NETFLIX INC Form 4/A November 22, 2006

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **HOAG JAY C**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

NETFLIX INC [NFLX]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X Director _X__ 10% Owner Officer (give title __X_ Other (specify

C/O TECHNOLOGY CROSSOVER **VENTURES, 528 RAMONA**

06/29/2006

below) May be part of 13(g) group

STREET

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year) 06/30/2006

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

below)

PALO ALTO, CA 94301

(City)	(State)	(Zip) Tal	ole I - Non	-Derivative Se	curiti	es Acqı	uired, Disposed o	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities a coror Disposed of (Instr. 3, 4 and	of (D)	red (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock (1) (2)	06/29/2006		X	24,060	A	\$ 1.5	24,060	I	TCV II, V.O.F. (9)
Common Stock (1) (2)	06/29/2006		F	1,317	D	(10)	22,743	I	TCV II, V.O.F. <u>(9)</u>
Common Stock (1)	06/29/2006		X	740,733	A	\$ 1.5	740,733	I	Technology Crossover Ventures II, L.P. (11)

06/29/2006	F	40,536	D	(10)	700,197	I	Technology Crossover Ventures II, L.P. (11)
06/29/2006	X	113,095	A	\$ 1.5	113,095	I	Technology Crossover Ventures II, C.V. (12)
06/29/2006	F	6,189	D	(10)	106,906	I	Technology Crossover Ventures II, C.V. (12)
06/29/2006	X	569,485	A	\$ 1.5	569,485	I	TCV II (Q), L.P. <u>(13)</u>
06/29/2006	F	31,164	D	(10)	538,321	I	TCV II (Q), L.P. <u>(13)</u>
06/29/2006	X	101,063	A	\$ 1.5	101,063	I	TCV II Strategic Partners, L.P. (14)
06/29/2006	F	5,531	D	(10)	95,532	I	TCV II Strategic Partners, L.P. (14)
06/29/2006	X	6,942,574	A	\$ 1.5	9,318,184	I	TCV IV, L.P. <u>(15)</u>
06/29/2006	F	379,919	D	<u>(10)</u>	8,938,265	I	TCV IV, L.P. (15)
06/29/2006	X	258,878	A	\$ 1.5	347,464	I	TCV IV Strategic Partners, L.P. (16)
06/29/2006	F	14,167	D	(10)	333,297	I	TCV IV Strategic Partners, L.P. (16)
	06/29/2006 06/29/2006 06/29/2006 06/29/2006 06/29/2006 06/29/2006 06/29/2006	06/29/2006	06/29/2006 X 113,095 06/29/2006 F 6,189 06/29/2006 X 569,485 06/29/2006 F 31,164 06/29/2006 X 101,063 06/29/2006 X 6,942,574 06/29/2006 F 379,919 06/29/2006 X 258,878	06/29/2006 X 113,095 A 06/29/2006 F 6,189 D 06/29/2006 X 569,485 A 06/29/2006 F 31,164 D 06/29/2006 X 101,063 A 06/29/2006 F 5,531 D 06/29/2006 X 6,942,574 A 06/29/2006 F 379,919 D 06/29/2006 X 258,878 A	06/29/2006 X 113,095 A \$ 1.5 06/29/2006 F 6,189 D 40 06/29/2006 X 569,485 A \$ 1.5 06/29/2006 F 31,164 D 40 06/29/2006 X 101,063 A \$ 1.5 06/29/2006 F 5,531 D 40 06/29/2006 X 6,942,574 A \$ 1.5 06/29/2006 F 379,919 D 40 06/29/2006 X 258,878 A \$ 1.5	06/29/2006 X 113,095 A \$ 113,095 06/29/2006 F 6,189 D 106,906 06/29/2006 X 569,485 A \$ 569,485 06/29/2006 F 31,164 D 100 538,321 06/29/2006 X 101,063 A \$ 1.5 101,063 06/29/2006 F 5,531 D 100 95,532 06/29/2006 X 6,942,574 A \$ 9,318,184 06/29/2006 F 379,919 D 100 8,938,265 06/29/2006 X 258,878 A \$ 347,464	06/29/2006 X 113,095 A \$ 113,095 I 06/29/2006 F 6,189 D 106,906 I 06/29/2006 X 569,485 A \$ 569,485 I 06/29/2006 F 31,164 D 100 538,321 I 06/29/2006 X 101,063 A \$ 101,063 I 06/29/2006 F 5,531 D 100 95,532 I 06/29/2006 X 6,942,574 A \$ 9,318,184 I 06/29/2006 F 379,919 D 100 8,938,265 I 06/29/2006 X 258,878 A \$ 347,464 I

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

SEC 1474 (9-02)

number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	unt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						· ·
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships					
reporting owner runner reducess	Director	10% Owner	Officer	Other			
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X		May be part of 13(g) group			
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(g) group			
TECHNOLOGY CROSSOVER MANAGEMENT IV LLC C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(g) group			
TCV IV LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(g) group			
TCV IV STRATEGIC PARTNERS LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(g) group			

Reporting Owners 3

Signatures

Carla S. Newell Authorized signatory for Jay C. Hoag					
**Signature of Reporting Person	Date				
Carla S. Newell Authorized signatory for Richard H. Kimball	11/22/2006				
**Signature of Reporting Person	Date				
Carla S. Newell Authorized signatory for Technology Crossover Management IV, L.L.C.	11/22/2006				
**Signature of Reporting Person	Date				
Carla S. Newell Authorized signatory for TCV IV, L.P.	11/22/2006				
**Signature of Reporting Person	Date				
Carla S. Newell Authorized signatory for TCV IV Strategic Partners, L.P.	11/22/2006				
**Signature of Reporting Person	Date				

Explanation of Responses:

- * 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).
- The original Form 4 reported the net number of shares acquired pursuant to the "net exercise" provision of the warrant. This amended

 (1) Form 4 is being filed solely for the purpose of reporting the gross number of shares acquired and the number of shares surrendered back to the Issuer pursuant to such exercise. The total net number of shares acquired pursuant to the warrant has not changed.
- (2) The reporting person acquired 24,060 shares and surrendered back to the Issuer 1,317 shares, for a net exercise of 22,743 shares.
- (3) The reporting person acquired 740,733 shares and surrendered back to the Issuer 40,536 shares, for a net exercise of 700,197 shares.
- (4) The reporting person acquired 113,095 shares and surrendered back to the Issuer 6,189 shares, for a net exercise of 106,906 shares.
- (5) The reporting person acquired 569,485 shares and surrendered back to the Issuer 31,164 shares, for a net exercise of 538,321 shares.
- (6) The reporting person acquired 101,063 shares and surrendered back to the Issuer 5,531 shares, for a net exercise of 95,532 shares.
- (7) The reporting person acquired 6,942,574 shares and surrendered back to the Issuer 379,919 shares, for a net exercise of 6,562,655 shares
- (8) The reporting person acquired 258,878 shares and surrendered back to the Issuer 14,167 shares, for a net exercise of 244,711 shares.
- These shares are held directly by TCV II, V.O.F. Jay C. Hoag ("Hoag") and Richard H. Kimball ("Kimball") are managing members of Technology Crossover Management II, L.L.C. ("TCM II") which is the sole investment general partner of TCV II, V.O.F. Hoag, Kimball and TCM II may be deemed to beneficially own the shares held by TCV II, V.O.F. but Hoag, Kimball and TCM II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (10) Not applicable.
- These shares are held directly by Technology Crossover Ventures II, L.P. ("TCV II, L.P."). Hoag and Kimball are managing members of TCM II which is the sole general partner of TCV II, L.P. Hoag, Kimball, and TCM II may be deemed to beneficially own the shares held by TCV II, L.P. but Hoag, Kimball and TCM II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- These shares are held directly by Technology Crossover Ventures II, C.V. ("TCV II, C.V."). Hoag and Kimball are managing members of TCM II which is the sole investment general partner of TCV II, C.V. Hoag, Kimball and TCM II may be deemed to beneficially own the shares held by TCV II, C.V. but Hoag, Kimball and TCM II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(13)

Signatures 4

These shares are held directly by TCV II (Q), L.P. Hoag and Kimball are managing members of TCM II which is the sole general partner of TCV II (Q), L.P. Hoag, Kimball, and TCM II may be deemed to beneficially own the shares held by TCV II (Q), L.P. but Hoag, Kimball and TCM II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

- These shares are held directly by TCV II Strategic Partners, L.P. ("TCV II, S.P."). Hoag and Kimball are managing members of TCM II which is the sole general partner of TCV II, S.P. Hoag, Kimball and TCM II may be deemed to beneficially own the shares held by TCV II, S.P. but Hoag, Kimball and TCM II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- These shares are held directly by TCV IV, L.P. Hoag and Kimball are managing members of Technology Crossover Management IV,
 L.L.C. ("TCM IV") which is the sole general partner of TCV IV, L.P. Hoag, Kimball, and TCM IV may be deemed to beneficially own the shares held by TCV IV, L.P. but Hoag, Kimball and TCM IV disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- These shares are held directly by TCV IV Strategic Partners, L.P. ("TCV IV, S.P."). Hoag and Kimball are managing members of TCM

 IV which is the sole general partner of TCV IV, S.P. Hoag, Kimball and TCM IV may be deemed to beneficially own the shares held by TCV IV, S.P. but Hoag, Kimball and TCM IV disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.