

DREW JOHN  
Form 4  
November 09, 2009

**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 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)  
11/05/2009

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(d) 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 |   | 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                    | 06/05/2009                           |  | G                   | V | 301   | D          | \$ 0  | 12,745   | I   | The Griffith Family 2004 Trust<br><u>(1)</u> <u>(2)</u> |
| Common Stock                    | 06/15/2009                           |  | G                   | V | 67  | D          | \$ 0  | 12,678   | I   | The Griffith Family 2004 Trust<br><u>(1)</u> <u>(2)</u> |
|                                 | 08/02/2009                           |  | G                   | V | 60  | D          | \$ 0  | 12,618   | I   |   |

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|              |            |                         |        |   |            |           |   |   |
|--------------|------------|-------------------------|--------|---|------------|-----------|---|---|
| Common Stock |            |                         |        |   |            |           |   | The Griffith Family 2004 Trust <u>(1)</u> <u>(2)</u>        |
| Common Stock | 11/05/2009 | <u>J</u> <sup>(3)</sup> | 18,309 | A | \$ 0       | 18,309    | I | The Drew Family Trust dated 10/5/2004 <u>(1)</u> <u>(4)</u> |
| Common Stock | 11/05/2009 | <u>J</u> <sup>(5)</sup> | 27,111 | A | \$ 0       | 27,111    | I | The Reynolds Family Trust <u>(1)</u> <u>(6)</u>             |
| Common Stock | 11/05/2009 | <u>J</u> <sup>(7)</sup> | 10,539 | A | \$ 0       | 23,157    | I | The Griffith Family 2004 Trust <u>(1)</u> <u>(2)</u>        |
| Common Stock | 11/06/2009 | S                       | 18,309 | D | \$ 54.939  | 0         | I | The Drew Family Trust dated 10/5/2004 <u>(1)</u> <u>(4)</u> |
| Common Stock | 11/06/2009 | S                       | 3,500  | D | \$ 56      | 19,657    | I | The Griffith Family 2004 Trust <u>(1)</u> <u>(2)</u>        |
| Common Stock | 11/09/2009 | S                       | 17,111 | D | \$ 56.9118 | 10,000    | I | The Reynolds Family Trust <u>(1)</u> <u>(6)</u>             |
| Common Stock | 11/09/2009 | S                       | 1,500  | D | \$ 57      | 18,157    | I | The Griffith Family 2004 Trust <u>(1)</u> <u>(2)</u>        |
| Common Stock |            |                         |        |   |            | 1,926,334 | I | TCV VI, L.P. <u>(1)</u> <u>(8)</u>                          |
| Common Stock |            |                         |        |   |            | 15,191    | I | TCV Member Fund, L.P. <u>(1)</u> <u>(9)</u>                 |

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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 Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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 VI L P<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301                                 |               |           |         | May be part of a 13(d) group |
| TCV Member Fund, L.P.<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301                      |               |           |         | May be part of a 13(d) group |
| Technology Crossover Management VI, L.L.C.<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301 |               |           |         | May be part of a 13(d) group |
| DREW JOHN<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301                                  |               |           |         | May be part of a 13(d) group |
| REYNOLDS JON Q JR<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET   |               |           |         | May be part of a 13(d) group |

PALO ALTO, CA 94301

GRIFFITH WILLIAM  
C/O TECHNOLOGY CROSSOVER VENTURES  
528 RAMONA STREET  
PALO ALTO, CA 94301

May be part of a 13(d)  
group

## Signatures

|   |            |
|---|------------|
| Carla S. Newell Authorized signatory for TCV VI, L.P.                               | 11/09/2009 |
| __Signature of Reporting Person   | Date       |
| Carla S. Newell Authorized signatory for TCV Member Fund, L.P.                      | 11/09/2009 |
| __Signature of Reporting Person   | Date       |
| Carla S. Newell Authorized signatory for Technology Crossover Management VI, L.L.C. | 11/09/2009 |
| __Signature of Reporting Person   | Date       |
| Carla S. Newell Authorized signatory for John L. Drew                               | 11/09/2009 |
| __Signature of Reporting Person   | Date       |
| Carla S. Newell Authorized signatory for Jon Q. Reynolds, Jr.                       | 11/09/2009 |
| __Signature of Reporting Person   | Date       |
| Carla S. Newell Authorized signatory for William J. G. Griffith IV                  | 11/09/2009 |
| __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 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"), TCV IV, L.P., TCV IV Strategic Partners, L.P. and Technology Crossover Management IV, L.L.C. ("TCM IV") on November 9, 2009.
  - (2) William J.G. Griffith IV ("Griffith") is a trustee of The Griffith Family 2004 Trust. Griffith disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
  - (3) Acquisition by The Drew Family Trust dated 10/5/2004 pursuant to an in kind pro-rata distribution by TCM IV to its members, without consideration.
  - (4) John L. Drew ("Drew") is a trustee of The Drew Family Trust dated 10/5/2004. Drew disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
  - (5) Acquisition by The Reynolds Family Trust pursuant to an in kind pro-rata distribution by TCM IV to members, without consideration.
  - (6) Jon Q. Reynolds, Jr. ("Reynolds") is a trustee of The Reynolds Family Trust. Reynolds disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
  - (7) Acquisition by The Griffith Family 2004 Trust pursuant to an in kind pro-rata distribution by TCM IV to its members, without consideration.
  - (8) 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

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Members and TCM VI 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. ("TCV MF"). Each of the TCM Members are Class A Members of TCM VI, which is a general partner of TCV MF, and limited partners of TCV MF. The TCM Members and TCM VI may be deemed to beneficially own the shares held by TCV MF 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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