

GRIFFITH WILLIAM  
Form 4  
August 12, 2010

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
GRIFFITH WILLIAM

(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)  
08/10/2010

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(d) group

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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		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	(D)			
Common Stock	05/27/2010		G	V	20	D \$ 0	18,047	I	The Griffith Family 2004 Trust <sup>(1)</sup>
Common Stock	05/27/2010		G	V	24	D \$ 0	18,023	I	The Griffith Family 2004 Trust <sup>(1)</sup>
	05/27/2010		G	V	95	D \$ 0	17,928	I	

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Common Stock									The Griffith Family 2004 Trust <sup>(1)</sup>
Common Stock	05/28/2010	G	V	24	D	\$ 0	17,904	I	The Griffith Family 2004 Trust <sup>(1)</sup>
Common Stock	06/01/2010	G	V	48	D	\$ 0	17,856	I	The Griffith Family 2004 Trust <sup>(1)</sup>
Common Stock	08/10/2010	S		1,500	D	\$ 123.75	16,356	I	The Griffith Family 2004 Trust <sup>(1)</sup>
Common Stock	08/10/2010	S		1,000	D	\$ 124	15,356	I	The Griffith Family 2004 Trust <sup>(1)</sup>
Common Stock	08/10/2010	S		1,000	D	\$ 125.75	14,356	I	The Griffith Family 2004 Trust <sup>(1)</sup>
Common Stock							1,444,750	I	TCV VI, L.P. <sup>(2)</sup>
Common Stock							11,394	I	TCV Member Fund, L.P. <sup>(3)</sup>
Common Stock							3,566,859	I	TCV IV, L.P. <sup>(4)</sup>
Common Stock							133,006	I	TCV IV Strategic Partners, L.P. <sup>(5)</sup>

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**

SEC 1474  
(9-02)

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**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. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRIFFITH WILLIAM C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group

## Signatures

Frederic D. Fenton Authorized signatory for William J. G. Griffith IV 08/12/2010

\*\*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) 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.  

These shares are held directly by TCV VI, L.P. Each of Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., Griffith and Robert W. Trudeau (collectively the "TCM Members") are Class A Members of Technology Crossover Management VI, L.L.C.
- (2) ("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.  

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 TCM 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.
- (3)

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- These shares are held directly by TCV IV, L.P. Griffith is a member of Technology Crossover Management IV, L.L.C. ("TCM IV")
- (4) which is the sole general partner of TCV IV, L.P. Griffith may be deemed to beneficially own the shares held by TCV IV, L.P. but Griffith disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- These shares are held directly by TCV IV Strategic Partners, L.P. ("TCV IV S.P."). Griffith is a member of TCM IV which is the sole
- (5) general partner of TCV IV S.P. Griffith may be deemed to beneficially own the shares held by TCV IV S.P. but Griffith disclaims beneficial ownership of such shares except to the extent of his 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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