

NETFLIX INC  
Form SC 13D/A  
August 14, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 8)\*  
NETFLIX, INC.**

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

64110L106

(CUSIP Number)

Carla S. Newell

c/o Technology Crossover Ventures

528 Ramona Street

Palo Alto, California 94301

(650) 614-8200

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

July 31, 2008

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**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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**1** NAMES OF REPORTING PERSONS:  
TECHNOLOGY CROSSOVER VENTURES II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):  
AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:  
DELAWARE

**7** SOLE VOTING POWER:  
NUMBER OF -0- SHARES OF COMMON STOCK

**8** SHARES BENEFICIALLY OWNED BY  
SHARED VOTING POWER:  
-0- SHARES OF COMMON STOCK

**9** EACH REPORTING PERSON  
SOLE DISPOSITIVE POWER:  
-0- SHARES OF COMMON STOCK

**10** WITH  
SHARED DISPOSITIVE POWER:

-0- SHARES OF COMMON STOCK

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

-0- SHARES OF COMMON STOCK

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

**13**

0%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

PN

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**1** NAMES OF REPORTING PERSONS:  
TCV II (Q), L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):  
AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:  
DELAWARE

**7** SOLE VOTING POWER:

NUMBER OF -0- SHARES OF COMMON STOCK

SHARES SHARED VOTING POWER:  
BENEFICIALLY **8** -0- SHARES OF COMMON STOCK  
OWNED BY

EACH SOLE DISPOSITIVE POWER:  
REPORTING **9** -0- SHARES OF COMMON STOCK  
PERSON

WITH SHARED DISPOSITIVE POWER:  
**10**

-0- SHARES OF COMMON STOCK

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

-0- SHARES OF COMMON STOCK

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13

0%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14

PN

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**1** NAMES OF REPORTING PERSONS:  
TCV II, V.O.F.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):  
AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:  
NETHERLANDS ANTILLES

**7** SOLE VOTING POWER:

NUMBER OF -0- SHARES OF COMMON STOCK

SHARES SHARED VOTING POWER:  
BENEFICIALLY **8** -0- SHARES OF COMMON STOCK  
OWNED BY

EACH SOLE DISPOSITIVE POWER:  
REPORTING **9** -0- SHARES OF COMMON STOCK  
PERSON

WITH SHARED DISPOSITIVE POWER:  
**10**

-0- SHARES OF COMMON STOCK

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

-0- SHARES OF COMMON STOCK

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13

0%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14

PN

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**1** NAMES OF REPORTING PERSONS:  
TCV II STRATEGIC PARTNERS, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):  
AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:  
DELAWARE

**7** SOLE VOTING POWER:

NUMBER OF -0- SHARES OF COMMON STOCK

SHARES SHARED VOTING POWER:  
BENEFICIALLY **8** -0- SHARES OF COMMON STOCK  
OWNED BY

EACH SOLE DISPOSITIVE POWER:  
REPORTING **9** -0- SHARES OF COMMON STOCK  
PERSON

WITH SHARED DISPOSITIVE POWER:  
**10**



-0- SHARES OF COMMON STOCK

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

-0- SHARES OF COMMON STOCK

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13

0%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14

PN

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**1** NAMES OF REPORTING PERSONS:  
TECHNOLOGY CROSSOVER VENTURES II, C.V.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):  
AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:  
NETHERLANDS ANTILLES

**7** SOLE VOTING POWER:

NUMBER OF -0- SHARES OF COMMON STOCK

SHARES SHARED VOTING POWER:  
BENEFICIALLY **8** -0- SHARES OF COMMON STOCK  
OWNED BY

EACH SOLE DISPOSITIVE POWER:  
REPORTING **9** -0- SHARES OF COMMON STOCK  
PERSON

WITH SHARED DISPOSITIVE POWER:  
**10**

-0- SHARES OF COMMON STOCK

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

-0- SHARES OF COMMON STOCK

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13

0%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14

PN

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**1** NAMES OF REPORTING PERSONS:  
TECHNOLOGY CROSSOVER MANAGEMENT II, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):  
AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:  
DELAWARE

**7** SOLE VOTING POWER:

NUMBER OF -0- SHARES OF COMMON STOCK

SHARES SHARED VOTING POWER:  
BENEFICIALLY **8** -0- SHARES OF COMMON STOCK  
OWNED BY

EACH SOLE DISPOSITIVE POWER:  
REPORTING **9** -0- SHARES OF COMMON STOCK  
PERSON

WITH SHARED DISPOSITIVE POWER:  
**10**

-0- SHARES OF COMMON STOCK

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

-0- SHARES OF COMMON STOCK

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13

0%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14

OO

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**1** NAMES OF REPORTING PERSONS:  
TCV IV, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):  
AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:  
DELAWARE

**7** SOLE VOTING POWER:

NUMBER OF 8,697,854 SHARES OF COMMON STOCK (A)

SHARES SHARED VOTING POWER:  
BENEFICIALLY **8** -0- SHARES OF COMMON STOCK  
OWNED BY

EACH SOLE DISPOSITIVE POWER:  
REPORTING **9** 8,697,854 SHARES OF COMMON STOCK (A)  
PERSON

WITH SHARED DISPOSITIVE POWER:  
**10**

-0- SHARES OF COMMON STOCK

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

8,697,854 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

**13**

14.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

PN

(A) Please see Item 5.

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**1** NAMES OF REPORTING PERSONS:  
TCV IV STRATEGIC PARTNERS, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):  
AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:  
DELAWARE

**7** SOLE VOTING POWER:

NUMBER OF 324,333 SHARES OF COMMON STOCK (A)

SHARES SHARED VOTING POWER:  
BENEFICIALLY **8** OWNED BY -0- SHARES OF COMMON STOCK

EACH SOLE DISPOSITIVE POWER:  
REPORTING **9** PERSON 324,333 SHARES OF COMMON STOCK (A)

WITH **10** SHARED DISPOSITIVE POWER:



-0- SHARES OF COMMON STOCK

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

324,333 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

**13**

LESS THAN 1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

PN

(A) Please see Item 5.

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**1** NAMES OF REPORTING PERSONS:  
TECHNOLOGY CROSSOVER MANAGEMENT IV, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):  
AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:  
DELAWARE

**7** SOLE VOTING POWER:

NUMBER OF 9,022,187 SHARES OF COMMON STOCK (A)

SHARES SHARED VOTING POWER:  
BENEFICIALLY **8** -0- SHARES OF COMMON STOCK  
OWNED BY

EACH SOLE DISPOSITIVE POWER:  
REPORTING **9** 9,022,187 SHARES OF COMMON STOCK (A)  
PERSON

WITH SHARED DISPOSITIVE POWER:  
**10**

-0- SHARES OF COMMON STOCK

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

9,022,187 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

**13**

14.6%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

OO

(A) Please see Item 5.

---

**1** NAMES OF REPORTING PERSONS:  
TCV VI, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):  
AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:  
DELAWARE

**7** SOLE VOTING POWER:

NUMBER OF 2,571,248 SHARES OF COMMON STOCK (A)

SHARES SHARED VOTING POWER:  
BENEFICIALLY **8**  
OWNED BY -0- SHARES OF COMMON STOCK

EACH SOLE DISPOSITIVE POWER:  
REPORTING **9**  
PERSON 2,571,248 SHARES OF COMMON STOCK (A)

WITH SHARED DISPOSITIVE POWER:  
**10**

-0- SHARES OF COMMON STOCK

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

2,571,248 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

**13**

4.2%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

PN

(A) Please see Item 5.

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**1** NAMES OF REPORTING PERSONS:  
TCV MEMBER FUND, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):  
AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:  
DELAWARE

**7** SOLE VOTING POWER:

NUMBER OF 20,277 SHARES OF COMMON STOCK (A)

SHARES SHARED VOTING POWER:  
BENEFICIALLY **8** -0- SHARES OF COMMON STOCK  
OWNED BY

EACH SOLE DISPOSITIVE POWER:  
REPORTING **9** 20,277 SHARES OF COMMON STOCK (A)  
PERSON

WITH SHARED DISPOSITIVE POWER:  
**10**

-0- SHARES OF COMMON STOCK

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

20,277 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

**13**

LESS THAN 1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

PN

(A) Please see Item 5.

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**1** NAMES OF REPORTING PERSONS:  
TECHNOLOGY CROSSOVER MANAGEMENT VI, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):  
AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:  
DELAWARE

**7** SOLE VOTING POWER:

NUMBER OF 2,591,525 SHARES OF COMMON STOCK (A)

SHARES SHARED VOTING POWER:  
BENEFICIALLY **8** OWNED BY -0- SHARES OF COMMON STOCK

EACH SOLE DISPOSITIVE POWER:  
REPORTING **9** PERSON 2,591,525 SHARES OF COMMON STOCK (A)

WITH SHARED DISPOSITIVE POWER:  
**10**



-0- SHARES OF COMMON STOCK

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

2,591,525 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

**13**

4.2%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

OO

(A) Please see Item 5.

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**1** NAMES OF REPORTING PERSONS:  
JAY C. HOAG

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):  
AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:  
UNITED STATES CITIZEN

**7** SOLE VOTING POWER:

NUMBER OF 53,479 SHARES OF COMMON STOCK (A) (B)

SHARES BENEFICIALLY **8** SHARED VOTING POWER:

OWNED BY 11,613,712 SHARES OF COMMON STOCK (B)

EACH REPORTING **9** SOLE DISPOSITIVE POWER:

PERSON 53,479 SHARES OF COMMON STOCK (A) (B)

WITH **10** SHARED DISPOSITIVE POWER:

11,613,712 SHARES OF COMMON STOCK (B)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

11,667,191 SHARES OF COMMON STOCK (B) (C)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

**13**

18.9%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

IN

(A) Consists of options issued under the 2002 Stock Option Plan and held directly by the Reporting Person that are immediately exercisable into a total of 53,479 shares of common stock.

(B) Please see Item 5

(C) Includes options issued under the 2002 Stock Option Plan and held directly by the Reporting Person that are immediately exercisable into a total of 53,479 shares of common stock.

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**1** NAMES OF REPORTING PERSONS:  
RICHARD H. KIMBALL

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):  
AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:  
UNITED STATES CITIZEN

**7** SOLE VOTING POWER:

NUMBER OF -0- SHARES OF COMMON STOCK

SHARES SHARED VOTING POWER:  
BENEFICIALLY **8** 11,613,712 SHARES OF COMMON STOCK (A)  
OWNED BY

EACH SOLE DISPOSITIVE POWER:  
REPORTING **9** -0- SHARES OF COMMON STOCK  
PERSON

WITH **10** SHARED DISPOSITIVE POWER:

11,613,712 SHARES OF COMMON STOCK (A)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

11,613,712 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

**13**

18.8%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

IN

(A) Please see Item 5.

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**1** NAMES OF REPORTING PERSONS:  
JOHN L. DREW

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):  
AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:  
UNITED STATES CITIZEN

**7** SOLE VOTING POWER:

NUMBER OF -0- SHARES OF COMMON STOCK

SHARES SHARED VOTING POWER:  
BENEFICIALLY **8** 2,591,525 SHARES OF COMMON STOCK (A)  
OWNED BY

EACH SOLE DISPOSITIVE POWER:  
REPORTING **9** -0- SHARES OF COMMON STOCK  
PERSON

WITH SHARED DISPOSITIVE POWER:  
**10**

2,591,525 SHARES OF COMMON STOCK (A)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

2,591,525 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

**13**

4.2%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

IN

(A) Please see Item 5.

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**1** NAMES OF REPORTING PERSONS:  
JON Q. REYNOLDS, JR.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):  
AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:  
UNITED STATES CITIZEN

**7** SOLE VOTING POWER:

NUMBER OF -0- SHARES OF COMMON STOCK

SHARES SHARED VOTING POWER:  
BENEFICIALLY **8** 2,591,525 SHARES OF COMMON STOCK (A)  
OWNED BY

EACH SOLE DISPOSITIVE POWER:  
REPORTING **9** -0- SHARES OF COMMON STOCK  
PERSON

WITH SHARED DISPOSITIVE POWER:  
**10**



2,591,525 SHARES OF COMMON STOCK (A)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

2,591,525 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

**13**

4.2%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

IN

(A) Please see Item 5.

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**1** NAMES OF REPORTING PERSONS:  
WILLIAM J.G. GRIFFITH IV

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):  
AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:  
UNITED STATES CITIZEN

**7** SOLE VOTING POWER:

NUMBER OF -0- SHARES OF COMMON STOCK

SHARES SHARED VOTING POWER:  
BENEFICIALLY **8** 2,591,525 SHARES OF COMMON STOCK (A)  
OWNED BY

EACH SOLE DISPOSITIVE POWER:  
REPORTING **9** -0- SHARES OF COMMON STOCK  
PERSON

WITH SHARED DISPOSITIVE POWER:  
**10**

2,591,525 SHARES OF COMMON STOCK (A)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

2,591,525 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

**13**

4.2%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

IN

(A) Please see Item 5.

---

**1** NAMES OF REPORTING PERSONS:  
ROBERT W. TRUDEAU

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

**3** SEC USE ONLY:

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS):  
AF, OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

**6** CITIZENSHIP OR PLACE OF ORGANIZATION:  
UNITED STATES CITIZEN

**7** SOLE VOTING POWER:

NUMBER OF -0- SHARES OF COMMON STOCK

SHARES SHARED VOTING POWER:  
BENEFICIALLY **8** 2,591,525 SHARES OF COMMON STOCK (A)  
OWNED BY

EACH SOLE DISPOSITIVE POWER:  
REPORTING **9** -0- SHARES OF COMMON STOCK  
PERSON

WITH SHARED DISPOSITIVE POWER:  
**10**

2,591,525 SHARES OF COMMON STOCK (A)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**11**

2,591,525 SHARES OF COMMON STOCK (A)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

**12**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

**13**

4.2%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

**14**

IN

(A) Please see Item 5.

---

## **ITEM 1. SECURITY AND ISSUER.**

This statement relates to shares of common stock, par value \$0.001 per share (the **Common Stock** ), of Netflix, Inc., a Delaware corporation ( **Netflix** or the **Company** ). The Company's principal executive offices are located at 100 Winchester Circle, Los Gatos, CA 95032.

## **ITEM 2. IDENTITY AND BACKGROUND.**

(a)-(c), (f). This statement is being filed by (1) TCV II, V.O.F., a Netherlands Antilles general partnership ( **TCV II, V.O.F.** ), (2) Technology Crossover Ventures II, L.P., a Delaware limited partnership ( **TCV II, L.P.** ), (3) TCV II (Q), L.P., a Delaware limited partnership ( **TCV II (Q)** ), (4) TCV II Strategic Partners, L.P., a Delaware limited partnership ( **Strategic Partners II** ), (5) Technology Crossover Ventures II, C.V., a Netherlands Antilles limited partnership ( **TCV II, C.V.** ), (6) Technology Crossover Management II, L.L.C., a Delaware limited liability company ( **Management II** ), (7) TCV IV, L.P., a Delaware limited partnership ( **TCV IV** ), (8) TCV IV Strategic Partners, L.P., a Delaware limited partnership ( **Strategic Partners IV** ), (9) Technology Crossover Management IV, L.L.C., a Delaware limited liability company ( **Management IV** ), (10) TCV VI, L.P., a Delaware limited partnership ( **TCV VI** ), (11), TCV Member Fund, L.P., a Delaware limited partnership ( **Member Fund** ), (12) Technology Crossover Management VI, L.L.C, a Delaware limited liability company ( **Management VI** ) (13) Jay C. Hoag ( **Mr. Hoag** ), (14) Richard H. Kimball ( **Mr. Kimball** ), (15) John L. Drew ( **Mr. Drew** ), (16) Jon Q Reynolds, Jr. ( **Mr. Reynolds** ), (17) William J.G. Griffith IV ( **Mr. Griffith** ), and (18) Robert Trudeau ( **Mr. Trudeau** ). TCV II, V.O.F., TCV II, L.P., TCV II (Q), Strategic Partners II, TCV II, C.V., Management II, TCV IV, Strategic Partners IV, Management IV, TCV VI, Member Fund, Management VI, Mr. Hoag, Mr. Kimball, Mr. Drew, Mr. Reynolds, Mr. Griffith and Mr. Trudeau are sometimes collectively referred to herein as the **Reporting Persons**. The agreement among the Reporting Persons relating to the joint filing of this statement is attached as Exhibit 1 hereto.

TCV II, V.O.F., TCV II, L.P., TCV II (Q), Strategic Partners II, TCV II, C.V., Management II, TCV IV, Strategic Partners IV, Management IV, TCV VI, Member Fund and Management VI are each principally engaged in the business of investing in securities of privately and publicly held companies. Management II is the sole general partner of TCV II, L.P., TCV II (Q) and Strategic Partners II and the sole investment general partner of TCV II, V.O.F. and TCV II, C.V. Management IV is the sole general partner of TCV IV and Strategic Partners IV. Management VI is the sole general partner of TCV VI and a general partner of Member Fund. The address of the principal business and office of each of TCV II, V.O.F., TCV II, L.P., TCV II (Q), Strategic Partners II, TCV II, C.V., Management II, TCV IV, Strategic Partners IV, Management IV, TCV VI, Member Fund and Management VI is 528 Ramona Street, Palo Alto, California 94301. TCV II, V.O.F., TCV II, L.P., TCV II (Q), Strategic Partners II, TCV II, C.V., TCV IV, Strategic Partners IV, TCV VI and Member Fund are sometimes referred to collectively herein as the **Funds** and individually as a **Fund**.

Mr. Hoag and Mr. Kimball are the managing members of Management II and Management IV. Mr. Hoag, Mr. Kimball, Mr. Drew, Mr. Reynolds, Mr. Griffith and Mr. Trudeau (collectively the **Management VI Members** ) are the Class A Members of Management VI. The Management VI Members are each United States citizens, and the present principal occupation of each is as a venture capital investor. The business address of each of the TCV VI Members is 528 Ramona Street, Palo Alto, California 94301.

(d), (e). During the last five years, none of the Reporting Persons has (1) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (2) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

## **ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.**

Not applicable.

## **ITEM 4. PURPOSE OF TRANSACTION.**

Depending on the factors discussed herein, the Reporting Persons may, from time to time, acquire additional shares of Common Stock in the open market, in connection with issuances by the company or sales by other stockholders in transactions registered under the Securities Act of 1933, as amended, in privately negotiated transactions or otherwise and/or retain and/or sell or otherwise dispose of all or a portion of their shares in the open market, through transactions

registered under the Securities Act, through privately negotiated transactions or through distributions to their respective partners or otherwise. Any actions the Reporting Persons might undertake will be dependent upon the Reporting Persons' review of numerous factors, including, among other things, the price levels of the Common Stock; general market and economic conditions; ongoing evaluation of the Company's business, financial condition, operating results and prospects; the relative attractiveness of alternative business and investment opportunities; and other future developments.

Except as set forth above and as set forth in the Reporting Persons' initial statement on Schedule 13D with respect to the Company's securities, filed May 29, 2002 (which is incorporated by reference herein), the Reporting Persons have no present plans or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

**ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.**

(a), (b). As of the close of business on August 1, 2008, the Funds, Management II, Management IV, Management VI and the Management VI Members owned directly and/or indirectly the following shares:

---

Name of Investor	Number of Total Shares	Percentage of Outstanding Shares
TCV II, L.P.	-0-	0%(**)
TCV II (Q), L.P.	-0-	0%(**)
TCV II, V.O.F.	-0-	0% (**)
Strategic Partners II	-0-	0% (**)
TCV II, C.V	-0-	0%(**)
Management II	-0-	0%(**)
TCV IV	8,697,854	14.1%(**)
Strategic Partners IV	324,333	Less than 1%(**)
Management IV	9,022,187	14.6%(**)
TCV VI, L.P.	2,571,248	4.2%
TCV Member Fund, L.P.	20,277	Less than 1%
Management VI	2,591,525	4.2%
Mr. Hoag	11,667,191	18.9%(**)(***)
Mr. Kimball	11,613,712	18.8%(**)
Mr. Drew	2,591,525	4.2%(**)
Mr. Reynolds	2,591,525	4.2%(**)
Mr. Griffith	2,591,525	4.2%(**)
Mr. Trudeau	2,591,525	4.2%(**)

(\*) all percentages in this table are based on 61,688,144 shares of Common Stock of the Company outstanding as of April 30, 2008 and as reported on the Company's Form 10-Q filed with the Securities and Exchange Commission on May 6, 2008.

(\*\*) Certain Reporting Persons disclaim beneficial ownership as set forth below.

(\*\*\*)



Includes 53,479  
options issued  
under the 2002  
Stock Option  
Plan that are  
immediately  
exercisable.

Each of the Funds has the sole power to dispose or direct the disposition of the shares held by such Fund and has the sole power to direct the voting of its respective shares held by such Fund.

Management II as the sole general partner of TCV II, L.P., TCV II (Q) and Strategic Partners II and the sole investment general partner of TCV II, V.O.F. and TCV II, C.V. may also be deemed to have the sole power to dispose or direct the disposition of the shares held by the TCV II Funds and have the sole power to direct the vote of the shares held by the TCV II Funds. Management II disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Management IV, as the general partner of the TCV IV and Strategic Partners IV (the TCV IV Funds ), may also be deemed to have the sole power to dispose or direct the disposition of the shares held by the TCV IV Funds and have the sole power to direct the vote of the shares held by the TCV IV Funds. Management IV disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Messrs. Hoag and Kimball are the managing members of Management IV and Management II. Under the operating agreements of Management IV and Management II, each of Messrs. Hoag and Kimball have the independent power to cause the Funds of which Management IV and Management II are the general partners to buy and sell securities of publicly traded portfolio companies; however, in general, they must act by unanimous consent with respect to all other matters, including directing the voting of such securities. As a result, each of Messrs. Hoag and Kimball may also be deemed to have the sole power to dispose or direct the disposition of the shares of Common Stock held by the TCV IV Funds and the TCV II Funds, respectively, as well as to have the shared power to vote or direct the vote of the respective shares of Common Stock held by the TCV IV Funds and the TCV II Funds. Messrs. Hoag and Kimball disclaim beneficial ownership of the securities owned by Management IV, Management II, the TCV IV Funds and the TCV II Funds except to the extent of their respective pecuniary interest therein.

Management VI, as the general partner of TCV VI and a general partner of the Member Fund (collectively with TCV VI, the TCV VI Funds ), may also be deemed to have the sole power to dispose or direct the disposition of the shares held by the TCV VI Funds and have the sole power to direct the vote of the shares held by the TCV VI Funds.

Management VI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

The Management VI Members are Class A Members of Management VI. Under the operating agreement of Management VI, the Class A Members have the shared power to dispose or direct the disposition of the shares held by TCV Funds and the shared power to direct the vote of the shares held by the TCV VI Funds. Each of the Management VI Members disclaims beneficial ownership of the securities owned by Management VI and the TCV IV Funds except to the extent of his respective pecuniary interest therein.

Mr. Hoag has the sole power to dispose and direct the disposition of the shares of Common Stock received upon exercise of his options and the sole power to direct the vote of his shares of Common Stock received upon exercise of his options; however, TCMI, Inc. has a right to 100% of the pecuniary interest in such options or the shares to be received upon the exercise of such options. Mr. Hoag is a stockholder and director of TCMI, Inc. and disclaims beneficial ownership of such options or the shares to be received upon the exercise of such options except to the extent of his pecuniary interest therein.

The Reporting Persons may be deemed to be acting as a group in relation to their respective holdings in the Company but do not affirm the existence of any such group.

Except as set forth in this Item 5(a) (b), each of the Reporting Persons disclaims beneficial ownership of any Common Stock owned beneficially or of record by any other Reporting Person.

(c). Hoag received the following option grants:

Date of Grant	Number of	Exercise	
	Options	Granted	Price
9/1/06	1,996	\$	20.02
10/2/06	1,754	\$	22.81
11/1/06	1,451	\$	27.55
12/1/06	1,357	\$	29.46
1/3/07	1,504	\$	26.61
2/1/07	1,761	\$	22.73
3/1/07	1,751	\$	22.83
4/2/07	1,704	\$	23.48
5/1/07	1,805	\$	22.15
6/1/07	1,855	\$	21.57
7/2/07	2,053	\$	19.48
8/1/07	2,331	\$	17.16
9/4/07	2,203	\$	18.14
10/1/07	1,883	\$	21.22
11/1/07	1,522	\$	26.29
12/3/07	1,681	\$	23.78
1/2/08	1,517	\$	26.35
2/1/08	1,575	\$	25.39
3/3/08	1,292	\$	30.94
4/1/08	1,095	\$	36.51
5/1/08	1,290	\$	31.00
6/2/08	1,295	\$	30.89
7/1/08	1,475	\$	27.10
8/1/08	1,368	\$	29.22

On July 31, 2008, as part of an in-kind pro-rata distribution to partners, the funds listed below distributed the following shares to their limited partners and general partners, without consideration:

Name of Investor	Shares Distributed
TCV II, L.P.	691,586
TCV II (Q), L.P.	531,702
TCV II, V.O.F.	22,463
Strategic Partners II	94,357
TCV II, C.V	105,591
TCV IV	1,446,078
Strategic Partners IV	53,922(*)

(\*) This includes:  
 (i) 5,565 shares distributed to the Hoag

Family Trust  
U/A Dtd 8/2/94  
( Hoag Trust ), of  
which Mr. Hoag  
is a Trustee.

Mr. Hoag  
disclaims  
beneficial  
ownership of  
the shares held  
by the Hoag  
Trust except to  
the extent of his  
pecuniary  
interest therein,  
and (ii) 6,159  
shares

distributed to  
the Kimball  
Family Trust  
Uta Dtd 2/23/94  
( Kimball Trust ),  
of which

Mr. Kimball is a  
Trustee.

Mr. Kimball  
disclaims  
beneficial  
ownership of  
the shares held  
by the Kimball  
Trust except to  
the extent of his  
pecuniary  
interest therein.

On July 31, 2008, Management II made an in-kind distribution of 238,357 shares of Common Stock of the Company to its members, without consideration. This includes the following:

73,481 shares distributed to the Hoag Trust, of which Mr. Hoag is a Trustee. Mr. Hoag disclaims beneficial ownership of the shares held by the Hoag Trust except to the extent of his pecuniary interest therein.

64,413 shares distributed to the Kimball Trust, of which Mr. Kimball is a Trustee. Kimball disclaims beneficial ownership of the shares held by the Kimball Trust except to the extent of his pecuniary interest therein.

5,643 shares distributed to the Reynolds Family Trust ( Reynolds Trust ), of which Mr. Reynolds is a Trustee. Mr. Reynolds disclaims beneficial ownership of the shares held by the Reynolds Trust except to the extent of his pecuniary interest therein.

On July 31, 2008, Management IV made an in-kind distribution of 372,439 shares of Common Stock of the Company to its members, without consideration. This includes the following:

98,140 shares distributed to the Hoag Trust, of which Mr. Hoag is a Trustee. Mr. Hoag disclaims beneficial ownership of the shares held by the Hoag Trust except to the extent of his pecuniary interest therein.

71,892 shares distributed to the Kimball Trust, of which Mr. Kimball is a Trustee. Mr. Kimball disclaims beneficial ownership of the shares held by the Kimball Trust except to the extent of his pecuniary interest therein.



21,522 shares distributed to Hamilton Investments Limited Partnership ( Hamilton ), of which Mr. Hoag is the sole general partner and a limited partner. Mr. Hoag disclaims beneficial ownership of the shares held by Hamilton except to the extent of his pecuniary interest therein.

27,463 shares distributed to the Drew Family Trust dated 10/5/04 ( Drew Trust ), of which Mr. Drew is a Trustee. Drew disclaims beneficial ownership of the shares held by the Drew Trust except to the extent of his pecuniary interest therein.

40,666 shares distributed to the Reynolds Trust, of which Mr. Reynolds is a Trustee. Mr. Reynolds disclaims beneficial ownership of the shares held by the Reynolds Trust except to the extent of his pecuniary interest therein.

15,809 shares distributed to the Griffith 2004 Trust ( Griffith Trust ), of which Mr. Griffith is a Trustee. Mr. Griffith disclaims beneficial ownership of the shares held by the Griffith Trust except to the extent of his pecuniary interest therein.

On August 1, 2008, Mr. Hoag exercised the following options at exercise prices set forth below.

<b>Number of Options</b>	<b>Exercise Price</b>
2,415	\$ 16.55
2,066	\$ 19.34
2,331	\$ 17/16
2,203	\$ 18.14

On August 1, 2008, the following sold the number of shares at the prices listed below in open market transactions:

<b>Name of Investor</b>	<b>Date Sold</b>	<b>Shares Sold</b>	<b>Price (**)</b>
TCV II, L.P.	8/1/08	8,611	\$ 29.30
TCV II (Q), L.P.	8/1/08	6,619	\$ 29.30
TCV II, V.O.F.	8/1/08	280	\$ 29.30
Strategic Partners II	8/1/08	1,175	\$ 29.30
TCV II, C.V	8/1/08	1,315	\$ 29.30
Hoag Trust	8/1/08	177,186	\$ 29.22
Hamilton	8/1/08	21,522	\$ 29.22
Reynolds Trust	8/1/08	43,309	\$ 29.31
Griffith Trust	8/1/08	15,809	\$ 29.64
Drew Family Foundation (1)	8/1/08	11,178	\$ 29.93
Drew Trust	8/1/08	27,643	\$ 29.83
Hoag	8/1/08	9,015	\$ 29.35

(\*\*) Represents the weighted average price

(1) Mr. Drew is an officer and a director of the Drew Family Foundation ( Foundation ). Mr. Drew disclaims beneficial

ownership of  
the shares held  
by Foundation  
except to the  
extent of his  
pecuniary  
interest therein.

(d). Not applicable.

(e). Not applicable.

**ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.**

Except as set forth herein and as set forth in the Reporting Persons' initial statement on Schedule 13D with respect to the Company's securities, filed May 29, 2002 (which is incorporated by reference herein), none of the Reporting Persons has any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of Company, including but not limited to any contracts, arrangements, understandings or relationships concerning the transfer or voting of such securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

**ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.**

Exhibit 1 Joint Filing Agreement (incorporated by reference from Exhibit 1 to the Schedule 13D/A relating to the common stock of Netflix, Inc. filed on August 7, 2006)

Exhibit 2 Amended and Restated Stockholders' Rights Agreement dated July 10, 2001 (incorporated by reference from Exhibit 6 to the Schedule 13D relating to the common stock of Netflix, Inc. on May 29, 2002)

Exhibit 3 Statement Appointing Designated Filer and Authorized Signatories dated November 5, 2001 (incorporated by reference from Exhibit A to the Schedule 13D/A relating to the common stock of Digital Generation Systems, Inc. filed on March 21, 2002)

Exhibit 4 Statement Appointing Designated Filer and Authorized Signatories dated May 1, 2006 (incorporated by reference from Exhibit 3 to the Schedule 13D relating to the common stock of Penson Worldwide, Inc. filed on May 24, 2006)

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**SIGNATURE**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 13, 2008

**TECHNOLOGY CROSSOVER VENTURES II, L.P.**

*By: /s/ Carla S. Newell*

Name: Carla S. Newell  
Its: Authorized Signatory

**TCV II (Q), L.P.**

*By: /s/ Carla S. Newell*

Name: Carla S. Newell  
Its: Authorized Signatory

**TCV II, V.O.F.**

*By: /s/ Carla S. Newell*

Name: Carla S. Newell  
Its: Authorized Signatory

**TCV II STRATEGIC PARTNERS, L.P.**

*By: /s/ Carla S. Newell*

Name: Carla S. Newell  
Its: Authorized Signatory

**TECHNOLOGY CROSSOVER VENTURES II, C.V.**

*By: /s/ Carla S. Newell*

Name: Carla S. Newell  
Its: Authorized Signatory

**TECHNOLOGY CROSSOVER MANAGEMENT II, L.L.C.**

*By: /s/ Carla S. Newell*

Name: Carla S. Newell  
Its: Authorized Signatory

**TCV IV, L.P.**

*By: /s/ Carla S. Newell*

Name: Carla S. Newell  
Its: Authorized Signatory

**TCV IV STRATEGIC PARTNERS, L.P.**

*By: /s/ Carla S. Newell*

Name: Carla S. Newell  
Its: Authorized Signatory

**TECHNOLOGY CROSSOVER MANAGEMENT IV, L.L.C.**

*By: /s/ Carla S. Newell*

Name: Carla S. Newell  
Its: Authorized Signatory

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**TCV VI, L.P.**

*By: /s/ Carla S. Newell*

Name: Carla S. Newell  
Its: Authorized Signatory

**TCV MEMBER FUND, L.P.**

*By: /s/ Carla S. Newell*

Name: Carla S. Newell  
Its: Authorized Signatory

**TECHNOLOGY CROSSOVER MANAGEMENT VI, L.L.C.**

*By: /s/ Carla S. Newell*

Name: Carla S. Newell  
Its: Authorized Signatory

**JAY C. HOAG**

*By: /s/ Carla S. Newell*

Name: Carla S. Newell  
Its: Authorized Signatory

**RICHARD H. KIMBALL**

*By: /s/ Carla S. Newell*

Name: Carla S. Newell  
Its: Authorized Signatory

**JOHN L. DREW**

*By: /s/ Carla S. Newell*

Name: Carla S. Newell  
Its: Authorized Signatory

**JON Q. REYNOLDS JR.**

*By: /s/ Carla S. Newell*

Name: Carla S. Newell  
Its: Authorized Signatory

**WILLIAM J. G. GRIFFITH IV**

*By: /s/ Carla S. Newell*

Name: Carla S. Newell  
Its: Authorized Signatory

**ROBERT W. TRUDEAU**

*By: /s/ Carla S. Newell*

Name: Carla S. Newell  
Its: Authorized Signatory

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