

# FORM 4

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

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

[ ] 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 or  
Section 30(h) of the Investment Company Act of 1940

|                                                                                                                                                                                                                                            |                                                                            |                                                                                                                                                                                                                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person *<br><b>HOAG JAY C</b><br><br>(Last) (First) (Middle)<br><b>C/O TECHNOLOGY CROSSOVER<br/>VENTURES, 528 RAMONA STREET</b><br><br>(Street)<br><b>PALO ALTO, CA 94301</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>NETFLIX INC [ NFLX ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director _____ 10% Owner<br><br>____ Officer (give title below) _____ Other (specify below)  |
| 3. Date of Earliest Transaction (MM/DD/YYYY)<br><br><b>4/22/2015</b>                                                                                                                                                                       |                                                                            | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY)                                                                                                                                                                                          |                                                                            |                                                                                                                                                                                                                    |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |               |            | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------------|------------------------------|---|-------------------------------------------------------------------------|---------------|------------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                    |                |                                         | Code                         | V | Amount                                                                  | (A) or<br>(D) | Price      |                                                                                                     |                                                                         |                                                                   |
| Common Stock                       | 4/22/2015      |                                         | J (1)                        |   | 130893                                                                  | D             | \$0        | 657777                                                                                              | I                                                                       | TCV VII,<br>L.P. (2)                                              |
| Common Stock                       | 4/22/2015      |                                         | J (3)                        |   | 67975                                                                   | D             | \$0        | 341595                                                                                              | I                                                                       | TCV VII<br>(A), L.P.<br>(4)                                       |
| Common Stock                       | 4/22/2015      |                                         | J (5)                        |   | 1132                                                                    | D             | \$0        | 5688                                                                                                | I                                                                       | TCV<br>Member<br>Fund, L.P.<br>(6)                                |
| Common Stock                       | 4/22/2015      |                                         | J (7)                        |   | 85                                                                      | A             | \$0        | 64069                                                                                               | I                                                                       | The Hoag<br>Family<br>Trust U/A<br>DTD<br>08/02/1994<br>(8)       |
| Common Stock                       | 4/22/2015      |                                         | J (9)                        |   | 86                                                                      | A             | \$0        | 215                                                                                                 | I                                                                       | Hamilton<br>Investments<br>II, Limited<br>Partnership<br>(10)     |
| Common Stock                       | 4/23/2015      |                                         | M                            |   | 658                                                                     | A             | \$76.01    | 658                                                                                                 | D (11)                                                                  |                                                                   |
| Common Stock                       | 4/23/2015      |                                         | M                            |   | 644                                                                     | A             | \$77.69    | 1302                                                                                                | D (11)                                                                  |                                                                   |
| Common Stock                       | 4/23/2015      |                                         | S                            |   | 1302                                                                    | D             | \$555.9501 | 0                                                                                                   | D (11)                                                                  |                                                                   |
| Common Stock                       |                |                                         |                              |   |                                                                         |               |            | 12396                                                                                               | I                                                                       | Hamilton<br>Investments<br>Limited<br>Partnership<br>(12)         |

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

| 1. Title of Derivate<br>Security<br>(Instr. 3)  | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------------|--------------------------------------------------------------------|-------------------|-----------------------------------------|---------------------------------|---|----------------------------------------------------------------------------------------------------|-----|--------------------------------------------|--------------------|--------------------------------------------------------------------------------------------|----------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
|                                                 |                                                                    |                   |                                         | Code                            | V | (A)                                                                                                | (D) | Date<br>Exercisable                        | Expiration<br>Date | Title                                                                                      | Amount or<br>Number of<br>Shares |                                                     |                                                                                                                            |                                                                                                       |                                                                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$76.01                                                            | 4/23/2015         |                                         | M                               |   |                                                                                                    | 658 | 12/3/2012                                  | 12/3/2022          | Common<br>Stock                                                                            | 658                              | \$0 (13)                                            | 0                                                                                                                          | D (11)                                                                                                |                                                                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$77.69                                                            | 4/23/2015         |                                         | M                               |   |                                                                                                    | 644 | 11/1/2012                                  | 11/1/2022          | Common<br>Stock                                                                            | 644                              | \$0 (13)                                            | 0                                                                                                                          | D (11)                                                                                                |                                                                    |

**Explanation of Responses:**

- (1) In kind pro-rata distribution from TCV VII, L.P. ("TCV VII") to its partners, without consideration.
- (2) These shares are directly held by TCV VII. Jay C. Hoag is a Class A Director of Technology Crossover Management VII, Ltd. ("Management VII") and a limited partner of Technology Crossover Management VII, L.P. ("TCM VII"). Management VII is the sole general partner of TCM VII, which is the sole general partner of TCV VII. Mr. Hoag may be deemed to beneficially own the shares held by TCV VII but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3) In kind pro-rata distribution from TCV VII (A), L.P. ("TCV VII (A)") to its partners, without consideration.
- (4) These shares are directly held by TCV VII (A). Jay C. Hoag is a Class A Director of Management VII and a limited partner of TCM VII. Management VII is the sole general partner of TCM VII, which is the sole general partner of TCV VII (A). Mr. Hoag may be deemed to beneficially own the shares held by TCV VII (A) but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (5) In kind pro-rata distribution from TCV Member Fund, L.P. ("Member Fund") to its partners, without consideration.
- (6) These shares are directly held by Member Fund. Jay C. Hoag is a limited partner of Member Fund and a Class A Director of Management VII. Management VII is a general partner of Member Fund. Mr. Hoag may be deemed to beneficially own the shares held by Member Fund but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (7) Acquisition by the The Hoag Family Trust U/A/ DTD 08/02/1994 pursuant to an in kind pro-rata distribution by Member Fund to its partners, without consideration.
- (8) These shares are held by The Hoag Family Trust U/A DTD 08/02/1994. Jay C. 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.
- (9) Acquisition by the Hamilton Investments II, Limited Partnership pursuant to an in kind pro-rata distribution by Member Fund to its partners, without consideration.
- (10) These shares are held by Hamilton Investments II Limited Partnership. Jay C. Hoag is the general partner of Hamilton Investments II Limited Partnership. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (11) Jay C. Hoag has sole voting and dispositive power over the options he holds directly. However, TCV VII Management, L.L.C. has a right to 100% of the pecuniary interest in such options. Mr. Hoag is a Member of TCV VII Management, L.L.C. Mr. Hoag disclaims beneficial ownership of such options and the shares to be received upon the exercise of such options except to the extent of his pecuniary interest therein.
- (12) These shares are held by Hamilton Investments Limited Partnership. Jay C. 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.
- (13) Not Applicable.

**Reporting Owners**

| Reporting Owner Name / Address                                                              | Relationships |           |         |       |
|---------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                             | Director      | 10% Owner | Officer | Other |
| HOAG JAY C<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO, CA 94301 | X             |           |         |       |

**Signatures****Frederic D. Fenton Authorized signatory for Jay C. Hoag****4/24/2015**

\*\* 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.