SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
September 12, 2018

NETFLIX, INC.

(Exact name of registrant as specified in its charter)

Delaware	001-35727	77-0467272
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

100 Winchester Circle
Los Gatos, CA
95032
(Address of principal executive offices)
(Zip Code)

(408) 540-3700
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 12, 2018, Dr. Mathias Döpfner was appointed to the Board of Directors (the “Board”) of Netflix, Inc. (“Netflix”). His appointment is effective September 18, 2018 and he will hold office as a Class III director. He has not yet been appointed to serve as a member of any Board committees.

Dr. Döpfner, like the Company’s other non-employee directors, will receive stock options pursuant to the Director Equity Compensation Plan. The Director Equity Compensation Plan provides for a monthly grant of stock options to each non-employee director of the Company in consideration for services provided to the Company and subject to the terms and conditions of the Company’s 2011 Stock Plan. The actual number of options to be granted will be determined by the following formula: $25,000 / ([fair market value on the date of grant] x 0.40). Each monthly grant is made on the first trading day of the month, is fully vested upon grant and is exercisable at a strike price equal to the fair market value as reflected by the closing price on the date of the option grant.

As it does with all directors and executive officers, the Company will enter into an indemnification agreement with Dr. Döpfner. The indemnification agreement will require the Company to indemnify Dr. Döpfner, to the fullest extent permitted by Delaware law, for certain liabilities to which he may become subject as a result of his affiliation with the Company. See the Company’s Form of Indemnification Agreement filed with the Securities and Exchange Commission on March 20, 2002 as Exhibit 10.1 to the Registrant’s Registration Statement on Form S-1/A.

There are no related party transactions between the Company and Dr. Döpfner that are subject to disclosure under Item 404(a) of Regulation S-K.

A copy of the press release issued on September 18, 2018, regarding Dr. Döpfner’s appointment to the board is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.02.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibit
99.1	Press Release Issued by Netflix, Inc. on September 18, 2018

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

	NETFLIX, INC.
Date: September 18, 2018	
	/s/ David Hyman
	David Hyman
	General Counsel

Mathias Döpfner Appointed to Netflix Board of Directors

September 18, 2018 - Netflix Inc. today announced the appointment to its board of Directors of Mathias Döpfner , Chairman and CEO of Axel Springer SE.

At Axel Springer, based in Berlin, Döpfner leads Europe's leading digital publishing house, with brands including BILD, DIE WELT, BUSINESS INSIDER and POLITICO Europe.

"We are very pleased to welcome Mathias to the Netflix board," said Netflix co-founder and CEO Reed Hastings. "His leadership at the vanguard of both European business and digital media brings us invaluable perspective and insight as we work to build and constantly improve our business all over the world."

"Netflix is one of a kind," said Mathias Döpfner . "It has created a world leading entertainment service that continues to break new ground for the benefit of creators and consumers. A radically innovative culture and governance are essential parts of its success, and it is a tremendous pleasure and privilege to be part of this journey."

Mathias has been with Axel Springer SE since 1998, initially as editor-in-chief of Die Welt and since 2000 as a member of the Management Board. Since he became CEO of Axel Springer in 2002 he focused on digital transformation, with revenues from digital activities increasing from €117m to €2.5bn, and digital now accounting for 80 percent of the company's EBITDA. He is a member of the Board of Directors of Warner Music Group and a former Director of Time Warner Inc. He studied Musicology, German, and Theatrical Arts in Frankfurt and Boston.

About Netflix

Netflix is the world's leading internet entertainment service with 130 million memberships in over 190 countries enjoying TV series, documentaries and feature films across a wide variety of genres and languages. Members can watch as much as they want, anytime, anywhere, on any internet-connected screen. Members can play, pause and resume watching, all without commercials or commitments.

Media Contact:

Richard Siklos

1-408-540-2629

rsiklos@netflix.com