

Technology Crossover Management VI, L.L.C.
 Form 4
 August 04, 2008

FORM 4

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

OMB APPROVAL

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

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 *
HOAG JAY C

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2008

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)

May be part of a 13(g) group

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/31/2008		J ⁽¹⁾	1,446,078 D	\$ 0 8,697,854	I	TCV IV, L.P. (2) (3)
Common Stock	07/31/2008		J ⁽⁴⁾	372,348 A	\$ 0 372,348	I	Technology Crossover Management IV, L.L.C. (2) (5)
Common Stock	07/31/2008		J ⁽⁶⁾	53,922 D	\$ 0 324,333	I	TCV IV Strategic Partners, L.P. (2) (7)

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Common Stock	07/31/2008	<u>J⁽⁸⁾</u>	91	A	\$ 0	372,438	I	Technology Crossover Management IV, L.L.C. <u>(2)</u> <u>(5)</u>
Common Stock	07/31/2008	<u>J⁽⁹⁾</u>	5,565	A	\$ 0	5,565	I	The Hoag Family Trust U/A Dtd 8/2/94 <u>(2)</u> <u>(10)</u>
Common Stock	07/31/2008	<u>J⁽¹¹⁾</u>	6,159	A	\$ 0	6,159	I	The Kimball Family Trust Uta Dtd 2/23/94 <u>(2)</u> <u>(12)</u>
Common Stock	07/31/2008	<u>J⁽¹³⁾</u>	73,481	A	\$ 0	79,046	I	Hoag Family Trust U/A Dtd 8/2/94 <u>(2)</u> <u>(10)</u>
Common Stock	07/31/2008	<u>J⁽¹⁴⁾</u>	64,413	A	\$ 0	70,572	I	Kimball Family Trust Uta Dtd 2/23/94 <u>(2)</u> <u>(12)</u>
Common Stock	07/31/2008	<u>J⁽¹⁵⁾</u>	5,643	A	\$ 0	5,643	I	The Reynolds Family Trust <u>(2)</u> <u>(16)</u>
Common Stock	07/31/2008	<u>J⁽¹⁷⁾</u>	372,438	D	\$ 0	0	I	Technology Crossover Management IV, L.L.C. <u>(2)</u> <u>(5)</u>
Common Stock	07/31/2008	<u>J⁽¹⁸⁾</u>	98,140	A	\$ 0	177,186	I	Hoag Family Trust U/A Dtd 8/2/94 <u>(2)</u> <u>(10)</u>
Common Stock	07/31/2008	<u>J⁽¹⁹⁾</u>	21,522	A	\$ 0	21,522	I	Hamilton Investments Limited Partnership <u>(2)</u> <u>(20)</u>
Common Stock	07/31/2008	<u>J⁽²¹⁾</u>	71,982	A	\$ 0	142,554	I	The Kimball Family Trust Uta Dtd 2/23/94 <u>(2)</u> <u>(12)</u>

Common Stock	07/31/2008	J ⁽²²⁾	27,463	A	\$ 0	27,463	I	The Drew Family Trust dated 10/5/04 <u>(2)</u> <u>(23)</u>
Common Stock	07/31/2008	J ⁽²⁴⁾	40,666	A	\$ 0	46,309	I	The Reynolds Family Trust <u>(2)</u> <u>(16)</u>
Common Stock	07/31/2008	J ⁽²⁵⁾	15,809	A	\$ 0	15,809	I	The Griffith Family 2004 Trust <u>(2)</u> <u>(26)</u>
Common Stock						11,178	I	The Drew Family Foundation <u>(2)</u> <u>(27)</u>
Common Stock						2,571,248	I	TCV VI, L.P. <u>(2)</u> <u>(28)</u>

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.

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(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 Derivative Security	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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				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
	X	X		

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HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		May be part of a 13(g) group
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	May be part of a 13(g) group
DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		May be part of a 13(g) group
REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		May be part of a 13(g) group
GRIFFITH WILLIAM C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		May be part of a 13(g) group
Trudeau Robert C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		May be part of a 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 a 13(g) group
TCV IV LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	May be part of a 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 a 13(g) group
Technology Crossover Management VI, L.L.C. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		May be part of a 13(g) group

Signatures

Carla S. Newell Authorized signatory for Jay C. Hoag

08/04/2008

__Signature of Reporting Person

Date

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Carla S. Newell Authorized signatory for Richard H. Kimball	08/04/2008
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for John L. Drew	08/04/2008
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for Jon Q. Reynolds, Jr.	08/04/2008
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for William J.G. Griffith IV	08/04/2008
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for Robert W. Trudeau	08/04/2008
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for Technology Crossover Management IV, L.L.C.	08/04/2008
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for TCV IV, L.P.	08/04/2008
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for TCV IV Strategic Partners, L.P.	08/04/2008
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for Technology Crossover Management VI, L.L.C.	08/04/2008
**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).
- (1) In kind pro-rata distribution from TCV IV, L.P. to its Partners, without consideration.

This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by TCV VI, L.P., TCV Member Fund, L.P., Technology Crossover Management II, L.L.C. ("TCM II"), TCV II, V.O.F., Technology Crossover Ventures II, C.V., Technology Crossover Ventures II, L.P., TCV II (Q), L.P. and TCV II Strategic Partners, L.P. on August 4, 2008.
- (2) These shares are held directly by TCV IV, L.P. Jay C. Hoag ("Hoag") and Richard H. Kimball ("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.
- (3) Acquisition by TCM IV pursuant to an in kind pro-rata distribution by TCV IV, L.P. to its partners, without consideration.

These shares are directly held by TCM IV. Hoag and Kimball are managing members of TCM IV which is the general partner of TCV IV, L.P. and TCV IV Strategic Partners, L.P. ("TCV IV, S.P."). The number of shares reported by TCM IV does not include the shares indirectly held by TCV IV, L.P. and TCV IV, S.P. Hoag and Kimball may be deemed to own the shares held by TCM IV but Hoag and Kimball disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (4)
- (5)

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- (6) In kind pro-rata distribution from TCV IV Strategic Partners, L.P. ("TCV IV, S.P.") to its partners, without consideration.
- These shares are held directly by TCV IV, S.P. Hoag and Kimball are limited partners and 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.
- (7) Acquisition by TCM IV pursuant to an in kind pro-rata distribution by TCV IV, S.P. to its partners, without consideration.
- (8) Acquisition by The Hoag Family Trust U/A Dtd 8/2/94 pursuant to an in kind pro-rata distribution by TCV IV, S.P. to its partners, without consideration.
- (9) Hoag is a trustee of The Hoag Family Trust U/A Dtd 8/2/94. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (10) Acquisition by The Kimball Family Trust Uta Dtd 2/23/94 pursuant to an in kind pro-rata distribution by TCV IV, S.P. to its partners, without consideration.
- (11) Kimball is a trustee of The Kimball Family Trust Uta Dtd 2/23/94. Kimball disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (12) Acquisition by The Hoag Family Trust U/A Dtd 8/2/94 pursuant to an in kind pro-rata distribution by TCM II to its members without, consideration.
- (13) Acquisition by The Kimball Family Trust Uta Dtd 2/23/94 pursuant to an in kind pro-rata distribution by TCM II to its members, without consideration.
- (14) Acquisition by The Reynolds Family Trust pursuant to an in kind pro-rata distribution by TCM II to its members without consideration.
- (15) Jon Q Reynolds, Jr. ("Reynolds") is a trustee of The Reynolds Family Trust. Reynolds disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (16) In kind pro-rata distribution from TCM IV to its members, without consideration.
- (17) Acquisition by The Hoag Family Trust U/A Dtd 8/2/94 pursuant to an in kind pro-rata distribution by TCM IV to its members, without consideration.
- (18) Acquisition by Hamilton Investments Limited Partnership pursuant to an in kind pro-rata distribution by TCM IV to its members, without consideration.
- (19) Hoag is the sole general partner and a limited partner of Hamilton Investments Limited Partnership. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (20) Acquisition by The Kimball Family Trust Uta Dtd 2/23/94 pursuant to an in kind pro-rata distribution by TCM IV to its members, without consideration.
- (21) Acquisition by The Drew Family Trust dated 10/5/04 pursuant to an in kind pro-rata distribution by TCM IV to its members, without consideration.
- (22) John L. Drew ("Drew") is a trustee of The Drew Family Trust dated 10/5/04. Drew disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (23) Acquisition by The Reynolds Family Trust pursuant to an in kind pro-rata distribution by TCM IV to its members, without consideration.
- (24) Acquisition by The Griffith Family 2004 Trust pursuant to an in kind pro-rata distribution by TCM IV to its members, without consideration.
- (25) William J. G. Griffith IV ("Griffith ") is a trustee of The Griffith Family 2004 Trust. Griffith disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (26) Drew is an officer and a director of the Drew Family Foundation. Drew disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (27) These shares are held directly by TCV VI, L.P. Each of Hoag, Kimball, Drew, Reynolds, Griffith and Robert W. Trudeau (collectively the "TCM Members") are Class A Members of Technology Crossover Management VI, L.L.C. ("TCM VI") which is the sole general partner of TCV VI, L.P. The TCM Members and TCM VI may be deemed to beneficially own the shares held by TCV VI, L.P. but the TCM Members and TCM VI disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (28)

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.