

GRIFFITH WILLIAM
Form 4
August 12, 2010

FORM 4

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

OMB APPROVAL

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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 or Disposed of (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 | 05/27/2010 | | G | V | 20 | D \$ 0 | 18,047 | I | The Griffith Family 2004 Trust ⁽¹⁾ |
| Common Stock | 05/27/2010 | | G | V | 24 | D \$ 0 | 18,023 | I | The Griffith Family 2004 Trust ⁽¹⁾ |
| | 05/27/2010 | | G | V | 95 | D \$ 0 | 17,928 | I | |

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

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

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(9-02)

required to respond unless the form displays a currently valid OMB control number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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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