# 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
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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 VI L P**<br>(Last) (First) (Middle)<br>**C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET**<br>(Street)<br>**PALO ALTO, CA 94301**<br>(City) (State) (Zip) | **NETFLIX INC [ NFLX ]**<br>3. Date of Earliest Transaction (MM/DD/YYYY)<br>**4/26/2010**<br>4. If Amendment, Date Original Filed (MM/DD/YYYY) | _____ Director __ X __ 10% Owner<br>_____ Officer (give title below) __ X __ Other (specify below)<br>**May be part of a 13(d) group**<br>6. Individual or Joint/Group Filing (Check Applicable Line)<br>___ Form filed by One Reporting Person<br>_ 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) Code | V | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount | (A) or (D) | Price | 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** | **4/26/2010** | | **J** (1) | | **481584** | **D** | **$0** | **1444750** | **I** | **TCV VI, L.P.** (2) (3) |
| **Common Stock** | **4/26/2010** | | **J** (4) | | **3797** | **D** | **$0** | **11394** | **I** | **TCV Member Fund, L.P.** (2) (5) |
| **Common Stock** | **4/26/2010** | | **J** (6) | | **4816** | **A** | **$0** | **4816** | **I** | **Technology Crossover Management VI, L.L.C.** (2) (7) |
| **Common Stock** | **4/26/2010** | | **J** (8) | | **4816** | **D** | **$0** | **0** | **I** | **Technology Crossover Management VI, L.L.C.** (2) (7) |
| **Common Stock** | **4/26/2010** | | **J** (9) | | **713** | **A** | **$0** | **713** | **I** | **Drew Family Partners** (2) (10) |
| **Common Stock** | **4/26/2010** | | **J** (11) | | **713** | **A** | **$0** | **713** | **I** | **The Reynolds Family Trust** (2) (12) |
| **Common Stock** | **4/26/2010** | | **J** (13) | | **713** | **A** | **$0** | **18780** | **I** | **The Griffith Family 2004 Trust** (2) (14) |
| **Common Stock** | **4/26/2010** | | **J** (15) | | **357** | **A** | **$0** | **357** | **I** | **Robert W. Trudeau** (2) |
| **Common Stock** | **4/26/2010** | | **J** (16) | | **533** | **A** | **$0** | **533** | **I** | **The Drew Family Trust dated 10/5/2004** (2) (17) |
| **Common Stock** | **4/26/2010** | | **J** (18) | | **533** | **A** | **$0** | **1246** | **I** | **The Reynolds Family Trust** (2) (12) |
| **Common Stock** | **4/26/2010** | | **J** (19) | | **533** | **A** | **$0** | **19313** | **I** | **The Griffith Family 2004 Trust** (2) (14) |
| **Common Stock** | **4/26/2010** | | **J** (20) | | **266** | **A** | **$0** | **623** | **I** | **Robert W. Trudeau** (2) |
| **Common Stock** | **4/26/2010** | | **J** (21) | | **33352** | **A** | **$0** | **33885** | **I** | **The Drew Family Trust dated 10/5/2004** (2) (17) |

### 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** | **4/26/2010** | | **J** (22) | | **49386** | **A** | **$0** | **50632** | **I** | **The Reynolds Family Trust** (2) (12) |
| **Common Stock** | **4/26/2010** | | **J** (23) | | **19199** | **A** | **$0** | **38512** | **I** | **The Griffith Family 2004 Trust** (2) (14) |
| **Common Stock** | **4/27/2010** | | **S** | | **713** | **D** | **$104.5513** | **0** | **I** | **Drew Family Partners** (2) (10) |
| **Common Stock** | **4/27/2010** | | **S** | | **33885** | **D** | **$104.5513** | **0** | **I** | **The Drew Family Trust dated 10/5/2004** (2) (17) |
| **Common Stock** | **4/27/2010** | | **S** | | **50632** | **D** | **$104.2357** | **0** | **I** | **The Reynolds Family Trust** (2) (12) |
| **Common Stock** | **4/27/2010** | | **S** | | **20445** | **D** | **$105.0655** | **18067** | **I** | **The Griffith Family 2004 Trust** (2) (14) |
| **Common Stock** | **4/27/2010** | | **S** | | **623** | **D** | **$105.0374** | **0** | **I** | **Robert W. Trudeau** (2) |

### 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)** In kind pro-rata distribution from TCV VI, L.P. to its partners, without consideration.

**(2)** This Form 4 is filed by more than one Reporting Person and is a joint filing with the Forms 4 filed by Jay C. Hoag ("Hoag") and by TCV IV, L.P., TCV IV Strategic Partners, L.P., Technology Crossover Management IV, L.L.C. ("TCM IV") and Richard H. Kimball ("Kimball") on April 28, 2010.

**(3)** 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.

**(4)** In kind pro-rata distribution from TCV Member Fund, L.P. ("TCV MF") to its partners, without consideration.

**(5)** 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.

**(6)** Acquisition by TCM VI pursuant to an in kind pro-rata distribution by TCV VI, L.P. to its partners, without consideration.

**(7)** 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 MF. 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.

**(8)** In kind pro-rata distribution from TCM VI to its members, without consideration.

**(9)** Acquisition by Drew Family Partners pursuant to an in kind pro-rata distribution by TCM VI to its partners, without consideration.

**(10)** Drew is a partner of Drew Family Partners. Drew disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

**(11)** Acquisition by The Reynolds Family Trust pursuant to an in kind pro-rata distribution by TCM VI to its partners without consideration.

**(12)** 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.

**(13)** Acquisition by The Griffith Family 2004 Trust pursuant to an in kind pro-rata distribution by TCM VI to its partners, without consideration.

**(14)** 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.

**(15)** Acquisition by Robert W. Trudeau pursuant to an in kind pro-rata distribution by TCM VI to its partners, without consideration.

**(16)** 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.

**(17)** 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.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **TCV VI L P<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301** | | **X** | | **May be part of a 13(d) group** |
| **TCV Member Fund, L.P.<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301** | | **X** | | **May be part of a 13(d) group** |
| **Technology Crossover Management VI, L.L.C.<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301** | | **X** | | **May be part of a 13(d) group** |
| **DREW JOHN<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301** | | **X** | | **May be part of a 13(d) group** |
| **REYNOLDS JON Q JR<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301** | | **X** | | **May be part of a 13(d) group** |
| **GRIFFITH WILLIAM<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301** | | **X** | | **May be part of a 13(d) group** |
| **Trudeau Robert<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301** | | **X** | | **May be part of a 13(d) group** |

**Signatures**

| | |
|---|---|
| **Frederic D. Fenton Authorized signatory for TCV VI, L.P.** | **4/28/2010** |
| **Signature of Reporting Person | Date |
| **Frederic D. Fenton Authorized signatory for TCV Member Fund, L.P.** | **4/28/2010** |
| **Signature of Reporting Person | Date |
| **Frederic D. Fenton Authorized signatory for Technology Crossover Management VI, L.L.C.** | **4/28/2010** |
| **Signature of Reporting Person | Date |
| **Frederic D. Fenton Authorized signatory for John L. Drew** | **4/28/2010** |
| **Signature of Reporting Person | Date |
| **Frederic D. Fenton Authorized signatory for Jon Q. Reynolds, Jr.** | **4/28/2010** |
| **Signature of Reporting Person | Date |
| **Frederic D. Fenton Authorized signatory for William J. G. Griffith IV** | **4/28/2010** |
| **Signature of Reporting Person | Date |

**Frederic D. Fenton Authorized signatory for Robert W. Trudeau** **4/28/2010**

** 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.