# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **TCV IV STRATEGIC PARTNERS LP** (Last) (First) (Middle) | **NETFLIX INC [ NFLX ]** | ____ Director __ X __ 10% Owner |
| **C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET** (Street) | 3. Date of Earliest Transaction (MM/DD/YYYY) **8/23/2006** | ____ Officer (give title below) __ X __ Other (specify below) **May be part of a 13(g) group** |
| **PALO ALTO, CA 94301** (City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) ___ Form filed by One Reporting Person _X _ 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| **Common Stock** | **8/23/2006** | | **P** | | **3840** | **A** | **$18.59** (1) | **13626** | **I** | **TCV Member Fund, L.P.** (3) (4) (5) |
| **Common Stock** | **8/24/2006** | | **P** | | **2543** | **A** | **$18.52** (2) | **16169** | **I** | **TCV Member Fund, L.P.** (3) (4) (5) |
| **Common Stock** | | | | | | | | **378255** | **I** | **TCV IV Strategic Partners, L.P.** (6) (4) (5) |
| **Common Stock** | | | | | | | | **22743** | **I** | **TCV II, V.O.F.** (4) (5) (7) |
| **Common Stock** | | | | | | | | **700197** | **I** | **Technology Crossover Ventures II, L.P.** (4) (5) (8) |
| **Common Stock** | | | | | | | | **106906** | **I** | **Technology Crossover Ventures II, C.V.** (4) (5) (9) |
| **Common Stock** | | | | | | | | **538321** | **I** | **TCV II (Q), L.P.** (4) (5) (10) |
| **Common Stock** | | | | | | | | **95532** | **I** | **TCV II Strategic Partners, L.P.** (4) (5) (11) |

**Table II - Derivative Securities Beneficially Owned ( *e.g.* , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

**Explanation of Responses:**

**(1)** This number represents an average price per share for which the shares were purchased. TCV Member Fund, L.P. purchased the shares at prices ranging from $18.40 to $18.70 per share.

**(2)** This number represents an average price per share for which the shares were purchased. TCV Member Fund, L.P. purchased the shares at prices ranging from $ 18.22 to $ 18.70 per share.

**(3)** These shares are held directly by TCV Member Fund, L.P. Each of Jay C. Hoag ("Hoag"), Richard H. Kimball ("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 a general partner of TCV Member Fund, L.P. The TCM Members and TCM VI may be deemed to beneficially own the shares held by TCV Member Fund, L.P. but the TCM Members and TCM VI disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

**(4)** This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by Hoag, Kimball, Drew, Reynolds, Griffith, Trudeau, Technology Crossover Management IV, L.L.C. ("TCM IV") , TCV IV, L.P., TCM VI and TCV VI, L.P. on August 25, 2006.

**(5)** TCV IV Strategic Partners, L.P. ("TCV IV, S.P.") and TCV Member Fund, L.P., Technology Crossover Management II, L.L.C. ("TCM II"), TCV II, V.O.F., Technology Crossover Ventures II, L.P. ("TCV II, L.P."), Technology Crossover Ventures II, C.V. ("TCV II, C.V."), TCV II (Q), L.P. and TCV II Strategic Partners, L.P. ("TCV II, S.P.") (collectively, "Reporting Owners") may be deemed to be part of a 13(g) group with other related persons however, Reporting Owners disclaim 13(g) group status.

**(6)** These shares are held directly by TCV IV, S.P. Hoag and Kimball are managing members of TCM IV which is the sole general partner of TCV IV, S.P. Hoag, Kimball and TCM IV may be deemed to beneficially own the shares held by TCV IV, S.P. but Hoag, Kimball and TCM IV disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

**(7)** These shares are held directly by TCV II, V.O.F. Hoag and Kimball are managing members of TCM II which is the sole managing general partner of TCV II, V.O.F. Hoag, Kimball and TCM II may be deemed to beneficially own the shares held by TCV II, V.O.F. but Hoag, Kimball and TCM II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

**(8)** These shares are held directly by TCV II, L.P. Hoag and Kimball are managing members of TCM II which is the sole general partner of TCV II, L.P. Hoag, Kimball, and TCM II may be deemed to beneficially own the shares held by TCV II, L.P. but Hoag, Kimball and TCM II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

**(9)** These shares are held directly by TCV II, C.V. Hoag and Kimball are managing members of TCM II which is the sole managing general partner of TCV II, C.V. Hoag, Kimball and TCM II may be deemed to beneficially own the shares held by TCV II, C.V. but Hoag, Kimball and TCM II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

**(10)** These shares are held directly by TCV II (Q), L.P. Hoag and Kimball are managing members of TCM II which is the sole general partner of TCV II (Q), L.P. Hoag, Kimball, and TCM II may be deemed to beneficially own the shares held by TCV II (Q), L.P. but Hoag, Kimball and TCM II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

**(11)** These shares are held directly by TCV II, S.P. Hoag and Kimball are managing members of TCM II which is the sole general partner of TCV II, S.P. Hoag, Kimball and TCM II may be deemed to beneficially own the shares held by TCV II, S.P. but Hoag, Kimball and TCM II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **TCV IV STRATEGIC PARTNERS LP<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301** | | **X** | | **May be part of a 13(g) group** |
| **TCV Member Fund, L.P.<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301** | | | | **May be part of a 13(g) group** |
| **TECHNOLOGY CROSSOVER MANAGEMENT II LLC<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301** | | | | **May be part of a 13(g) group** |
| **TCVII V O F<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301** | | | | **May be part of a 13(g) group** |
| **TECHNOLOGY CROSSOVER VENTURES II LP<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301** | | | | **May be part of a 13(g) group** |
| **TECHNOLOGY CROSSOVER VENTURES II CV<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301** | | | | **May be part of a 13(g) group** |
| **TCV II Q LP<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301** | | | | **May be part of a 13(g) group** |
| **TCV II STRATEGIC PARTNERS LP** | | | | |

| | | | | |
|---|---|---|---|---|
| C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301 | | | | May be part of a 13(g) group |

**Signatures**

| | |
|---|---|
| **Carla S. Newell Authorized signatory for TCV IV Strategic Partners, L.P.** | **8/25/2006** |
| ** Signature of Reporting Person | Date |
| **Carla S. Newell Authorized signatory for TCV Member Fund, L.P.** | **8/25/2006** |
| ** Signature of Reporting Person | Date |
| **Carla S. Newell Authorized signatory for Technology Crossover Management II, L.L.C.** | **8/25/2006** |
| ** Signature of Reporting Person | Date |
| **Carla S. Newell Authorized signatory for TCV II, V.O.F.** | **8/25/2006** |
| ** Signature of Reporting Person | Date |
| **Carla S. Newell Authorized signatory for Technology Crossover Ventures II, L.P.** | **8/25/2006** |
| ** Signature of Reporting Person | Date |
| **Carla S. Newell Authorized signatory for Technology Crossover Ventures II, C.V.** | **8/25/2006** |
| ** Signature of Reporting Person | Date |
| **Carla S. Newell Authorized signatory for TCV II (Q), L.P.** | **8/25/2006** |
| ** Signature of Reporting Person | Date |
| **Carla S. Newell Authorized signatory for TCV II Strategic Partners, L.P.** | **8/25/2006** |
| ** Signature of Reporting Person | Date |

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.