

DREW JOHN
Form 4
April 30, 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)
04/28/2009

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(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		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)			
Common Stock	03/23/2009		G	V	67	D \$ 0	4,237	I	The Griffith Family 2004 Trust <u>(1)</u> <u>(2)</u>
Common Stock	04/28/2009		J ⁽³⁾		27,463	A \$ 0	27,463	I	The Drew Family Trust dated 10/5/2004 <u>(1)</u> <u>(4)</u>

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Common Stock	04/28/2009		J ⁽⁵⁾	40,667	A	\$ 0	40,667	I	The Reynolds Family Trust ⁽¹⁾ ⁽⁶⁾
Common Stock	04/28/2009		J ⁽⁷⁾	15,809	A	\$ 0	20,046	I	The Griffith Family 2004 Trust ⁽¹⁾ ⁽²⁾
Common Stock	04/29/2009		S	27,463	D	\$ 45.55	0	I	The Drew Family Trust dated 10/5/2004 ⁽¹⁾ ⁽⁴⁾
Common Stock	04/30/2009		S	40,667	D	\$ 45.7232	0	I	The Reynolds Family Trust ⁽¹⁾ ⁽⁶⁾
Common Stock	04/30/2009		S	4,000	D	\$ 46.566	16,046	I	The Griffith Family 2004 Trust ⁽¹⁾ ⁽²⁾
Common Stock							1,926,334	I	TCV VI, L.P. ⁽¹⁾ ⁽⁸⁾
Common Stock							15,191	I	TCV Member Fund, L.P. ⁽¹⁾ ⁽⁹⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	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)
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(Instr. 3,
4, and 5)

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 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 VI, L.L.C. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(g) group
DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(g) group
REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(g) group
GRIFFITH WILLIAM C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(g) group
Trudeau Robert 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.

04/30/2009

**Signature of Reporting Person

Date

Carla S. Newell Authorized signatory for TCV Member Fund, L.P.

**Signature of Reporting Person Carla S. Newell Authorized signatory for Technology Crossover Management VI, L.L.C.	04/30/2009 Date 04/30/2009
**Signature of Reporting Person Carla S. Newell Authorized signatory for John L. Drew	Date 04/30/2009
**Signature of Reporting Person Carla S. Newell Authorized signatory for Jon Q. Reynolds, Jr.	Date 04/30/2009
**Signature of Reporting Person Carla S. Newell Authorized signatory for William J. G. Griffith IV	Date 04/30/2009
**Signature of Reporting Person Carla S. Newell Authorized signatory for Robert W. Trudeau	Date 04/30/2009

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).
- 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 April 30, 2009.
- (1) 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.
 - (2) 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.
 - (3) 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.
 - (4) Acquisition by The Reynolds Family Trust pursuant to an in kind pro-rata distribution by TCM IV to its members, without consideration.
 - (5) 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.
 - (6) Acquisition by The Griffith Family 2004 Trust pursuant to an in kind pro-rata distribution by TCM IV to its members, without consideration.
 - (7) 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.
 - (8) 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.
 - (9)

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.