HOAG JAY C Form 4 May 14, 2012

# FORM 4

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

OMB 3235-0287

**OMB APPROVAL** 

Number:

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January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

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]

3. Date of Earliest Transaction

(Check all applicable)

C/O TECHNOLOGY CROSSOVER

(Middle)

(First)

05/10/2012

(Month/Day/Year)

\_X\_\_ Director 10% Owner Officer (give title Other (specify

**VENTURES, 528 RAMONA STREET** 

(Last)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

PALO ALTO, CA 94301

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, I						d, 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)	Code (Instr. 8)	Fransaction Disposed of (D) Code (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	05/10/2012		Code V	Amount 65,412	(D)	Price \$ 73.1507 (1)	196,236	I	TCV VII, L.P. (2)		
Common Stock	05/10/2012		P	33,970	A	\$ 73.1507 (1)	101,910	I	TCV VII (A), L.P. (3)		
Common Stock	05/10/2012		P	618	A	\$ 73.1507	1,854	I	TCV Member Fund, L.P.		

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Common Stock	05/10/2012	P	28,127	A	\$ 72.8713 (5)	224,363	I	TCV VII, L.P. (2)
Common Stock	05/10/2012	P	14,607	A	\$ 72.8713 (5)	116,517	I	TCV VII (A), L.P. (3)
Common Stock	05/10/2012	P	266	A	\$ 72.8713 (5)	2,120	I	TCV Member Fund, L.P.
Common Stock	05/10/2012	P	262	A	\$ 72.45	224,625	I	TCV VII, L.P. <u>(2)</u>
Common Stock	05/10/2012	P	136	A	\$ 72.45	116,653	I	TCV VII (A), L.P. (3)
Common Stock	05/10/2012	P	2	A	\$ 72.45	2,122	I	TCV Member Fund, L.P.
Common Stock						63,854	I	The Hoag Family Trust U/A DTD 08/02/1994 (6)
Common Stock						12,396	I	Hamilton Investments Limited Partnership (7)

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr

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(Instr. 3, 4, and 5)

Date Expiration Title Number of Code V (A) (D)

Exercisable Date Title Of Shares

## **Reporting Owners**

Relationships

Director  $\frac{10\%}{\text{Owner}}$  Officer Other

HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301

Reporting Owner Name / Address

X

## **Signatures**

Frederic D. Fenton, Authorized signatory for Jay C. Hoag

05/14/2012

\*\*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) This number represents a weighted average price per share. The shares were purchased at prices ranging from \$72.7500 to \$73.4800 per share.
- These securities are directly held by TCV VII, L.P. Jay C. Hoag ("Hoag") and eight other individuals (collectively, the "Class A Directors") are Class A Directors of Technology Crossover Management VII, Ltd. ("Management VII") and limited partners of Technology Crossover Management VII, L.P. ("TCM VII"). Management VII is the general partner of TCM VII, which is the general partner of TCV VII, L.P. The Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII, L.P., but each of the Class A Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
  - These securities are directly held by TCV VII (A), L.P. The Class A Directors are Class A Directors of Management VII and limited partners of TCM VII . Management VII is the general partner of TCM VII, which is the general partner of TCV VII (A), L.P. The Class A
- (3) Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII (A), L.P., but each of the Class A Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- These securities are directly held by TCV Member Fund, L.P. ("Member Fund"). The Class A Directors are Class A Directors of Management VII, which is a general partner of Member Fund, and limited partners of Member Fund. The Class A Directors and Management VII may be deemed to beneficially own the securities held by Member Fund, but each of the Class A Directors and Management VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (5) This number represents a weighted average price per share. The shares were purchased at prices ranging from \$72.5300 to \$73.0000 per share.
- These shares are held by The Hoag Family Trust U/A DTD 08/02/1994. Hoag is a trustee of The Hoag Family Trust U/A DTD 08/02/1994. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- These shares are held by Hamilton Investments Limited Partnership. Hoag is the sole general partner and a limited partner of Hamilton (7) Investments Limited Partnership. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Reporting Owners 3

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