

GRIFFITH WILLIAM
Form 4
August 12, 2010

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 *
GRIFFITH WILLIAM

(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)
08/10/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
May be part of a 13(d) group

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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		4. Securities Acquired or Disposed of (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)
			Code	V	Amount	(A) or (D)			
Common Stock	05/27/2010		G	V	20	D \$ 0	18,047	I	The Griffith Family 2004 Trust ⁽¹⁾
Common Stock	05/27/2010		G	V	24	D \$ 0	18,023	I	The Griffith Family 2004 Trust ⁽¹⁾
	05/27/2010		G	V	95	D \$ 0	17,928	I	

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Common Stock									The Griffith Family 2004 Trust ⁽¹⁾
Common Stock	05/28/2010	G	V 24	D	\$ 0	17,904		I	The Griffith Family 2004 Trust ⁽¹⁾
Common Stock	06/01/2010	G	V 48	D	\$ 0	17,856		I	The Griffith Family 2004 Trust ⁽¹⁾
Common Stock	08/10/2010	S	1,500	D	\$ 123.75	16,356		I	The Griffith Family 2004 Trust ⁽¹⁾
Common Stock	08/10/2010	S	1,000	D	\$ 124	15,356		I	The Griffith Family 2004 Trust ⁽¹⁾
Common Stock	08/10/2010	S	1,000	D	\$ 125.75	14,356		I	The Griffith Family 2004 Trust ⁽¹⁾
Common Stock						1,444,750		I	TCV VI, L.P. ⁽²⁾
Common Stock						11,394		I	TCV Member Fund, L.P. ⁽³⁾
Common Stock						3,566,859		I	TCV IV, L.P. ⁽⁴⁾
Common Stock						133,006		I	TCV IV Strategic Partners, L.P. ⁽⁵⁾

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

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- These shares are held directly by TCV IV, L.P. Griffith is a member of Technology Crossover Management IV, L.L.C. ("TCM IV")
- (4) which is the sole general partner of TCV IV, L.P. Griffith may be deemed to beneficially own the shares held by TCV IV, L.P. but Griffith disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- These shares are held directly by TCV IV Strategic Partners, L.P. ("TCV IV S.P."). Griffith is a member of TCM IV which is the sole
- (5) general partner of TCV IV S.P. Griffith may be deemed to beneficially own the shares held by TCV IV S.P. but Griffith disclaims beneficial ownership of such shares except to the extent of his 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.

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