UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20539

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): June 10, 2010

NETFLIX, INC.
(Exact name of registrant as specified in its charter)

000-49802
(Commission
File Number)

DELAWARE	**77-0467272**
(State or other jurisdiction of incorporation)	**(I.R.S. Employer Identification No.)**

100 Winchester Circle
Los Gatos, CA 95032
(Address of principal executive offices, with zip code)

(408) 540-3700
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On June 10, 2010, Ann Mather was appointed to the Board of Directors (the “Board”) of Netflix, Inc. (“Netflix”). Her appointment is effective July 1, 2010 and she will hold office as a Class II director until the Company’s annual meeting of stockholders in 2013. In connection with her appointment, Ms. Mather has been appointed to serve as a member of the Company’s audit committee.

Ms. Mather will receive an annual retainer of $100,000, payable monthly. In addition, like the Company’s other non-employee directors, Ms. Mather will receive stock options pursuant to the Director Equity Compensation Plan. The Director Equity Compensation Plan provides for a monthly grant of stock options to each non-employee director of the Company in consideration for services provided to the Company and subject to the terms and conditions of the Company’s 2002 Stock Plan. The actual number of options to be granted to Ms. Mather will be determined by the following formula: $7,000 / ([fair market value on the date of grant] x 0.20). Each monthly grant is made on the first trading day of the month, is fully vested upon grant and is exercisable at a strike price equal to the fair market value as reflected by the closing price on the date of the option grant.

As it does with all directors and executive officers, the Company will enter into an indemnification agreement with Ms. Mather. The indemnification agreement will require the Company to indemnify Ms. Mather, to the fullest extent permitted by Delaware law, for certain liabilities to which she may become subject as a result of her affiliation with the Company. See the Company’s Form of Indemnification Agreement filed with the Securities and Exchange Commission on March 20, 2002 as Exhibit 10.1 to the Registrant’s Registration Statement on Form S-1/A.

There are no related party transactions between the Company and Ms. Mather that are subject to disclosure under Item 404(a) of Regulation S-K.

On June 16, 2010, the Company issued a press release regarding Ms. Mather’s election. A copy of the press release is filed as an exhibit to this Current Report on Form 8-K and is incorporated by reference into this Item 5.02.

As previously announced, Greg Stanger will step down from the Board. His departure will be effective as of July 1, 2010.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibit
99.1*	Press Release Issued by Netflix, Inc. on June 16, 2010

* This exhibit is intended to be furnished and shall not be deemed “filed” for purposes of the Securities Exchange Act of 1934.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NETFLIX, INC.

Date: June 16, 2010

/s/ David Hyman

David Hyman
Secretary

EXHIBIT INDEX

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Exhibit 99.1

NETFLIX NAMES ANN MATHER
TO COMPANY'S BOARD OF DIRECTORS
Entertainment Industry Finance Vet
Brings Broad Experience to New Role

LOS GATOS, Calif., June 16, 2010 – Netflix, Inc. [Nasdaq: NFLX] today announced the appointment of Ann Mather, an entertainment industry veteran who has served in senior finance roles at Pixar Animation Studios, The Walt Disney Company and Paramount Pictures, to the Netflix board of directors. The appointment of Ms. Mather maintains a seven-member Netflix board with the previously announced departure of Greg Stanger. Both moves will be effective July 1.

"Ann is a strong addition to our board of directors," said Netflix Co-Founder, Chairman and Chief Executive Officer Reed Hastings. "Her deep experience in corporate finance and her keen understanding of the business of motion pictures will make her an extremely valuable voice as our company continues to grow and evolve."

Ms. Mather will chair the board's audit committee.

From 1999 to 2004, Ms. Mather served as executive vice president and chief financial officer of the computer animation production company Pixar, where she was responsible for finance, administration, business affairs, investor relations and human resources. She was Pixar's primary liaison with Disney on distribution matters related to the co-production agreement between the two companies.

From 1992 to 1999, Ms. Mather held various executive positions at Disney, including senior vice president of finance and administration for its Buena Vista International theatrical division, with responsibility for Europe, Asia and Latin America. Before joining Disney, she was executive vice president and chief financial officer for Village Roadshow Pictures, the film production unit of the Australian media company Village Roadshow Limited, and was European controller for Paramount Pictures. While at Paramount, she was stationed in London, Amsterdam and New York.

In addition to her corporate finance résumé, Ms. Mather brings significant and active experience in corporate governance to her director's role at Netflix. She currently serves on the boards of several public companies, including Google Inc. [Nasdaq: GOOG]; MoneyGram International [NYSE: MGI], a leading global money transfer company; and Glu Mobile Inc., [Nasdaq: GLUU], a publisher of mobile games. Ms. Mather previously served as a director of online retailer Zappos.com until its acquisition by Amazon in 2009 and Shopping.com, a price comparison Web site acquired by eBay in 2005.

Ms. Mather received a Master of Arts degree from Cambridge University.

About Netflix

With more than 13 million members, Netflix, Inc. (Nasdaq: NFLX) is the world's largest subscription service streaming movies and TV episodes over the Internet and sending DVDs by mail. For $8.99 a month, Netflix members can instantly watch unlimited TV episodes and movies streamed to their TVs and computers and can receive unlimited DVDs delivered quickly to their homes. With Netflix, there are never any due dates or late fees. Members can select from a growing library of titles that can be watched instantly and a vast array of titles on DVD. Among the large and expanding base of devices that can stream movies and TV episodes from Netflix right to members' TVs are Microsoft's Xbox 360 and Sony's PS3 game consoles and Nintendo's Wii console; Blu-ray disc players from Samsung, LG and Insignia; Internet TVs from LG, Sony and VIZIO; the Roku digital video player and TiVo digital video recorders; and Apple's iPad tablet. For more information, visit http://www.netflix.com .

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