

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

SCHEDULE 14A

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

NETFLIX, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box)

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - 1. Amount Previously Paid:
 - 2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:

*** Exercise Your *Right* to Vote ***

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on June 07, 2013**

NETFLIX, INC.

Meeting Information

Meeting Type: Annual Meeting
For holders as of: April 10, 2013
Date: June 07, 2013 **Time:** 11:00 AM PDT
Location: 100 Winchester Circle
Los Gatos, CA 95032

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to **VIEW** or **RECEIVE**:

1. Notice & Proxy Statement
2. Form 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow → **XXXX XXXX XXXX** (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a **PAPER** or **E-MAIL** Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is **NO** charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) **BY INTERNET:** www.proxyvote.com
- 2) **BY TELEPHONE:** 1-800-579-1639
- 3) **BY E-MAIL***: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → **XXXX XXXX XXXX** (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will **NOT** be forwarded to your investment advisor. Please make the request as instructed above on or before May 26, 2013 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.proxyvote.com or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → **XXXX XXXX XXXX** available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Voting items

The Board of Directors recommends that you vote **FOR** the following:

1. Election of Directors
Nominees
01 Timothy M. Haley 02 Ann Mather 03 Leslie Kilgore

The Board of Directors recommends you vote **FOR** the following proposal(s):

2 To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2013.
3 Advisory approval of the Company's executive officer compensation.

The Board of Directors recommends you vote **AGAINST** the following proposal(s):

4 Consideration of a stockholder proposal to repeal the Company's classified board, if properly presented at the meeting.
5 Consideration of a stockholder proposal regarding majority voting in uncontested director elections, if properly presented at the meeting.
6 Consideration of a stockholder proposal regarding an independent board chair, if properly presented at the meeting.
7 Consideration of a stockholder proposal regarding proxy access for shareholders, if properly presented at the meeting.
8 Consideration of a stockholder proposal regarding simple majority vote right, if properly presented at the meeting.

Voting items Continued

NOTE: To transact such other business as may properly come before the meeting or any adjournment or postponement of the meeting.

Voting Instructions