

[] 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 * SCHUH MICHAEL N (Last) (First) (Middle) 70 WILLOW ROAD, SUITE 200 (Street) MENLO PARK, CA 94025 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol NETFLIX INC [nflx]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director _____ 10% Owner ____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) 11/5/2003		6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/5/2003		J (1)		1216	A	\$58.72	1216	I	Foundation Capital, L.P. (2)
Common Stock	11/5/2003		J (3)		505	A	\$58.72	505	I	Foundation Capital Equity Partners II, LLC (4)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) In-kind distribution from TCV II Strategic Partners, L.P. ("TCV II"). On 11/5/03, TCV II distributed 238,952 shares of stock to its partners, through which Mr. Schuh received 1,216 shares indirectly as Manager of Foundation Capital Management Co., LLC.
- (2) Michael N. Schuh is a Manager of Foundation Capital Management Co., LLC, which is the General Partner of Foundation Capital, L.P. Mr. Schuh disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) In-kind distribution from TCV IV Strategic Partners, L.P. ("TCV IV"). On 11/5/03, TCV IV distributed 861,048 shares of stock to its partners, through which Mr. Schuh received 505 shares indirectly as General Partner of Foundation Capital Equity Partners II, LLC.
- (4) Michael N. Schuh is a General Partner of Foundation Capital Equity Partners II, LLC. Mr. Schuh disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHUH MICHAEL N 70 WILLOW ROAD, SUITE 200 MENLO PARK, CA 94025	X			

Signatures

/s/ Michael N. Schuh
Signature of Reporting Person

11/7/2003
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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.