SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D/A

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 1)*

Netflix, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

64110L106

(CUSIP Number)

Theodore R. Meyer 70 Willow Road, Suite 200 Menlo Park, CA 94024 650/614-0500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 4, 2003

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

(Page 1 of 13 Pages)

CUSIP	No. 64110	L106	SCH	EDULE 13D/A		Page 2 o	f 13	Pages
1	NAMES OF I.R.S. ID		G PERSONS TION NOS. OF A	BOVE PERSONS	(ENTITIES O	NLY)		
	Foundatio	n Capita	l II, L.P.		94-3294074			
2	CHECK THE	APPROPE	IATE BOX IF A N	MEMBER OF A	GROUP*			
							(a (b	: :
3	SEC USE O	NLY						
4	SOURCE OF	FUNDS*						
	WC							
5	CHECK BOX		LOSURE OF LEGAI	PROCEEDING	S IS REQUIRE	D PURSUAN	т	_
6	CITIZENSH	IP OR PI	ACE OF ORGANIZA	ATION				
	Delaware,	United	States of Ameri	ica				
		7	SOLE VOTING PO	OWER				
			0 shares					
	MBER OF HARES FICIALLY	8	SHARED VOTING	POWER				
BENEF			0 shares					
E	ED BY ACH	9	SOLE DISPOSITI	IVE POWER				
PE	ORTING RSON		0 shares					
W.	ITH	10	SHARED DISPOSE	ITIVE POWER				
			0 shares					
11	AGGREGATE	AMOUNT	BENEFICIALLY OW	NNED BY EACH	REPORTING P	ERSON		
	0 shares							
12	CHECK BOX CERTAIN S		aggregate amoun	NT IN ROW (1	1) EXCLUDES			_
13	PERCENT O	F CLASS	 REPRESENTED BY	AMOUNT IN R	OW (11)			
	0% 							
14	TYPE OF R	EPORTING	PERSON*					
	PN							

CUSIP N	No. 64110	L106	SCHEDULE 13D/A	Page 3 of 13 Pages				
	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)							
E	Foundation		l II Entrepreneurs Fund, L.L.C.	94-3301748				
2 (CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP*	(a) _ (b) X				
3 5	SEC USE O							
4 5	SOURCE OF	FUNDS*						
V	WC							
	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)							
6 (CITIZENSH	IP OR PL	ACE OF ORGANIZATION					
I	Delaware,	United	States of America					
		7	SOLE VOTING POWER					
			0 shares					
NUMBE SHAF	ER OF RES	8	SHARED VOTING POWER					
BENEFIC OWNEI	CIALLY D BY		0 shares					
EAC REPOR	CH RTING	9	SOLE DISPOSITIVE POWER					
PERS WIT			0 shares					
		10	SHARED DISPOSITIVE POWER					
			0 shares					
11 A	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PER	RSON				
(Shares							
	CHECK BOX CERTAIN S		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	_				
13 I	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (11)					
(0%							
14 7	TYPE OF R	EPORTING	PERSON*					
I	PN							

CUSIP	No. 64110	L106	SCHEDULE 13D/A	Page 4 of 13 Pages
1			G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES O	NLY)
	Foundatio	n Capita	l II Principals Fund, L.L.C.	94-3296579
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP*	(a) _ (b) x
3	SEC USE C	NLY		
4	SOURCE OF	' FUNDS*		
5	CHECK BOX		LOSURE OF LEGAL PROCEEDINGS IS REQUIRE	D PURSUANT
6			ACE OF ORGANIZATION	
	Delaware,	United	States of America	
		7	SOLE VOTING POWER 0 shares	
SH. BENEF	BER OF ARES ICIALLY ED BY	8	SHARED VOTING POWER 0 shares	
E. REP PE:	ACH ORTING RSON	9	SOLE DISPOSITIVE POWER 0 shares	
W	ITH	10	SHARED DISPOSITIVE POWER 0 shares	
11	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING P	ERSON
12	CHECK BOX		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	I_I
13	PERCENT C	F CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
 14	TYPE OF R	EPORTING	PERSON*	
	PN 			

CUSI	P No. 64110	L106	SCHEDULE 13D/A P	age 5 of 13 Pages				
1	NAMES OF I		NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONL	Y)				
	Foundation	n Capita	al Management Co. II, L.L.C.	94-3294072				
2	CHECK THE	APPROPI	RIATE BOX IF A MEMBER OF A GROUP*	(a) _ (b) X				
3	SEC USE O	NLY						
4	SOURCE OF	FUNDS*						
	WC							
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)							
6	CITIZENSH	IP OR PI	JACE OF ORGANIZATION					
	Delaware,	United	States of America					
		7	SOLE VOTING POWER					
			0 shares					
	MBER OF HARES	8	SHARED VOTING POWER					
BENE	FICIALLY NED BY		0 shares					
I	EACH PORTING	9	SOLE DISPOSITIVE POWER					
PI	ERSON VITH		0 shares					
V	VIIH	10	SHARED DISPOSITIVE POWER					
			0 shares					
11	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PER	SON				
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12	CHECK BOX		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	_				
13	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (11)					
	0%							
14	TYPE OF R	EPORTING	PERSON*					
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CUSI	P No. 641101	L106	SCHEDULE 13D/A	Page 6 of 13 Pages
1	NAMES OF I		IG PERSONS TION NOS. OF ABOVE PERSONS (ENTIT	IES ONLY)
	Foundation	n Capita	l Leadership Fund, L.P. 94-337	0925
2	CHECK THE	APPROPI	LIATE BOX IF A MEMBER OF A GROUP*	·
				(a) _ (b) X
3	SEC USE O	NLY		
4	SOURCE OF	FUNDS*		
	WC			
5	CHECK BOX TO ITEM 2		CLOSURE OF LEGAL PROCEEDINGS IS RE	QUIRED PURSUANT
6	CITIZENSH	IP OR P	ACE OF ORGANIZATION	
	Delaware,	United	States of America	
		7	SOLE VOTING POWER	
			0 shares	
NUI	MBER OF	8	SHARED VOTING POWER	
BENE	HARES FICIALLY		0 shares	
	NED BY EACH	9	SOLE DISPOSITIVE POWER	
	PORTING ERSON		0 shares	
1	WITH	10	SHARED DISPOSITIVE POWER	
			0 shares	
11	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORT	ING PERSON
	0 shares			
12	CHECK BOX		AGGREGATE AMOUNT IN ROW (11) EXCL	UDES
13	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
	0%			
14	TYPE OF RI	EPORTING	PERSON*	
	PN			

CUSIP	No. 64110L	106	SCHEDULE 13D/A	Page	7 of 13 P	ages			
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)								
	Foundation	Capita	l Leadership Principals Fund, L.L	.C.		483			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* $ \begin{array}{c c} (a) & _ \\ (b) & X \end{array} $								
3	SEC USE ONLY								
4	SOURCE OF	FUNDS*							
	WC								
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _								
6	CITIZENSHI	P OR PL	ACE OF ORGANIZATION						
	Delaware,	United	States of America						
		7	SOLE VOTING POWER						
			0 shares						
	BER OF	8	SHARED VOTING POWER						
BENEF	CIALLY ED BY		0 shares						
E REP	ACH ORTING	9	SOLE DISPOSITIVE POWER						
	RSON ITH	1.0	0 shares						
		10	SHARED DISPOSITIVE POWER						
 11	ACCRECATE		0 sharesBENEFICIALLY OWNED BY EACH REPORT:	INC DEDCON					
11	0 shares	AMOONI	DENEFICIALLI OWNED DI EACH REFORT.	ING FERSON					
 12			AGGREGATE AMOUNT IN ROW (11) EXCLU	IDES					
	CERTAIN SH			3225		_			
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)						
	0%								
14	TYPE OF RE	PORTING	PERSON*						
	PN								

CUSIF	No. 641101	106	SCHEDULE 13D/A	Page 8	of 13 P	ages
1	NAMES OF F		NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES C)NLY)		
	FC Leaders	ship Mar	nagement Co., L.L.C. 91	-2076858	1	
2	CHECK THE	APPROPI	RIATE BOX IF A MEMBER OF A GROUP*		(a) (b)	_ x
3	SEC USE ON	ILY				
4	SOURCE OF	FUNDS*				
	WC					
5	CHECK BOX TO ITEM 2(CLOSURE OF LEGAL PROCEEDINGS IS REQUIRE	D PURSUA	NT	_
6	CITIZENSHI	P OR PI	ACE OF ORGANIZATION			
	Delaware,	United	States of America			
		7	SOLE VOTING POWER			
			0 shares			
	MBER OF HARES	8	SHARED VOTING POWER			
BENEF	FICIALLY NED BY		0 shares			
E	EACH PORTING	9	SOLE DISPOSITIVE POWER			
PE	ERSON VITH		0 shares			
•	V I I I I	10	SHARED DISPOSITIVE POWER			
			0 shares			
11	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING E	ERSON		
	0 shares					
12	CHECK BOX CERTAIN SH		AGGREGATE AMOUNT IN ROW (11) EXCLUDES			_
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)			
	0%					
14	TYPE OF RE	PORTING	PERSON*			
	PN					

Security and Issuer

This Amendment No. 1 to Schedule 13D is being filed on behalf of the undersigned to amend the Schedule 13D originally filed on February 14, 2002 (the "Schedule 13D"). Unless otherwise indicated, all capitalized terms used herein but not defined shall have the same meaning as set forth in the Schedule 13D.

- (a) Name of the Issuer: Netflix, Inc. (the "Issuer")
- (b) Title of Security:

Common Stock, par value \$0.001 per share (the "Common Stock")

(c) The Issuer's principal executive office: 970 University Avenue Los Gatos, CA 95032

Identity and Background Item 2

(a) Name:

> Foundation Capital II, L.P. ("FC2") Foundation Capital II Entrepreneurs Fund, L.L.C. ("FC2E") Foundation Capital II Principals Fund, L.L.C. ("FC2P") Foundation Capital Management Co. II, L.L.C. ("FC2M") Foundation Capital Leadership Fund, L.P. ("FCL") Foundation Capital Leadership Principals Fund, L.L.C. ("FCLP") FC Leadership Management Co., L.L.C. ("FCLM")

(b) Residence or business address:

> c/o Foundation Capital 70 Willow Road, Suite 200 Menlo Park, CA 94025

(c) Principal Business/Principal Occupation:

> The principal business of FC2, FC2E and FC2P is acting as venture capital investment vehicles. FC2M serves as the sole general partner of FC2 and the sole manager of FC2E and FC2P. The principal business of FCL and FCLP is acting as venture capital investment vehicles. FCLMserves as the sole general partner of FCL and the sole manager of FCLP.

(d) Convictions in criminal proceedings in the last 5 years:

None.

Judgments for violations of Securities Laws in the last 5 years: (e)

None.

(f) Citizenship:

> Entities: FC2 Delaware FC2E Delaware FC2P Delaware

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	FC2M	=	Delaware		
	FCL	_	Delaware		
	FCLP	_	Delaware		
	FCLM	_	Delaware		

Item 3 Source and Amount of Funds or Other Consideration

Not applicable.

Item 4 Purpose of Transaction

FC2, FC2E, FC2P, FC2M, FCL, FCLP and FCLM acquired the Common Stock for investment purposes.

Subject to applicable legal requirements, Reporting Persons may purchase additional Common Stock from time to time in open market or in private transactions, depending on their evaluation of Issuer's business, prospects and financial condition, the market for the Common Stock, other developments concerning Issuer, the reaction of Issuer to Reporting Person's ownership of Common Stock, other opportunities available to Reporting Persons, and general economic, money market and stock market conditions. In addition, depending upon the factors referred to above, Reporting Persons may dispose of all or a portion of their Common Stock at any time.

Other than as described in this Item 4, Reporting Persons do not have any plan or proposal relating to, or that would result in, any event described in (a)-(j) of this Item 4.

As part of in-kind pro-rata distributions to their partners, the Reporting Persons listed below distributed the following shares to their limited and general partners, without consideration:

Date	FC2	FC2E	FC2P	FC2M	FCL	FCLP	FCLM
April 25,2003	0	0	0	0	700,000	39,436	0
May 13, 2003	450,000	109,692	54,844	0	0	0	0
October 16, 2003	402,397	0	0	80,000	420,750	0	4,250
November 4, 2003	0	0	0	0	420,205	0	4,245

On April 25, 2003 FCL net exercised a warrant to purchase Common Stock and as a result surrendered 590,201 shares of Common Stock underlying the warrant and received 505,200 Warrant Shares upon exercise. On April 25, 2003 FCLP net exercised a warrant to purchase Common Stock and as a result surrendered 40,000 shares of Common Stock underlying the warrant and received 34,236 Warrant Shares upon exercise. On October 16, 2003 FCL net exercised a warrant to purchase Common Stock and as a result surrendered 458,973 shares of Common Stock underlying the warrant and received 425,000 Warrant Shares upon exercise. On November 4, 2003 FCL net exercised a warrant to purchase Common Stock and as a result surrendered 450,797 shares of Common Stock underlying the warrant and received 424,450 Warrant Shares upon exercise.

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Item 5 Interest in Securities of the Issuer

Effective November 4, 2003, the Reporting Persons ceased to beneficially own 5% of the Common Stock and accordingly this Amendment is the Reporting Persons' final amendment to the Schedule 13D. The following information sets forth the beneficial ownership of the Common Stock of the Issuer by each of the Reporting Persons as of December 31, 2003:

Ownership/Power	FC2	FC2E	FC2P	====== FC2M	FCL	FCLP	FCLM
Beneficial Ownership	0	0	0	0	0	0	0
Percentage of Class	0	0	0	0	0	0	0
Sole Voting Power	0	0	0	0	0	0	0
Shared Voting Power	0	0	0	0	0	0	0
Sole Dispositive Power	0	0	0	0	0	0	0
Shared Dispositive Power	0	0	0	0	0	0	0

Item 6 Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Not applicable.

Item 7 Material to be filed as Exhibits

Exhibit A: Joint Filing Statement

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2004

Foundation Capital Management Co. II, L.L.C.

By: /s/ William B. Elmore

Member

Foundation Capital II, L.P.

Foundation Capital Management Co. II, L.L.C.

its General Partner

By: /s/ William B. Elmore

Member

Foundation Capital II Entrepreneurs Fund, L.L.C.

Foundation Capital Management Co. II, L.L.C.

its Manager

By: /s/ William B. Elmore

Member

Foundation Capital II Principals, L.L.C.

Foundation Capital Management Co. II, L.L.C. By:

its Manager

/s/ William B. Elmore By:

Member

FC Leadership Management Co., L.L.C.

/s/ William B. Elmore By:

Member

Foundation Capital Leadership Fund, L.P.

FC Leadership Management Co., L.L.C.

its General Partner

By: /s/ William B. Elmore

Member

Foundation Capital Leadership Principals Fund, L.L.C.

By: FC Leadership Management Co., L.L.C.

its Manager

/s/ William B. Elmore By:

Member

Exhibit A

We, the undersigned, hereby express our agreement that the attached Amendment to Schedule 13D relating to the Common Stock of Netflix, Inc. is filed on behalf of each of us.

Dated: February 13, 2004

Foundation Capital Management Co. II, L.L.C.

By: /s/ William B. Elmore

Member

Foundation Capital II, L.P.

Foundation Capital Management Co. II, L.L.C.

its General Partner

/s/ William B. Elmore By:

Member

Foundation Capital II Entrepreneurs Fund, L.L.C.

Foundation Capital Management Co. II, L.L.C. By:

its Manager

By: /s/ William B. Elmore

Member

Foundation Capital II Principals Fund, L.L.C.

Foundation Capital Management Co. II, L.L.C.

its Manager

By: /s/ William B. Elmore

Member

FC Leadership Management Co., L.L.C.

By: /s/ William B. Elmore

Member

Foundation Capital Leadership Fund, L.P.

FC Leadership Management Co., L.L.C.

its General Partner

By: /s/ William B. Elmore

Foundation Capital Leadership Principals Fund, L.L.C.

FC Leadership Management Co., L.L.C. By:

its Manager

/s/ William B. Elmore By:

Member