
**UNITED STATES
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):
October 28, 2009 (October, 2009)**

NETFLIX, INC.

(Exact name of registrant as specified in its charter)

Delaware
**(State or other jurisdiction
of incorporation)**

000-49802
(Commission File Number)

93-0816972
**(I.R.S. Employer
Identification No.)**

**100 Winchester Circle
Los Gatos, CA
95032**
(Address of principal executive offices, including zip code)

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

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 (see General Instruction A.2. below):

- ☐ 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 October 28, 2009, Netflix, Inc. issued a press release announcing that it proposes to offer \$200.0 million aggregate principal amount of its Senior Notes due 2017. A copy of the press release is attached as Exhibit 99.1.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release issued by Netflix, Inc. on October 28, 2009, announcing that it proposes to offer \$200.0 million Senior Notes due 2017.

NETTEL, INC.

Date: October 28, 2009

By: /s/ Barry McCarthy
Barry McCarthy
Chief Financial Officer

EXHIBIT INDEX

99.1 Press release issued by Netflix, Inc. on October 28, 2009, announcing that it proposes to offer \$200.0 million Senior Notes due 2017.

Netflix Proposes to Offer \$200.0 Million Senior Notes due 2017

LOS GATOS, CA, October 28, 2009 — Netflix, Inc. (Nasdaq: NFLX) today announced that it proposes to offer \$200.0 million aggregate principal amount of senior notes, subject to market conditions and other factors. The notes would be due in 2017 and are to be offered and sold 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 notes will be senior unsecured obligations of Netflix. Interest will be payable semi-annually. The interest rate, offering price and other terms will be determined at the time of pricing of the offering.

Netflix intends to use the net proceeds of the offering to repay all outstanding amounts under, and terminate, its Credit Agreement, dated as of September 16, 2009, and for possible future stock repurchases and general corporate purposes, including capital expenditures, 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 notes, 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.