

8 SHARED VOTING POWER

BENEFICIALLY  
OWNED BY

0 shares

EACH  
REPORTING

9 SOLE DISPOSITIVE POWER

PERSON  
WITH

54,844 shares

10 SHARED DISPOSITIVE POWER

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

54,844 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)



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-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.0%

-----  
14 TYPE OF REPORTING PERSON\*  
PN  
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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Foundation Capital Leadership Fund, L.P.  
94-3370925  
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)   
(b)

3 SEC USE ONLY

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4 SOURCE OF FUNDS\*  
WC  
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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e)

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware, United States of America  
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	7	SOLE VOTING POWER	
			1,694,821 shares
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
			0 shares
	9	SOLE DISPOSITIVE POWER	
			1,694,821 shares
	10	SHARED DISPOSITIVE POWER	
			0 shares

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,694,821 shares  
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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.1%

14 TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Foundation Capital Leadership Principals Fund, L.L.C.  
94-3377483

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware, United States of America

7 SOLE VOTING POWER  
45,200 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER  
0 shares

9 SOLE DISPOSITIVE POWER  
45,200 shares

10 SHARED DISPOSITIVE POWER  
0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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45,200 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.2%

14 TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
FC Leadership Management Co., L.L.C.  
91-2076858

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware, United States of America

	7	SOLE VOTING POWER	1,740,021 shares
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	0 shares
	9	SOLE DISPOSITIVE POWER	1,740,021 shares
	10	SHARED DISPOSITIVE POWER	



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0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,740,021 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.3%

14 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1 Security and Issuer

(a) Name of the Issuer: Netflix, Inc. (the "Issuer")

(b) Title of Security: Common Stock, par value \$0.001 per share (the "Common Stock")

(c) The Issuer's principal executive office: 970 University Avenue  
Los Gatos, CA 95032

Item 2 Identity and Background

(a) Name:

Foundation Capital II, L.P. ("FC2")  
Foundation Capital II Entrepreneurs Fund, L.L.C. ("FC2E")  
Foundation Capital II Principals Fund, L.L.C. ("FC2P")  
Foundation Capital Management Co. II, L.L.C. ("FC2M")  
Foundation Capital Leadership Fund, L.P. ("FCL")  
Foundation Capital Leadership Principals Fund, L.L.C. ("FCLP")  
FC Leadership Management Co., L.L.C. ("FCLM")

(b) Residence or business address:

c/o Foundation Capital  
70 Willow Road, Suite 200  
Menlo Park, CA 94025

(c) Principal Business/Principal Occupation:

The principal business of FC2, FC2E and FC2P is acting as venture capital investment vehicles. FC2M serves as the sole general partner of FC2 and the sole manager of FC2E and FC2P. The principal business of FCL and FCLP is acting as venture capital investment vehicles. FCLM serves as the sole general partner of FCL and the sole manager of FCLP.

(d) Convictions in criminal proceedings in the last 5 years:

None.

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(e) Judgments for violations of Securities Laws in the last 5 years:

None.

(f) Citizenship:

Entities:	FC2	-	Delaware
	FC2E	-	Delaware
	FC2P	-	Delaware
	FC2M	-	Delaware
	FCL	-	Delaware
	FCLP	-	Delaware
	FCLM	-	Delaware

Item 3 Source and Amount of Funds or Other Consideration

Not applicable.

Item 4 Purpose of Transaction

FC2, FC2E, FC2P, FC2M, FCL, FCLP and FCLM acquired the Common Stock for investment purposes.

Subject to applicable legal requirements, Reporting Persons may purchase additional Common Stock from time to time in open market or in private transactions, depending on their evaluation of Issuer's business, prospects and financial condition, the market for the Common Stock, other developments concerning Issuer, the reaction of Issuer to Reporting Person's ownership of Common Stock, other opportunities available to Reporting Persons, and general economic, money market and stock market conditions. In addition, depending upon the factors referred to above, Reporting Persons may dispose of all or a portion of their Common Stock at any time.

Other than as described in this Item 4, Reporting Persons do not have any plan or proposal relating to, or that would result in, any event described in (a)-(j) of this Item 4.

Item 5 Interest in Securities of the Issuer

The following information with respect to the ownership of the Common Stock of the Issuer by the persons filing this Statement is provided as of December 31, 2002:

Ownership/Power	FC2	FC2E	FC2P	FC2M	FCL	FCLP	FCLM
Beneficial Ownership	932,397	109,692	54,844	1,096,933	1,694,821	45,844	45,844
Percentage of Class	3.4	0.4	0.2	4.0	6.1	0.1	0.1
Sole Voting Power	932,397	109,692	54,844	1,096,933	1,694,821	45,844	45,844
Shared Voting Power	0	0	0	0	0	0	0
Sole Dispositive Power	932,397	109,692	54,844	1,096,933	1,694,821	45,844	45,844
Shared Dispositive Power	0	0	0	0	0	0	0

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Item 6 Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Not applicable.

Item 7 Material to be filed as Exhibits

Exhibit A: Joint Filing Statement

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2003

FOUNDATION CAPITAL MANAGEMENT CO. II, L.L.C.

By: /s/ William B. Elmore

-----  
Member

FOUNDATION CAPITAL II, L.P.

By: Foundation Capital Management Co. II, L.L.C.  
its General Partner

By: /s/ William B. Elmore

-----  
Member

FOUNDATION CAPITAL II ENTREPRENEURS FUND, L.L.C.

By: Foundation Capital Management Co. II, L.L.C.  
its Manager

By: /s/ William B. Elmore

-----  
Member

FOUNDATION CAPITAL II PRINCIPALS, L.L.C.

By: Foundation Capital Management Co. II, L.L.C.  
its Manager

By: /s/ William B. Elmore

-----  
Member

FC LEADERSHIP MANAGEMENT CO., L.L.C.

By: /s/ William B. Elmore

-----  
Member

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FOUNDATION CAPITAL LEADERSHIP FUND, L.P.

By: FC Leadership Management Co., L.L.C.  
its General Partner

By: /s/ William B. Elmore

-----  
Member

FOUNDATION CAPITAL LEADERSHIP PRINCIPALS FUND, L.L.C.

By: FC Leadership Management Co., L.L.C.  
its Manager

By: /s/ William B. Elmore

-----  
Member

EXHIBIT A

We, the undersigned, hereby express our agreement that the attached Schedule 13D (or any amendments thereto) relating to the Common Stock of Netflix, Inc. is filed on behalf of each of us.

Dated: February 13, 2003

FOUNDATION CAPITAL MANAGEMENT CO. II, L.L.C.

By: /s/ William B. Elmore

-----  
Member

FOUNDATION CAPITAL II, L.P.

By: Foundation Capital Management Co. II, L.L.C.  
its General Partner

By: /s/ William B. Elmore

-----  
Member

FOUNDATION CAPITAL II ENTREPRENEURS FUND, L.L.C.

By: Foundation Capital Management Co. II, L.L.C.  
its Manager

By: /s/ William B. Elmore

-----  
Member

FOUNDATION CAPITAL II PRINCIPALS FUND, L.L.C.

By: Foundation Capital Management Co. II, L.L.C.  
its Manager

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By: /s/ William B. Elmore

-----  
Member

FC LEADERSHIP MANAGEMENT CO., L.L.C.

By: /s/ William B. Elmore

-----  
Member

FOUNDATION CAPITAL LEADERSHIP FUND, L.P.

By: FC Leadership Management Co., L.L.C.  
its General Partner

By: /s/ William B. Elmore

-----  
Member

FOUNDATION CAPITAL LEADERSHIP PRINCIPALS FUND, L.L.C.

By: FC Leadership Management Co., L.L.C.  
its Manager

By: /s/ William B. Elmore

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Member