

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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### 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 * |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)                                                                                                                                            |  |
| SARANDOS THEODORE A                       |  | NETFLIX INC [ NFLX ]                              |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chief Content Officer</b> |  |
| (Last) (First) (Middle)                   |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |                                                                                                                                                                                                                       |  |
| 100 WINCHESTER CIRCLE                     |  | 10/22/2013                                        |  |                                                                                                                                                                                                                       |  |
| (Street)                                  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                                                                                                                                                           |  |
| LOS GATOS, CA 95032                       |  |                                                   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                                                       |  |
| (City) (State) (Zip)                      |  |                                                   |  |                                                                                                                                                                                                                       |  |

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

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |               |              | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------------|------------------------------|---|-------------------------------------------------------------------------|---------------|--------------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                    |                |                                         | Code                         | V | Amount                                                                  | (A) or<br>(D) | Price        |                                                                                                     |                                                                         |                                                                   |
| Common Stock                       | 10/22/2013     |                                         | M                            |   | 2451.0<br>(1)                                                           | A             | \$101.99     | 2451                                                                                                | D                                                                       |                                                                   |
| Common Stock                       | 10/22/2013     |                                         | M                            |   | 2330.0<br>(1)                                                           | A             | \$107.29     | 4781                                                                                                | D                                                                       |                                                                   |
| Common Stock                       | 10/22/2013     |                                         | M                            |   | 2280.0<br>(1)                                                           | A             | \$109.66     | 7061                                                                                                | D                                                                       |                                                                   |
| Common Stock                       | 10/22/2013     |                                         | M                            |   | 2454.0<br>(1)                                                           | A             | \$101.88     | 9515                                                                                                | D                                                                       |                                                                   |
| Common Stock                       | 10/22/2013     |                                         | M                            |   | 1853.0<br>(1)                                                           | A             | \$134.91     | 11368                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 10/22/2013     |                                         | M                            |   | 5138.0<br>(1)                                                           | A             | \$113.25     | 16506                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 10/22/2013     |                                         | M                            |   | 6099.0<br>(1)                                                           | A             | \$122.97     | 22605                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 10/22/2013     |                                         | M                            |   | 6652.0<br>(1)                                                           | A             | \$112.75     | 29257                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 10/22/2013     |                                         | M                            |   | 6581.0<br>(1)                                                           | A             | \$113.97     | 35838                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 10/22/2013     |                                         | M                            |   | 218.0<br>(1)                                                            | A             | \$81.36      | 36056                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 10/22/2013     |                                         | M                            |   | 8151.0<br>(1)                                                           | A             | \$92.01      | 44207                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 10/22/2013     |                                         | M                            |   | 7400.0<br>(1)                                                           | D             | \$379.46 (2) | 36807                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 10/22/2013     |                                         | M                            |   | 5100.0<br>(1)                                                           | D             | \$380.93 (3) | 31707                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 10/22/2013     |                                         | M                            |   | 21707.0<br>(1)                                                          | D             | \$381.5 (4)  | 10000                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 10/22/2013     |                                         | M                            |   | 10000.0<br>(1)                                                          | D             | \$387.93     | 0                                                                                                   | D                                                                       |                                                                   |

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

| 1. Title of Derivate<br>Security<br>(Instr. 3)  | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |            | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------------|--------------------------------------------------------------------|-------------------|-----------------------------------------|---------------------------------|---|----------------------------------------------------------------------------------------------------|------------|--------------------------------------------|--------------------|--------------------------------------------------------------------------------------------|----------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
|                                                 |                                                                    |                   |                                         | Code                            | V | (A)                                                                                                | (D)        | Date<br>Exercisable                        | Expiration<br>Date | Title                                                                                      | Amount or<br>Number of<br>Shares |                                                     |                                                                                                                            |                                                                                                       |                                                                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$81.36                                                            | 10/22/2013        |                                         | M                               |   |                                                                                                    | 218.0 (1)  | 5/1/2012                                   | 5/1/2022           | Common<br>Stock                                                                            | 218                              | \$0.0                                               | 0                                                                                                                          | D                                                                                                     |                                                                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$92.01                                                            | 10/22/2013        |                                         | M                               |   |                                                                                                    | 8151.0 (1) | 1/2/2013                                   | 1/2/2023           | Common<br>Stock                                                                            | 8151                             | \$0.0                                               | 0                                                                                                                          | D                                                                                                     |                                                                    |

| 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 | (A)                                                                                    | (D)        | Date Exercisable                        | Expiration Date | Title                                                                             | Amount or Number of Shares |                                            |                                                                                                    |                                                                                  |                                                        |
| Non-Qualified Stock Option (right to buy)                                                                            | \$101.88                                               | 10/22/2013     |                                   | M                         |   |                                                                                        | 2454.0 (U) | 8/2/2010                                | 8/2/2020        | Common Stock                                                                      | 2454                       | \$0.0                                      | 0                                                                                                  | D                                                                                |                                                        |
| Non-Qualified Stock Option (right to buy)                                                                            | \$101.99                                               | 10/22/2013     |                                   | M                         |   |                                                                                        | 2451.0 (U) | 5/3/2010                                | 5/3/2020        | Common Stock                                                                      | 2451                       | \$0.0                                      | 0                                                                                                  | D                                                                                |                                                        |
| Non-Qualified Stock Option (right to buy)                                                                            | \$107.29                                               | 10/22/2013     |                                   | M                         |   |                                                                                        | 2330.0 (U) | 6/1/2010                                | 6/1/2020        | Common Stock                                                                      | 2330                       | \$0.0                                      | 0                                                                                                  | D                                                                                |                                                        |
| Non-Qualified Stock Option (right to buy)                                                                            | \$109.66                                               | 10/22/2013     |                                   | M                         |   |                                                                                        | 2280.0 (U) | 7/1/2010                                | 7/1/2020        | Common Stock                                                                      | 2280                       | \$0.0                                      | 0                                                                                                  | D                                                                                |                                                        |
| Non-Qualified Stock Option (right to buy)                                                                            | \$112.75                                               | 10/22/2013     |                                   | M                         |   |                                                                                        | 6652.0 (U) | 3/1/2012                                | 3/1/2022        | Common Stock                                                                      | 6652                       | \$0.0                                      | 0                                                                                                  | D                                                                                |                                                        |
| Non-Qualified Stock Option (right to buy)                                                                            | \$113.25                                               | 10/22/2013     |                                   | M                         |   |                                                                                        | 5138.0 (U) | 10/3/2011                               | 10/3/2021       | Common Stock                                                                      | 5138                       | \$0.0                                      | 0                                                                                                  | D                                                                                |                                                        |
| Non-Qualified Stock Option (right to buy)                                                                            | \$113.97                                               | 10/22/2013     |                                   | M                         |   |                                                                                        | 6581.0 (U) | 4/2/2012                                | 4/2/2022        | Common Stock                                                                      | 6581                       | \$0.0                                      | 0                                                                                                  | D                                                                                |                                                        |
| Non-Qualified Stock Option (right to buy)                                                                            | \$122.97                                               | 10/22/2013     |                                   | M                         |   |                                                                                        | 6099.0 (U) | 2/1/2012                                | 2/1/2022        | Common Stock                                                                      | 6099                       | \$0.0                                      | 0                                                                                                  | D                                                                                |                                                        |
| Non-Qualified Stock Option (right to buy)                                                                            | \$134.91                                               | 10/22/2013     |                                   | M                         |   |                                                                                        | 1853.0 (U) | 9/1/2010                                | 9/1/2020        | Common Stock                                                                      | 1853                       | \$0.0                                      | 0                                                                                                  | D                                                                                |                                                        |

#### Explanation of Responses:

- Transaction made pursuant to duly adopted trading plan under Rule 10b5-1(c).
- This transaction was executed in multiple trades at prices ranging from \$379.10 to \$380.09. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$380.10 to \$381.06. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$381.13 to \$381.75. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

#### Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                       |       |
|---------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                     | Director      | 10% Owner | Officer               | Other |
| SARANDOS THEODORE A<br>100 WINCHESTER CIRCLE<br>LOS GATOS, CA 95032 |               |           | Chief Content Officer |       |

#### Signatures

By: David Hyman, Authorized Signatory For: Theodore A. Sarandos

10/24/2013

\*\*Signature of Reporting Person

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.

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