
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):
January 29, 2013

NETFLIX, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35727
(Commission
File Number)

77-0467272
(I.R.S. Employer
Identification No.)

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

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

(Former name or 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))
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Item 8.01. Other Events.

On January 29, 2013, Netflix, Inc. (the “Company”) issued a press release announcing that it proposes to offer Senior Notes due 2021. A copy of the press release is attached as Exhibit 99.1.

On January 29, 2013, the Company issued a press release announcing the pricing of its offering of its 5.375% Senior Notes due 2021. A copy of the press release is attached as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release issued by Netflix, Inc. on January 29, 2013, announcing that it proposes to offer Senior Notes due 2021.

99.2 Press release issued by Netflix, Inc. on January 29, 2013, announcing pricing of its 5.375% Senior Notes due 2021.

SIGNATURE

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.

/s/ David Hyman

By: David Hyman

Title: General Counsel

Dated: January 29, 2013

Index to Exhibits

- 99.1 Press release issued by Netflix, Inc. on January 29, 2013, announcing that it proposes to offer Senior Notes due 2021.
- 99.2 Press release issued by Netflix, Inc. on January 29, 2013, announcing pricing of its 5.375% Senior Notes due 2021.

Netflix Announces Proposed \$400 Million Offering of Senior Notes

LOS GATOS, CA, January 29, 2013 — Netflix, Inc. (Nasdaq: NFLX) today announced that it intends to offer, subject to market and other considerations, \$400 million aggregate principal amount of senior notes due 2021 (the “Notes”) through an offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States to non-U.S. persons pursuant to Regulation S under the Securities Act.

The interest rate, redemption provisions and other terms of the Notes will be determined by negotiations between Netflix and the initial purchasers.

Netflix will use approximately \$225 million of the net proceeds from this offering to redeem its outstanding 8.50% senior notes due 2017, including expenses associated with such redemption, pursuant to the make-whole provision in the indenture governing such notes and intends to use the remaining net proceeds for general corporate purposes, including capital expenditures, investments, working capital and potential acquisitions and strategic transactions.

This announcement does not constitute an offer to sell or a solicitation of an offer to buy any of the foregoing securities, nor shall there be any offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

The Notes have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements.

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Netflix Prices \$500 Million Offering of 5.375% Senior Notes

LOS GATOS, CA, January 29, 2013 — Netflix, Inc. (Nasdaq: NFLX) today announced the pricing of an offering of \$500 million aggregate principal amount of its 5.375% senior notes due 2021 (the “Notes”). The Notes are being offered to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States to non-U.S. persons pursuant to Regulation S under the Securities Act. The sale of the Notes is expected to close on February 1, 2013, subject to the satisfaction of customary closing conditions. Interest on the Notes will accrue at a rate of 5.375% per year, and will be payable in cash semi-annually in arrears, beginning on August 1, 2013.

The Notes will mature on February 1, 2021, unless earlier repurchased or redeemed. Holders may require Netflix to repurchase their Notes upon the occurrence of certain change of control events at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any.

Netflix will use approximately \$225 million of the net proceeds from this offering to redeem its outstanding 8.50% senior notes due 2017, including expenses associated with such redemption, pursuant to the make-whole provision in the indenture governing such notes, and intends to use the remaining net proceeds for general corporate purposes, including capital expenditures, investments, working capital and potential acquisitions and strategic transactions.

This announcement is neither an offer to sell nor a solicitation to buy any of the foregoing securities, nor shall there be any sale of the securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

The Notes will not be registered under the Securities Act, or any state securities laws, and may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

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