

NETFLIX INC
Form 4
July 05, 2017

FORM 4

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BARTON RICHARD N

(Last) (First) (Middle)
100 WINCHESTER CIRCLE
(Street)

LOS GATOS, CA 95032

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETFLIX INC [NFLX]

3. Date of Earliest Transaction
(Month/Day/Year)
07/03/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price

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 number.

SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARTON RICHARD N 100 WINCHESTER CIRCLE LOS GATOS, CA 95032		X		

Signatures

By: Carole Payne, Authorized Signatory For: Richard N. Barton 07/05/2017

____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).

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.

12/31/17⁽⁴⁾

(\$)

Involuntary

Termination not

for Cause

(\$)

Change of Control⁽¹⁾
(\$)

Cash Severance (Three years Base Salary and Target EIP, Plus Pro rata EIP)

N/A N/A N/A 2,839,200

PSU Vesting, Assuming Termination of Employment

2,292,549 5,660,857 3,946,785 3,381,738

Three Years Pension Credit

N/A N/A N/A 481,333

Three Years Health and Welfare Benefits⁽²⁾

N/A N/A N/A 87,643

Outplacement at Maximum

N/A N/A N/A 30,000

Excise Tax and Gross-up

N/A N/A N/A 3,619,416

Total

2,292,549 5,660,857 3,946,785 10,439,330

MOEHN

Component of Pay	Death (\$)	Disability (\$)	Retirement	Involuntary	Change of Control ⁽¹⁾ (\$)
			at Age at 12/31/17 ⁽³⁾ (\$)	Termination not for Cause (\$)	
Cash Severance (Three years Base Salary and Target EIP, Plus Pro rata EIP)	N/A	N/A		N/A	2,968,000
PSU Vesting, Assuming Termination of Employment	2,488,152	6,185,043		N/A	3,693,535
Three Years Pension Credit	N/A	N/A		N/A	386,958
Three Years Health and Welfare Benefits ⁽²⁾	N/A	N/A		N/A	65,691

Explanation of Responses:

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Outplacement at Maximum	N/A	N/A		N/A	30,000
Excise Tax and Gross-up	N/A	N/A		N/A	3,750,130
Total	2,488,152	6,185,043		N/A	10,894,314

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NELSON

Component of Pay	Death (\$)	Disability (\$)	Retirement	Involuntary	Change of Control ⁽¹⁾ (\$)
			at Age at 12/31/17 ⁽⁴⁾ (\$)	Termination not for Cause (\$)	
Cash Severance (Three years Base Salary and Target EIP, Plus Pro rata EIP)	N/A	N/A	N/A		2,749,600
PSU Vesting, Assuming Termination of Employment	2,157,010	5,279,133	3,709,822		3,153,235
Three Years Pension Credit	N/A	N/A	N/A		499,623
Three Years Health and Welfare Benefits ⁽²⁾	N/A	N/A	N/A		87,743
Outplacement at Maximum	N/A	N/A	N/A		30,000
Excise Tax and Gross-up	N/A	N/A	N/A		3,247,087
Total	2,157,010	5,279,133	3,709,822		9,767,288

(1) Indicates Change of Control amounts payable to NEOs pursuant to the Change of Control Plan, assuming that the Company ceases to exist or is no longer publicly traded on the NYSE or NASDAQ after the Change of Control.

(2) Health and welfare benefits figures reflect the estimated lump-sum present value of all future premiums which will be paid on behalf of or to the NEOs under our welfare benefit plans. These amounts, however, would not actually be paid as a cash lump sum upon a Change of Control and termination of employment.

(3) Messrs. Lyons and Moehn are not retirement-eligible. Therefore, no PSU vesting is shown upon retirement for them.

(4) The estimated number of PSUs that would be payable upon retirement at December 31, 2017 for Messrs. Baxter, Mark and Nelson is calculated according to the schedule following *Termination Other Than for Change of Control* above, depending on their respective ages at December 31, 2017. Where performance was estimated, it was estimated at 197.5 percent payout for the 2016 PSU award and 122.5 percent payout for the 2017 PSU award.

CEO PAY RATIO

We are providing the following information to comply with Item 402(u) of Regulation S-K:

For 2017, our median annual total compensation of all employees other than our CEO was \$122,003. We calculated the median employee's annual total compensation based on the rules for determining annual total compensation of our named executive officers, which includes base salary, incentive compensation, change in pension value, and other elements of pay, such as 401(k) employer match, stock awards, or overtime, as applicable. The annual total compensation of our CEO was \$8,080,790 and the ratio of our CEO's compensation to the median employee was 66 to 1. The pay ratio disclosed is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K.

We identified our median employee as of October 1, 2017, using our entire workforce of approximately 8,600 full, part-time and temporary employees and base salary for the period of January 1, 2016 to December 31, 2016, rounded to the nearest \$100.

SEC rules for identifying the median employee and calculating the pay ratio allow companies to apply various methodologies and various assumptions and, as a result, the pay ratio reported by the Company may not be comparable to the pay ratio reported by other companies.

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AUDIT AND RISK COMMITTEE REPORT

The information contained in the following Audit and Risk Committee Report shall not be deemed to be soliciting material or filed or incorporated by reference in future filings with the SEC, or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that the Company specifically incorporates it by reference into a document filed under the Securities Act of 1933, as amended, or the Exchange Act.

AUDIT AND RISK COMMITTEE REPORT

The Audit and Risk Committee reviews Ameren Corporation's (Ameren) financial reporting process on behalf of the Board of Directors. In fulfilling its responsibilities, the Audit and Risk Committee reviewed and discussed the audited financial statements included in the 2017 Form 10-K with Ameren's management and the independent registered public accounting firm. Management is responsible for the financial statements and the reporting process, as well as maintaining effective internal control over financial reporting and assessing such effectiveness. The independent registered public accounting firm is responsible for expressing an opinion on the conformity of those audited financial statements with accounting principles generally accepted in the United States, as well as expressing an opinion on whether Ameren maintained effective internal control over financial reporting.

The Audit and Risk Committee has discussed with the independent registered public accounting firm the matters required to be discussed by the rules of the Public Company Accounting Oversight Board (PCAOB), including Auditing Standard No. 16, Communications with Audit Committees, as modified or supplemented.

In addition, the Audit and Risk Committee has discussed with the independent registered public accounting firm such accounting firm's independence with respect to Ameren and its management, including the matters in the written disclosures and the letter required by the applicable requirements of the PCAOB regarding the independent registered public accounting firm's communications with the Audit and Risk Committee concerning independence, received from the independent registered public accounting firm.

To ensure the independence of the independent registered public accounting firm, Ameren has instituted monitoring processes at both the management level and the Audit and Risk Committee level. At the management level, the chief financial officer or the chief accounting officer is required to review and pre-approve all engagements of the independent registered public accounting firm for any category of services, subject to the pre-approval of the Audit and Risk Committee described below. In addition, the chief financial officer or the chief accounting officer is required to provide to the Audit and Risk Committee at each of its meetings (except meetings held exclusively to review earnings press releases and quarterly reports on SEC Form 10-Q) a written description of all services to be performed by the independent registered public accounting firm and the corresponding estimated fees. The monitoring process at the Audit and Risk Committee level includes a requirement that the Committee pre-approve the performance of any services by the independent registered public accounting firm, except that pre-approvals of non-audit services may be delegated to a single member of the Committee. At each Audit and Risk Committee meeting (except meetings held exclusively to review earnings press releases and quarterly reports on SEC Form 10-Q), the Committee receives a joint report from the independent registered public accounting firm and the chief financial officer or the chief accounting officer concerning audit fees and fees paid to the independent registered public accounting firm for all other services rendered, with a description of the services performed. The Audit and Risk Committee has considered whether the independent registered public accounting firm's provision of the services covered under the captions

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FERSR FISCAL YEARS 2017 AND

2016 *Audit-Related Fees*, *Tax Fees* and *All Other Fees* in this proxy statement is compatible with maintaining the independent registered public accounting firm's independence and has concluded that the independent registered public accounting firm's independence has not been impaired by its engagement to perform these services.

In reliance on the reviews and discussions referred to above, the Audit and Risk Committee recommended to the Board of Directors that the audited financial statements be included in Ameren's 2017 Form 10-K, for filing with the SEC.

Audit and Risk Committee:

Walter J. Galvin, Chairman

Catherine S. Brune

J. Edward Coleman

Ellen M. Fitzsimmons

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INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

PwC served as the independent registered public accounting firm for Ameren and its subsidiaries in 2017. PwC is an independent registered public accounting firm with the PCAOB. Representatives of the firm are expected to be present at the Annual Meeting with the opportunity to make a statement if they so desire and are expected to be available to respond to appropriate questions.

FEES FOR FISCAL YEARS 2017 AND 2016

Audit Fees

The aggregate fees for professional services rendered by PwC for (i) the audits of the consolidated annual financial statements of Ameren and its registered subsidiaries included in the combined 2017 Form 10-K of Ameren and its registered subsidiaries and the annual financial statements of certain non-registered subsidiaries; (ii) the audit of Ameren's internal control over financial reporting; (iii) the reviews of the quarterly financial statements included in the combined Forms 10-Q of Ameren and its subsidiaries for the 2017 fiscal year; (iv) services provided in connection with debt and equity offerings; (v) certain accounting and reporting consultations; and (vi) certain regulatory procedures for the 2017 fiscal year were \$3,921,725.

Fees billed by PwC for audit services rendered to Ameren and its subsidiaries during the 2016 fiscal year totaled \$3,737,261. This amount reflects the re-categorization of certain audit-related fees for financial due diligence services, which were previously reported as audit fees.

Audit-Related Fees

The aggregate fees for audit-related services rendered by PwC to Ameren and its subsidiaries during the 2017 fiscal year totaled \$20,000. Such services consisted of a stock transfer/registrar review.

Fees billed by PwC for audit-related services rendered to Ameren and its subsidiaries during the 2016 fiscal year totaled \$764,653. This amount reflects the re-categorization of certain audit-related fees for financial due diligence services, which were previously reported as audit fees.

Tax Fees

The aggregate fees for tax-related services rendered by PwC to Ameren and its subsidiaries during the 2017 fiscal year totaled \$75,000. Such services consisted of review of the impact of federal tax reform legislation.

PwC did not render any tax services to Ameren or its subsidiaries during the 2016 fiscal year.

All Other Fees

The aggregate fees for all other services rendered by PwC to Ameren and its subsidiaries during the 2017 fiscal year totaled \$91,585. Such services consisted of advice regarding system implementation quality assurance and for

accounting and reporting reference software.

Fees billed by PwC for all other services rendered to Ameren and its subsidiaries during the 2016 fiscal year totaled \$286,654 for advice regarding strategic initiatives and for accounting and reporting reference software.

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INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

**POLICY REGARDING THE PRE-APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM PROVISION OF
AUDIT, AUDIT-RELATED AND NON-AUDIT SERVICES**

The Audit and Risk Committee's charter provides that the Committee is required to pre-approve all audit, audit-related and non-audit services provided by the independent registered public accounting firm to Ameren and its subsidiaries, except that pre-approvals of non-audit services may be delegated to a single member of the Audit and Risk Committee. The Audit and Risk Committee pre-approved 100 percent of the fees for services provided by PwC covered under the above captions: *Audit Fees*, *Audit-Related Fees*, *Tax Fees* and *All Other Fees* for fiscal 2017 and 2016.

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SHAREHOLDER PROPOSALS

SHAREHOLDER PROPOSALS

Under the rules of the SEC, any shareholder proposal intended for inclusion in the proxy material for the Company's 2019 annual meeting of shareholders must be received by the Secretary of the Company on or before November 19, 2018. We expect that the 2019 annual meeting of shareholders will be held on May 2, 2019.

In addition, under the Company's By-Laws, shareholders who intend to submit a proposal that will not be in the proxy statement but is to be considered at the 2019 annual meeting, or who intend to nominate a director at the 2019 annual meeting, must provide advance written notice along with other prescribed information. In general, such notice must be received by the Secretary of the Company at the principal executive offices of the Company not later than 60 days or earlier than 90 days prior to the anniversary of the previous year's annual meeting (i.e., not later than March 4, 2019, or earlier than February 2, 2019). Subject to certain conditions, shareholders or a group of shareholders who have owned more than 5% of the Company's Common Stock for at least one year may also recommend director nominees for nomination by the Nominating and Corporate Governance Committee provided that written notice from the shareholder(s) must be received by the Secretary of the Company at the principal executive offices of the Company not later than 120 days prior to the anniversary of the date the Company's proxy statement was released to shareholders in connection with the previous year's annual meeting (i.e., not later than November 19, 2018). As described under the section entitled "AMEREN CORPORATE GOVERNANCE HIGHLIGHTS" of this proxy statement, the Company recently adopted a "proxy access" by-law. Under the Company's By-Laws, shareholders who meet the requirements set forth in the Company's By-Laws may nominate a person for election as a director and include such nominee in the Company's proxy materials. The By-Laws require, among other things, that written notice from the shareholder(s) must be received by the Secretary of the Company at the principal executive offices of the Company not later than 120 days or earlier than 150 days prior to the anniversary of the date the Company's proxy statement was released to shareholders in connection with the previous year's annual meeting (i.e., not later than November 19, 2018, or earlier than October 20, 2018). The specific procedures to be used by shareholders to recommend nominees for director are set forth in the Company's By-Laws and Director Nomination Policy. The specific procedures to be used by shareholders to submit a proposal in person at an annual meeting are set forth in the Company's By-Laws. The chairman of the meeting may refuse to allow the transaction of any business, or to acknowledge the nomination of any person, not made in compliance with the procedures set forth in the Company's By-Laws and, in the case of nominations, the Director Nomination Policy. Copies of the Company's By-Laws and Director Nomination Policy may be obtained upon written request to the Secretary of the Company.

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PROXY SOLICITATION

PROXY SOLICITATION

In addition to the use of the mails, proxies may be solicited by personal interview, by telephone, or through the Internet or other means, and banks, brokers, nominees and other custodians and fiduciaries will be reimbursed for their reasonable out-of-pocket expenses in forwarding soliciting material to their principals, the beneficial owners of Common Stock. Proxies may be solicited by our directors, officers and key employees on a voluntary basis without compensation. We will bear the cost of soliciting proxies on our behalf. Furthermore, we have retained Alliance Advisors LLC, a proxy solicitation firm, to assist with the solicitation of proxies for the Annual Meeting at an anticipated cost to the Company of approximately \$50,000, plus the reimbursement of reasonable out-of-pocket expenses.

FORM 10-K

Our 2017 Form 10-K, including consolidated financial statements for the year ended December 31, 2017, accompanies this proxy statement. The 2017 Form 10-K is also available on the Company's website at www.amereninvestors.com. If requested, we will provide you copies of any exhibits to the 2017 Form 10-K upon the payment of a fee covering our reasonable expenses in furnishing the exhibits. You can request exhibits to the 2017 Form 10-K by writing to the Office of the Secretary, Ameren Corporation, P.O. Box 66149, St. Louis, Missouri 63166-6149.

FOR INFORMATION ABOUT THE COMPANY, INCLUDING THE COMPANY'S ANNUAL, QUARTERLY AND CURRENT REPORTS ON SEC FORMS 10-K, 10-Q AND 8-K, RESPECTIVELY, PLEASE VISIT THE FINANCIAL INFO SECTION OF AMEREN'S WEBSITE AT WWW.AMERENINVESTORS.COM. INFORMATION CONTAINED ON THE COMPANY'S WEBSITE IS NOT INCORPORATED INTO THIS PROXY STATEMENT OR OTHER SECURITIES FILINGS.

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APPENDIX A

APPENDIX A

The following table provides a reconciliation of GAAP to core earnings in millions of dollars and on a per share basis:

	Year Ended December 31,	
	2017	2016
GAAP Earnings / Diluted EPS	\$ 523	\$ 2.14
	\$ 653	\$ 2.68
Charge for revaluation of deferred taxes from increased Illinois state income tax rate	22	0.09
Less: Federal income tax benefit	(8)	(0.03)
Charge, net of tax benefit	14	0.06
Charge for revaluation of deferred taxes from increased federal income tax rate	162	0.66
Less: State income tax benefit	(8)	(0.03)
Charge, net of tax benefit	154	0.63

Core Earnings / Diluted EPS	\$ 691	\$ 2.83	\$ 653	\$ 2.68
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Use of Non-GAAP Financial Measures

In this proxy statement, Ameren has presented core earnings per share, which is a non-GAAP measure and may not be comparable to those of other companies. Generally, core earnings or losses include earnings or losses attributable to Ameren common shareholders and exclude income or loss from significant discrete items that management does not consider representative of ongoing earnings, such as the third quarter 2017 non-cash charge for the revaluation of deferred taxes resulting from a July 2017 change in Illinois law that increased the state's corporate income tax rate and the fourth quarter 2017 non-cash charge for the revaluation of deferred taxes resulting from a December 2017 change in federal law that decreased the federal corporate income tax rate. Ameren uses core earnings internally for financial planning and for analysis of performance. Ameren also uses core earnings as the primary performance measurement when communicating with analysts and investors regarding our earnings results and outlook, as the company believes that core earnings allow the company to more accurately compare its ongoing performance across periods.

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DIRECTIONS AND MAP

DIRECTIONS AND MAP

Peoria Civic Center

201 SW Jefferson Ave.

Peoria, Illinois 61602

St. Louis (From the South) Take I-55 North to I-155 North. Take I-155 North until you merge onto I-74 West. Take Exit 94 in East Peoria which will take you up and over I-74 and connect you with the Bob Michel Bridge. Go across the bridge into Peoria and continue straight ahead on William Kumpf Blvd. Turn right about a block past SW Jefferson into the parking lot at the intersection of William Kumpf Blvd. and SW Jefferson. The Peoria Civic Center is located adjacent to the parking lot.

(From the North) Take I-55 South to I-74 West. Take Exit 94 in East Peoria which will take you up and over I-74 and connect you with the Bob Michel Bridge. Go across the bridge into Peoria and continue straight ahead on William Kumpf Blvd. Turn right about a block past SW Jefferson into the parking lot at the intersection of William Kumpf Blvd. and SW Jefferson. The Peoria Civic Center is located adjacent to the parking lot.

(From the East) Take I-74 West to Exit 94 in East Peoria which will take you up and over I-74 and connect you with the Bob Michel Bridge. Go across the bridge into Peoria and continue straight ahead on William Kumpf Blvd. Turn right about a block past SW Jefferson into the parking lot at the intersection of William Kumpf Blvd. and SW Jefferson. The Peoria Civic Center is located adjacent to the parking lot.

(From the West) Take I-74 East to the Downtown Peoria exit (Exit 92B). Stay in the right hand lane toward Glendale Ave. Take the right hand curve onto Glendale Ave. The road will curve left and become William Kumpf Blvd. Turn left at the intersection of William Kumpf Blvd. and John H. Gwynn Jr. Ave. to a parking lot. The Peoria Civic Center is located adjacent to the parking lot.

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AMEREN CORPORATION

1901 CHOUTEAU AVENUE

ST. LOUIS, MO 63103

VOTE BY INTERNET - www.proxvvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on May 2, 2018. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by Ameren Corporation in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on May 2, 2018. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E39317-P01612-Z71696

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

AMEREN CORPORATION

The Board of Directors recommends you vote FOR the following:

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Vote on Directors

ITEM 1

ELECTION OF DIRECTORS NOMINEES
FOR DIRECTOR

For Against Abstain

1a. WARNER L. BAXTER

1b. CATHERINE S. BRUNE

1c. J. EDWARD COLEMAN

1d. ELLEN M.
FITZSIMMONS

1e. RAFAEL FLORES

1f. WALTER J. GALVIN

1g. RICHARD J. HARSHMAN

1h. CRAIG S. IVEY

1i. GAYLE P. W. JACKSON

1j. JAMES C. JOHNSON

1k. STEVEN H. LIPSTEIN

1l. STEPHEN R. WILSON

Vote on Proposals

**The Board of Directors recommends you vote
FOR the following proposals:**

For Against Abstain

ITEM 2 NON-BINDING ADVISORY
APPROVAL OF COMPENSATION
OF THE NAMED EXECUTIVE
OFFICERS DISCLOSED IN THE
PROXY STATEMENT.

ITEM 3 RATIFICATION OF THE
APPOINTMENT OF
PRICEWATERHOUSECOOPERS
LLP AS INDEPENDENT
REGISTERED PUBLIC
ACCOUNTING FIRM FOR THE
FISCAL YEAR ENDING
DECEMBER 31, 2018.

**The Board of Directors recommends you vote
AGAINST the following:**

ITEM 4 SHAREHOLDER PROPOSAL
REGARDING A REPORT ON
COAL COMBUSTION
RESIDUALS.

NOTE: In their discretion, the proxies are
authorized to vote on such other business as may
properly come before the meeting or any
adjournment thereof.

Each of the foregoing proposals is more fully
described in the accompanying proxy statement.

This proxy will be voted as specified above. If no
direction is made, this proxy will be voted FOR
all nominees listed above and as recommended by
the Board on the other items listed above.

Please indicate if you plan to attend this meeting.

Yes No

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

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Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners)

Date

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**ADMISSION TICKET
(Not Transferable)
AMEREN CORPORATION**

ANNUAL MEETING OF SHAREHOLDERS

Thursday, May 3, 2018

10:00 A.M. CDT

Peoria Civic Center

201 SW Jefferson Ave.

Peoria, Illinois 61602

Please present this admission ticket in order to gain admittance to the meeting. This ticket admits only the shareholder listed on the reverse side and is not transferable. Please plan to arrive promptly to have sufficient time to proceed through a customary security line, which may include a bag search.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting on May 3, 2018:

The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

E39318-P01612-Z71696

AMEREN CORPORATION
P.O. BOX 66149, ST. LOUIS, MISSOURI 63166-6149

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS FOR

THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 3, 2018

The undersigned hereby appoints WARNER L. BAXTER, MARTIN J. LYONS, JR. and GREGORY L. NELSON, and any of them, each with the power of substitution, as proxy for the undersigned, to vote all shares of capital stock of Ameren Corporation represented hereby at the Annual Meeting of Shareholders to be held at the Peoria Civic Center, 201 SW Jefferson Ave., Peoria, Illinois 61602, on May 3, 2018 at 10:00 A.M. CDT, and at any adjournment thereof, upon all matters that may properly be submitted to a vote of shareholders including the matters described in the proxy statement furnished herewith, subject to any directions indicated on the reverse side of this proxy card and in their discretion on any other matter that may be submitted to a vote of shareholders. This proxy card also provides voting instructions, if applicable, for shares held in the DRPlus Plan and the various employee stock purchase and benefit plans as described in the proxy statement.

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Please vote, date and sign on the reverse side hereof and return this proxy card promptly in the enclosed envelope. If you attend the meeting and wish to change your vote, you may do so automatically by casting your ballot at the meeting.

SEE REVERSE SIDE