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

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: 001-35727

Netflix, Inc.

(Exact name of registrant as specified in its charter)

100 Winchester Circle
Los Gatos, California 95032
(408) 540-3700

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Preferred Share Purchase Rights ⁽¹⁾
(Titles of each class of securities covered by this Form)

Common Stock, par value \$0.001 per share
(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	☒
Rule 12g-4(a)(2)	☐
Rule 12h-3(b)(1)(i)	☐
Rule 12h-3(b)(1)(ii)	☐
Rule 15d-6	☒

Approximate number of holders of record as of the certification or notice date: None

Pursuant to the requirements of the Securities Exchange Act of 1934, Netflix, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: January 27, 2014

By: /s/ David Hyman

Name: David Hyman

Title: General Counsel and Secretary

- (1) The Preferred Share Purchase Rights (the “Rights”) expired on December 30, 2013 pursuant to the terms of the Preferred Shares Rights Agreement, dated as of November 2, 2012, as amended on December 30, 2013, by and between Netflix, Inc. (the “Company”) and Computershare Trust Company, N.A., as rights agent. The Company initially filed a Form 8-A to register the Rights on November 5, 2012.

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.
