

GRIFFITH WILLIAM
Form 4
February 09, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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).

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 *
TCV VI L P

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)
02/05/2009

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

May be part of a 13(g) group

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
X 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 Beneficial Ownership (Instr. 4)
Common Stock	02/05/2009		J ⁽¹⁾	644,914 D \$ 0	1,926,334	I	TCV VI, L.P. <u>(2)</u> <u>(3)</u>
Common Stock	02/05/2009		J ⁽⁴⁾	5,086 D \$ 0	15,191	I	TCV Member Fund, L.P. <u>(2)</u> <u>(5)</u>
Common Stock	02/05/2009		J ⁽⁶⁾	6,449 A \$ 0	6,449	I	Technology Crossover Management VI, L.L.C. <u>(2)</u> <u>(7)</u>

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Common Stock	02/05/2009	<u>J⁽⁸⁾</u>	6,449	D	\$ 0	0	I	Technology Crossover Management VI, L.L.C. <u>(2)</u> <u>(7)</u>
Common Stock	02/05/2009	<u>J⁽⁹⁾</u>	927	A	\$ 0	927	I	Drew Family Partners <u>(2)</u> <u>(10)</u>
Common Stock	02/05/2009	<u>J⁽¹¹⁾</u>	927	A	\$ 0	927	I	The Reynolds Family Trust <u>(2)</u> <u>(12)</u>
Common Stock	02/05/2009	<u>J⁽¹³⁾</u>	927	A	\$ 0	927	I	The Griffith Family 2004 Trust <u>(2)</u> <u>(14)</u>
Common Stock	02/05/2009	<u>J⁽¹⁵⁾</u>	463	A	\$ 0	463	I	Robert W. Trudeau <u>(2)</u>
Common Stock	02/05/2009	<u>J⁽¹⁶⁾</u>	713	A	\$ 0	713	I	The Drew Family Trust dated 10/5/2004 <u>(2)</u> <u>(17)</u>
Common Stock	02/05/2009	<u>J⁽¹⁸⁾</u>	713	A	\$ 0	1,640	I	The Reynolds Family Trust <u>(2)</u> <u>(12)</u>
Common Stock	02/05/2009	<u>J⁽¹⁹⁾</u>	713	A	\$ 0	1,640	I	The Griffith Family 2004 Trust <u>(2)</u> <u>(14)</u>
Common Stock	02/05/2009	<u>J⁽²⁰⁾</u>	357	A	\$ 0	820	I	Robert W. Trudeau <u>(2)</u>
Common Stock	02/05/2009	<u>J⁽²¹⁾</u>	18,309	A	\$ 0	19,022	I	The Drew Family Trust dated 10/5/2004 <u>(2)</u> <u>(17)</u>
Common Stock	02/05/2009	<u>J⁽²²⁾</u>	27,111	A	\$ 0	28,751	I	The Reynolds Family Trust <u>(2)</u> <u>(12)</u>
Common Stock	02/05/2009	<u>J⁽²³⁾</u>	10,539	A	\$ 0	12,179	I	The Griffith Family 2004 Trust <u>(2)</u> <u>(14)</u>
Common Stock	02/06/2009	S	16,000	D	\$ 36,2001	12,751	I	The Reynolds

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1. Title of 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. 6)
Common Stock		02/06/2009		S	7,875	D \$ 36.8891	4,304	I	Family Trust (2) (12) The Griffith Family 2004 Trust (2) (14)
Common Stock		02/06/2009		S	820	D \$ 36.8951	0	I	Robert W. Trudeau (2)
Common Stock		02/06/2009		S	927	D \$ 35.981	0	I	Drew Family Partners (2) (10)
Common Stock		02/06/2009		S	19,022	D \$ 35.883	0	I	The Drew Family Trust dated 10/5/2004 (2) (17)
Common Stock		02/09/2009		G	12,751	D \$ 0	0	I	The Reynolds Family Trust (2) (12)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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	Director	10% Owner	Officer	Other
TCV VI L P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(g) group
TCV Member Fund, L.P. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(g) group
Technology Crossover Management VI, L.L.C. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(g) group
DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(g) group
REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(g) group
GRIFFITH WILLIAM C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(g) group
Trudeau Robert C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(g) group

Signatures

Carla S. Newell Authorized signatory for TCV VI, L.P. **Signature of Reporting Person	02/09/2009 Date
Carla S. Newell Authorized signatory for TCV Member Fund, L.P. **Signature of Reporting Person	02/09/2009 Date
Carla S. Newell Authorized signatory for Technology Crossover Management VI, L.L.C. **Signature of Reporting Person	02/09/2009 Date
Carla S. Newell Authorized signatory for John L. Drew **Signature of Reporting Person	02/09/2009 Date
Carla S. Newell Authorized signatory for Jon Q. Reynolds, Jr.	

<p>__Signature of Reporting Person</p> <p>Carla S. Newell Authorized signatory for William J. G. Griffith IV</p> <p>__Signature of Reporting Person</p> <p>Carla S. Newell Authorized signatory for Robert W. Trudeau</p> <p>__Signature of Reporting Person</p>	<p>02/09/2009</p> <p>Date</p> <p>02/09/2009</p> <p>Date</p> <p>02/09/2009</p> <p>Date</p>
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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) In kind pro-rata distribution from TCV VI, L.P. to its partners, without consideration.
This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by Jay C. Hoag ("Hoag"), Richard H. Kimball ("Kimball"), TCV IV, L.P., TCV IV Strategic Partners, L.P. and Technology Crossover Management IV, L.L.C. ("TCM IV") on February 9, 2009.
These shares are held directly by TCV VI, L.P. Each of Hoag, Kimball, John L. Drew (Drew"), Jon Q. Reynolds, Jr. ("Reynolds"), William J. G. Griffith IV ("Griffith") and Robert W. Trudeau ("Trudeau") (collectively the "TCM Members") are Class A Members of Technology Crossover Management VI, L.L.C. ("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.
- (2) In kind pro-rata distribution from TCV Member Fund, L.P. ("TCV MF") to its partners, without consideration.
These shares are held directly by 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 VI. 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) Acquisition by TCM VI pursuant to an in kind pro-rata distribution by TCV VI, L.P. to its partners, without consideration.
These shares are held directly by TCM VI. The TCM Members are Class A Members of TCM VI which is the sole general partner of TCV VI, L.P. and a general partner of TCV MM. The number of shares reported by TCM VI does not include shares indirectly held by TCV VI, L.P. and TCV Member Fund, L.P. The TCM Members may be deemed to beneficially own the shares held by TCM VI but the TCM Members disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (4) In kind pro-rata distribution from TCM VI to its members, without consideration.
- (5) Acquisition by Drew Family Partners pursuant to an in kind pro-rata distribution by TCM VI to its partners, without consideration.
- (6) Drew is a partner of Drew Family Partners. Drew disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (7) Acquisition by The Reynolds Family Trust pursuant to an in kind pro-rata distribution by TCM VI to its partners without consideration.
- (8) Reynolds is a trustee of The Reynolds Family Trust. Reynolds disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (9) Acquisition by The Griffith Family 2004 Trust pursuant to an in kind pro-rata distribution by TCM VI to its partners, without consideration.
- (10) 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.
- (11) Acquisition by Robert W. Trudeau pursuant to an in kind pro-rata distribution by TCM VI to its partners, without consideration.
- (12) Acquisition by Drew Family Trust dated 10/5/2004 pursuant to an in kind pro-rata distribution by TCV MF to its partners, without consideration.
- (13)
- (14)
- (15)
- (16)
- (17)

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Drew is a trustee of The Drew Family Trust dated 10/5/04. Drew disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (18) Acquisition by The Reynolds Family Trust pursuant to an in kind pro-rata distribution by TCV MF to its partners, without consideration.
- (19) Acquisition by The Griffith Family 2004 Trust pursuant to an in kind pro-rata distribution by TCV MF to its partners, without consideration.
- (20) Acquisition by Robert W. Trudeau pursuant to an in kind pro-rata distribution by TCV MF to its partners, without consideration.
- (21) Acquisition by Drew Family Trust dated 10/5/2004 pursuant to an in kind pro-rata distribution by TCM IV to its partners, without consideration.
- (22) Acquisition by The Reynolds Family Trust pursuant to an in kind pro-rata distribution by TCM IV to its partners, without consideration.
- (23) Acquisition by The Griffith Family 2004 Trust pursuant to an in kind pro-rata distribution by TCM IV to its partners, without consideration.

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.