TCV IV STRATEGIC PARTNERS LP
Form 4
November 09, 2009

FORM 4

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

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

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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).

(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)
11/05/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
__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 (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	05/28/2009		G	V	1,750	D	$ 0	41,569	I	The Kimball Family Trust Uta Dtd 2/23/94 (1) (2)
Common Stock	06/03/2009		G	V	950	D	$ 0	40,619	I	The Kimball Family Trust Uta Dtd 2/23/94 (1) (2)
Common Stock	06/08/2009		G	V	1,200	D	$ 0	39,419	I	The Kimball Family Trust Uta Dtd

									2/23/94 (1) (2)
Common Stock	07/02/2009		G	V	2,095	D	$ 0	37,324	I	The Kimball Family Trust Uta Dtd 2/23/94 (1) (2)
Common Stock	11/05/2009		J(3)		964,052	D	$ 0	5,323,672	I	TCV IV, L.P. (1) (4)
Common Stock	11/05/2009		J(5)		248,236	A	$ 0	248,236	I	Technology Crossover Management IV, L.L.C. (1) (6)
Common Stock	11/05/2009		J(7)		35,948	D	$ 0	198,515	I	TCV IV Strategic Partners, L.P. (1) (8)
Common Stock	11/05/2009		J(9)		62	A	$ 0	248,298	I	Technology Crossover Management IV, L.L.C. (1) (6)
Common Stock	11/05/2009		J(10)		3,710	A	$ 0	3,710	I	The Hoag Family Trust U/A Dtd 8/2/94 (1) (11)
Common Stock	11/05/2009		J(12)		4,106	A	$ 0	41,430	I	The Kimball Family Trust Uta Dtd 2/23/94 (1) (2)
Common Stock	11/05/2009		J(13)		248,298	D	$ 0	0	I	Technology Crossover Management IV, L.L.C. (1) (6)
Common Stock	11/05/2009		J(14)		65,427	A	$ 0	69,137	I	The Hoag Family Trust U/A Dtd 8/2/94 (1) (11)
Common Stock	11/05/2009		J(15)		14,349	A	$ 0	14,349	I	Hamilton Investments Limited Partnership (1) (16)
Common Stock	11/05/2009		J(17)		47,989	A	$ 0	89,419	I	The Kimball Family Trust

								Uta Dtd 2/23/94 (1) (2)
Common Stock	11/06/2009	S	69,137	D	$ 55.3276	0	I	The Hoag Family Trust U/D Dtd 8/2/94 (1) (11)
Common Stock	11/06/2009	S	14,349	D	$ 55.3276	0	I	Hamilton Investments Limited Partnership (1) (16)
Common Stock	11/06/2009	M	1,754	A	$ 22.81	1,754	I	Jay C. Hoag (1) (18)
Common Stock	11/06/2009	M	1,761	A	$ 22.73	3,515	I	Jay C. Hoag (1) (18)
Common Stock	11/06/2009	M	1,805	A	$ 22.15	5,320	I	Jay C. Hoag (1) (18)
Common Stock	11/06/2009	S	5,320	D	$ 55.3405 (19)	0	I	Jay C. Hoag (1) (18)
Common Stock	11/09/2009	S	79,419	D	$ 55.6431	10,000	I	The Kimball Family Trust Dtd 2/23/94 (1) (2)

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.

SEC 1474 (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 Amoun Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar

Non-Qualified Stock Option (right to buy)	$ 22.81	11/06/2009	M	1,754	10/02/2006	10/02/2016	Common Stock	1,7
Non-Qualified Stock Option (right to buy)	$ 22.73	11/06/2009	M	1,761	02/01/2007	02/01/2017	Common Stock	1,7
Non-Qualified Stock Option (right to buy)	$ 22.15	11/06/2009	M	1,805	05/01/2007	05/01/2017	Common Stock	1,8

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 a 13(d) group
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
TECHNOLOGY CROSSOVER MANAGEMENT IV LLC C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
TCV IV LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
TCV IV STRATEGIC PARTNERS LP 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 Jay C. Hoag — 11/09/2009

**Signature of Reporting Person — Date

Carla S. Newell Authorized signatory for Richard H. Kimball — 11/09/2009

**Signature of Reporting Person — Date

Carla S. Newell Authorized signatory for Technology Crossover Management IV,

L.L.C. 11/09/2009

**Signature of Reporting Person Date

Carla S. Newell Authorized signatory for TCV IV, L.P. 11/09/2009

**Signature of Reporting Person Date

Carla S. Newell Authorized signatory for TCV IV Strategic Partners, L.P. 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 TCV VI, L.P., TCV Member Fund, L.P., Technology Crossover Management VI, L.L.C., John L. Drew, Jon Q. Reynolds, Jr. and William J.G. Griffith IV on November 9, 2009.

(2) Richard H. Kimball ("Kimball") is a trustee of The Kimball Family Trust Uta Dtd 2/23/94. Kimball disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(3) In kind pro-rata distribution from TCV IV, L.P. to its partners, without consideration.

(4) These shares are held directly by TCV IV, L.P. Jay C. Hoag ("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.

(5) Acquisition by TCM IV pursuant to an in kind pro-rata distribution by TCV IV, L.P. to its partners, without consideration.

(6) These shares are directly held by TCM IV. Hoag and Kimball are managing members of TCM IV which is the general partner of TCV IV, L.P. and TCV IV Strategic Partners, L.P. ("TCV IV S.P."). The number of shares reported by TCM IV does not include the shares indirectly held by TCV IV, L.P. and TCV IV S.P. Hoag and Kimball may be deemed to own the shares held by TCM IV but Hoag and Kimball disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(7) In kind pro-rata distribution from TCV IV S.P. to its partners, without consideration.

(8) These shares are held directly by TCV IV S.P. Hoag and Kimball are limited partners and 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.

(9) Acquisition by TCM IV pursuant to an in kind pro-rata distribution by TCV IV S.P. to its partners, without consideration.

(10) Acquisition by The Hoag Family Trust U/A Dtd 8/2/94 pursuant to an in kind pro-rata distribution by TCV IV S.P. to its partners, without consideration.

(11) Hoag is a trustee of The Hoag Family Trust U/A Dtd 8/2/94. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(12) Acquisition by The Kimball Family Trust Uta Dtd 2/23/94 pursuant to an in kind pro-rata distribution by TCV IV S.P. to its partners, without consideration.

(13) In kind pro-rata distribution from TCM IV to its members, without consideration.

(14) Acquisition by The Hoag Family Trust U/A Dtd 8/2/94 pursuant to an in kind pro-rata distribution by TCM IV to its members, without consideration.

(15) Acquisition by Hamilton Investments Limited Partnership pursuant to an in kind pro-rata distribution by TCM IV to its members, without consideration.

(16) Hoag is the sole general partner and a limited partner of Hamilton Investments Limited Partnership. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(17) Acquisition by The Kimball Family Trust Uta Dtd 2/23/94 pursuant to an in kind pro-rata distribution by TCM IV to its members, without consideration.

(18) Hoag has the sole voting and dispositive power over these shares; however, TCMI, Inc. has a right to 100% of the pecuniary interest in such shares. Hoag is a stockholder and director of TCMI, Inc. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. Does not include shares held by The Hoag Family Trust U/A Dtd 8/2/94 and Hamilton Investments Limited Partnership.

(19) This transaction was executed in multiple trades at prices ranging from $55.34 to $55.3432. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon written request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was affected.

(20) Not applicable.

(21) Hoag has the sole voting and dispositive power over the options he holds directly; however, TCMI, Inc. has a right to 100% of the pecuniary interest in such options. Hoag is a stockholder and director of TCMI, Inc. Hoag disclaims beneficial ownership of such options or the shares he receives upon exercise of such options 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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