

HOAG JAY C
Form 4
April 29, 2013

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

(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)
04/25/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 | 04/25/2013 | | S | | 42,974 | D | \$ 213.8654 (1) |
| | | | | | | | 1,482,623 |
| | | | | | | | I |
| | | | | | | | TCV VII, L.P. (2) |
| Common Stock | 04/25/2013 | | S | | 22,317 | D | \$ 213.8654 (1) |
| | | | | | | | 769,952 |
| | | | | | | | I |
| | | | | | | | TCV VII (A), L.P. (3) |
| Common Stock | 04/25/2013 | | S | | 372 | D | \$ 213.8654 (1) |
| | | | | | | | 12,822 |
| | | | | | | | I |
| | | | | | | | TCV Member Fund, L.P. (4) |

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| | | | | | | | | | |
|--------------|------------|---|---------|---|------------------|----------|-----------|---|---|
| Common Stock | 04/25/2013 | S | 25,352 | D | \$ <u>(5)</u> | 214.7652 | 1,457,271 | I | TCV VII, L.P. <u>(2)</u> |
| Common Stock | 04/25/2013 | S | 13,166 | D | \$ <u>(5)</u> | 214.7652 | 756,786 | I | TCV VII (A), L.P. <u>(3)</u> |
| Common Stock | 04/25/2013 | S | 219 | D | \$ <u>(5)</u> | 214.7652 | 12,603 | I | TCV Member Fund, L.P. <u>(4)</u> |
| Common Stock | 04/25/2013 | S | 78,044 | D | \$ <u>(6)</u> | 215.9863 | 1,379,227 | I | TCV VII, L.P. <u>(2)</u> |
| Common Stock | 04/25/2013 | S | 40,530 | D | \$ <u>(6)</u> | 215.9863 | 716,256 | I | TCV VII (A), L.P. <u>(3)</u> |
| Common Stock | 04/25/2013 | S | 675 | D | \$ <u>(6)</u> | 215.9863 | 11,928 | I | TCV Member Fund, L.P. <u>(4)</u> |
| Common Stock | 04/25/2013 | S | 136,856 | D | \$ <u>(7)</u> | 216.5903 | 1,242,371 | I | TCV VII, L.P. <u>(2)</u> |
| Common Stock | 04/25/2013 | S | 71,071 | D | \$ <u>(7)</u> | 216.5903 | 645,185 | I | TCV VII (A), L.P. <u>(3)</u> |
| Common Stock | 04/25/2013 | S | 1,184 | D | \$ <u>(7)</u> | 216.5903 | 10,744 | I | TCV Member Fund, L.P. <u>(4)</u> |
| Common Stock | 04/25/2013 | S | 10,354 | D | \$ <u>(8)</u> | 217.7279 | 1,232,017 | I | TCV VII, L.P. <u>(2)</u> |
| Common Stock | 04/25/2013 | S | 5,377 | D | \$ <u>(8)</u> | 217.7279 | 639,808 | I | TCV VII (A), L.P. <u>(3)</u> |
| Common Stock | 04/25/2013 | S | 89 | D | \$ <u>(8)</u> | 217.7279 | 10,655 | I | TCV Member Fund, L.P. <u>(4)</u> |
| Common Stock | 04/25/2013 | S | 720 | D | \$ <u>(9)</u> | 218.6359 | 1,231,297 | I | TCV VII, L.P. <u>(2)</u> |
| | 04/25/2013 | S | 374 | D | | | 639,434 | I | |

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| | | | | | | | | | |
|--------------|------------|---|-----|---|-----------------------|-----------|---|--|--|
| Common Stock | | | | | \$ 218.6359 (9) | | | | TCV VII (A), L.P. (3) |
| Common Stock | 04/25/2013 | S | 6 | D | \$ 218.6359 (9) | 10,649 | I | | TCV Member Fund, L.P. (4) |
| Common Stock | 04/25/2013 | S | 209 | D | \$ 218.725 | 1,231,088 | I | | TCV VII, L.P. (2) |
| Common Stock | 04/25/2013 | S | 109 | D | \$ 218.725 | 639,325 | I | | TCV VII (A), L.P. (3) |
| Common Stock | 04/25/2013 | S | 2 | D | \$ 218.725 | 10,647 | I | | TCV Member Fund, L.P. (4) |
| Common Stock | | | | | | 63,854 | I | | The Hoag Family Trust U/A DTD 08/02/1994 (10) |
| Common Stock | | | | | | 12,396 | I | | Hamilton Investments Limited Partnership (11) |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|-------|-----------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or |

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The price reported reflects the weighted average sale price. This transaction was executed in multiple trades at prices ranging from \$217.3400 to \$218.3050. The Reporting Persons hereby undertake to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(9) The price reported reflects the weighted average sale price. This transaction was executed in multiple trades at prices ranging from \$218.6000 to \$218.6700. The Reporting Persons hereby undertake to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(10) These shares are held by The Hoag Family Trust U/A DTD 08/02/1994. Mr. Hoag is a trustee of The Hoag Family Trust U/A DTD 08/02/1994. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(11) These shares are held by Hamilton Investments Limited Partnership. Mr. Hoag is the sole general partner and a limited partner of Hamilton Investments Limited Partnership. Mr. Hoag 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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