

# FORM 4

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

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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 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<br>(Check all applicable)                                                                                                                     |  |
| <b>MATHER ANN</b>                         |  | <b>NETFLIX INC [ NFLX ]</b>                       |  | <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span><br>_____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span> |  |
| (Last) (First) (Middle)                   |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |                                                                                                                                                                                                |  |
| <b>100 WINCHESTER CIRCLE</b>              |  | <b>5/27/2014</b>                                  |  |                                                                                                                                                                                                |  |
| (Street)                                  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                                                                                                                                    |  |
| <b>LOS GATOS, CA 95032</b>                |  |                                                   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br>_____ Form filed by More than One Reporting Person                                                                   |  |
| (City) (State) (Zip)                      |  |                                                   |  |                                                                                                                                                                                                |  |

**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)<br>or 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<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------------|------------------------------|---|-------------------------------------------------------------------------|---------------|----------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                    |                |                                         | Code                         | V | Amount                                                                  | (A) or<br>(D) | Price    |                                                                                                     |                                                                         |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | M                            |   | 380.0<br>( <a href="#">1</a> )                                          | A             | \$92.01  | 380                                                                                                 | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | S                            |   | 380.0<br>( <a href="#">1</a> )                                          | D             | \$401.52 | 0                                                                                                   | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | M                            |   | 460.0<br>( <a href="#">1</a> )                                          | A             | \$76.01  | 460                                                                                                 | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | S                            |   | 460.0<br>( <a href="#">1</a> )                                          | D             | \$401.52 | 0                                                                                                   | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | M                            |   | 451.0<br>( <a href="#">1</a> )                                          | A             | \$77.69  | 451                                                                                                 | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | S                            |   | 451.0<br>( <a href="#">1</a> )                                          | D             | \$401.52 | 0                                                                                                   | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | M                            |   | 624.0<br>( <a href="#">1</a> )                                          | A             | \$56.05  | 624                                                                                                 | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | S                            |   | 624.0<br>( <a href="#">1</a> )                                          | D             | \$401.52 | 0                                                                                                   | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | M                            |   | 626.0<br>( <a href="#">1</a> )                                          | A             | \$55.93  | 626                                                                                                 | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | S                            |   | 626.0<br>( <a href="#">1</a> )                                          | D             | \$401.52 | 0                                                                                                   | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | M                            |   | 642.0<br>( <a href="#">1</a> )                                          | A             | \$54.5   | 642                                                                                                 | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | S                            |   | 642.0<br>( <a href="#">1</a> )                                          | D             | \$401.52 | 0                                                                                                   | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | M                            |   | 516.0<br>( <a href="#">1</a> )                                          | A             | \$67.85  | 516                                                                                                 | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | S                            |   | 516.0<br>( <a href="#">1</a> )                                          | D             | \$401.52 | 0                                                                                                   | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | M                            |   | 556.0<br>( <a href="#">1</a> )                                          | A             | \$62.95  | 556                                                                                                 | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | S                            |   | 556.0<br>( <a href="#">1</a> )                                          | D             | \$401.52 | 0                                                                                                   | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | M                            |   | 430.0<br>( <a href="#">1</a> )                                          | A             | \$81.36  | 430                                                                                                 | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | S                            |   | 430.0<br>( <a href="#">1</a> )                                          | D             | \$401.52 | 0                                                                                                   | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | M                            |   | 484.0<br>( <a href="#">1</a> )                                          | A             | \$72.24  | 484                                                                                                 | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | S                            |   | 484.0<br>( <a href="#">1</a> )                                          | D             | \$401.52 | 0                                                                                                   | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | M                            |   | 521.0<br>( <a href="#">1</a> )                                          | A             | \$67.17  | 521                                                                                                 | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | S                            |   | 521.0<br>( <a href="#">1</a> )                                          | D             | \$401.52 | 0                                                                                                   | D                                                                       |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | M                            |   | 437.0<br>( <a href="#">1</a> )                                          | A             | \$80.09  | 437                                                                                                 | D                                                                       |                                                                   |

**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)<br>or 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<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------------|------------------------------|---|-------------------------------------------------------------------------|---------------|----------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                    |                |                                         | Code                         | V | Amount                                                                  | (A) or<br>(D) | Price    |                                                                                                     |                                                                         |                                                                   |
| Common Stock                       | 5/27/2014      |                                         | S                            |   | 437.0<br>(1)                                                            | D             | \$401.52 | 0                                                                                                   | D                                                                       |                                                                   |

**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. Code<br>(Instr. 8) |   | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(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 |                                                                                                       | Date<br>Exercisable                        | Expiration<br>Date | Title                                                                                      | Amount or<br>Number of<br>Shares |                                                     |                                                                                                                            |                                                                                                       |                                                                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$54.5                                                             | 5/27/2014         |                                         | M                            |   | 642.0 (1)                                                                                             | 8/1/2012                                   | 8/1/2022           | Common<br>Stock                                                                            | 642                              | \$0.0                                               | 0                                                                                                                          | D                                                                                                     |                                                                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$55.93                                                            | 5/27/2014         |                                         | M                            |   | 626.0 (1)                                                                                             | 9/4/2012                                   | 9/4/2022           | Common<br>Stock                                                                            | 626                              | \$0.0                                               | 0                                                                                                                          | D                                                                                                     |                                                                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$56.05                                                            | 5/27/2014         |                                         | M                            |   | 624.0 (1)                                                                                             | 10/1/2012                                  | 10/1/2022          | Common<br>Stock                                                                            | 624                              | \$0.0                                               | 0                                                                                                                          | D                                                                                                     |                                                                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$62.95                                                            | 5/27/2014         |                                         | M                            |   | 556.0 (1)                                                                                             | 6/1/2012                                   | 6/1/2022           | Common<br>Stock                                                                            | 556                              | \$0.0                                               | 0                                                                                                                          | D                                                                                                     |                                                                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$67.17                                                            | 5/27/2014         |                                         | M                            |   | 521.0 (1)                                                                                             | 12/1/2011                                  | 12/1/2021          | Common<br>Stock                                                                            | 521                              | \$0.0                                               | 0                                                                                                                          | D                                                                                                     |                                                                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$67.85                                                            | 5/27/2014         |                                         | M                            |   | 516.0 (1)                                                                                             | 7/2/2012                                   | 7/2/2022           | Common<br>Stock                                                                            | 516                              | \$0.0                                               | 0                                                                                                                          | D                                                                                                     |                                                                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$72.24                                                            | 5/27/2014         |                                         | M                            |   | 484.0 (1)                                                                                             | 1/3/2012                                   | 1/3/2022           | Common<br>Stock                                                                            | 484                              | \$0.0                                               | 0                                                                                                                          | D                                                                                                     |                                                                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$76.01                                                            | 5/27/2014         |                                         | M                            |   | 460.0 (1)                                                                                             | 12/3/2012                                  | 12/3/2022          | Common<br>Stock                                                                            | 460                              | \$0.0                                               | 0                                                                                                                          | D                                                                                                     |                                                                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$77.69                                                            | 5/27/2014         |                                         | M                            |   | 451.0 (1)                                                                                             | 11/1/2012                                  | 11/1/2022          | Common<br>Stock                                                                            | 451                              | \$0.0                                               | 0                                                                                                                          | D                                                                                                     |                                                                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$80.09                                                            | 5/27/2014         |                                         | M                            |   | 437.0 (1)                                                                                             | 11/1/2011                                  | 11/1/2021          | Common<br>Stock                                                                            | 437                              | \$0.0                                               | 0                                                                                                                          | D                                                                                                     |                                                                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$81.36                                                            | 5/27/2014         |                                         | M                            |   | 430.0 (1)                                                                                             | 5/1/2012                                   | 5/1/2022           | Common<br>Stock                                                                            | 430                              | \$0.0                                               | 0                                                                                                                          | D                                                                                                     |                                                                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$92.01                                                            | 5/27/2014         |                                         | M                            |   | 380.0 (1)                                                                                             | 1/2/2013                                   | 1/2/2023           | Common<br>Stock                                                                            | 380                              | \$0.0                                               | 0                                                                                                                          | D                                                                                                     |                                                                    |

**Explanation of Responses:**

(1) Transaction made pursuant to duly adopted trading plan under Rule 10b5-1(c).

**Reporting Owners**

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                            | Director      | 10% Owner | Officer | Other |
| MATHER ANN<br>100 WINCHESTER CIRCLE<br>LOS GATOS, CA 95032 | X             |           |         |       |

**Signatures**

**By: Carole Payne, Authorized Signatory For: Ann Mather**

**5/28/2014**

— 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.

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