

HOAG JAY C
Form 4
October 25, 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 *
HOAG JAY C

2. Issuer Name and Ticker or Trading Symbol
NETFLIX INC [NFLX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/22/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PALO ALTO, CA 94301

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/22/2010		M		1,502	A	\$ 26.64
					1,502	D	(1)
Common Stock	10/22/2010		M		1,475	A	\$ 27.11
					2,977	D	(1)
Common Stock	10/22/2010		M		1,475	A	\$ 27.11
					4,452	D	(1)
Common Stock	10/22/2010		M		1,490	A	\$ 26.85
					5,942	D	(1)
Common Stock	10/22/2010		M		1,422	A	\$ 28.13
					7,364	D	(1)

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Common Stock	10/22/2010	M	1,351	A	\$ 29.6	8,715	D ⁽¹⁾
Common Stock	10/22/2010	M	1,403	A	\$ 28.51	10,118	D ⁽¹⁾
Common Stock	10/22/2010	M	1,468	A	\$ 27.24	11,586	D ⁽¹⁾
Common Stock	10/22/2010	M	1,451	A	\$ 27.55	13,037	D ⁽¹⁾
Common Stock	10/22/2010	M	1,357	A	\$ 29.46	14,394	D ⁽¹⁾
Common Stock	10/22/2010	M	1,475	A	\$ 27.1	15,869	D ⁽¹⁾
Common Stock	10/22/2010	M	1,368	A	\$ 29.22	17,237	D ⁽¹⁾
Common Stock	10/22/2010	M	1,332	A	\$ 30.04	18,569	D ⁽¹⁾
Common Stock	10/22/2010	M	1,339	A	\$ 29.87	19,908	D ⁽¹⁾
Common Stock	10/22/2010	S	19,908	D	\$ 169.5395 ⁽²⁾	0	D ⁽¹⁾

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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option	\$ 26.64	10/22/2010		M	1,502	10/03/2005	10/03/2015	Common Stock	1,502

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(right to buy)									
Non-Qualified Stock Option (right to buy)	\$ 27.11	10/22/2010	M	1,475	12/01/2005	12/01/2015	Common Stock	1,4	
Non-Qualified Stock Option (right to buy)	\$ 27.11	10/22/2010	M	1,475	02/01/2006	02/01/2016	Common Stock	1,4	
Non-Qualified Stock Option (right to buy)	\$ 26.85	10/22/2010	M	1,490	03/01/2006	03/01/2016	Common Stock	1,4	
Non-Qualified Stock Option (right to buy)	\$ 28.13	10/22/2010	M	1,422	04/03/2006	04/03/2016	Common Stock	1,4	
Non-Qualified Stock Option (right to buy)	\$ 29.6	10/22/2010	M	1,351	05/01/2006	05/01/2016	Common Stock	1,3	
Non-Qualified Stock Option (right to buy)	\$ 28.51	10/22/2010	M	1,403	06/01/2006	06/01/2016	Common Stock	1,4	
Non-Qualified Stock Option (right to buy)	\$ 27.24	10/22/2010	M	1,468	07/03/2006	07/03/2016	Common Stock	1,4	
Non-Qualified Stock Option (right to buy)	\$ 27.55	10/22/2010	M	1,451	11/01/2006	11/01/2016	Common Stock	1,4	
Non-Qualified Stock Option (right to buy)	\$ 29.46	10/22/2010	M	1,357	12/01/2006	12/01/2016	Common Stock	1,3	
Non-Qualified Stock Option (right to buy)	\$ 27.1	10/22/2010	M	1,475	07/01/2008	07/01/2018	Common Stock	1,4	
Non-Qualified Stock Option (right to buy)	\$ 29.22	10/22/2010	M	1,368	08/01/2008	08/01/2018	Common Stock	1,3	
Non-Qualified Stock Option (right to buy)	\$ 30.04	10/22/2010	M	1,332	10/01/2008	10/01/2018	Common Stock	1,3	
Non-Qualified Stock Option (right to buy)	\$ 29.87	10/22/2010	M	1,339	01/02/2009	01/02/2019	Common Stock	1,3	

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			

Signatures

Frederic D. Fenton Authorized signatory for Jay C. Hoag
 Signature: _____ Date: 10/25/2010

**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).
 Jay C. Hoag ("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
 - (1) 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, Hamilton Investments Limited Partnership, TCV IV, L.P., TCV IV Strategic Partners, L.P., TCV VI, L.P. and TCV Member Fund, L.P, which are reported on the Form 4 filed jointly with this Form 4.
 This transaction was executed in multiple trades at prices ranging from \$169.38 to \$169.81. 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.
 - (2) Not applicable.
 - (3) Not applicable.
 - (4) 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.

Remarks:

This is the second of two Reports on Form 4 being filed jointly by the Reporting Person on the date hereof.

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.