

KIMBALL RICK
Form 4
August 27, 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 *
KIMBALL RICK

(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)
08/18/2008

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) ___ Other (specify below)

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 (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)			
			Code	V	Amount	(D)	Price			
Common Stock	08/18/2008		G	V	6,159	D	\$ 0	136,395	I	The Kimball Family Trust Uta Dtd 2/23/94 ⁽¹⁾
Common Stock	08/25/2008		G	V	136,395	D	\$ 0	0	I	The Kimball Family Trust Uta Dtd

Common Stock	8,697,854	I	2/23/94 ⁽¹⁾ TCV IV, L.P. ⁽²⁾
Common Stock	324,333	I	TCV IV Strategic Partners, L.P. ⁽³⁾
Common Stock	2,571,248	I	TCV VI, L.P. ⁽⁴⁾
Common Stock	20,277	I	TCV Member Fund, L.P. ⁽⁵⁾

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

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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 Owned Following 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
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X	

Signatures

Carla S. Newell Authorized signatory for Richard H.
Kimball

08/27/2008

__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) Reporting person is a trustee of The Kimball Family Trust Uta Dtd 2/23/94. Richard H. Kimball ("Kimball") disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

These shares are held directly by TCV IV, L.P. Kimball and Jay C. Hoag ("Hoag") are the 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.
- (2) These shares are held directly by TCV IV Strategic Partners, L.P. ("TCV IV, S.P."). Hoag and Kimball are the 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.
- (3) These shares are held directly by TCV VI, L.P. Each of Hoag, Kimball, John L. Drew ("Drew"), Jon Q. Reynolds, Jr. ("Reynolds"), William J.G. Griffith IV ("Griffith"), and Robert W. Trudeau ("Trudeau") (collectively, the "TCM VI 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 VI Members and TCM VI may be deemed to beneficially own the shares held by TCV VI, L.P. but the TCV VI Members and TCM VI disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (4) These shares are held directly by TCV VI Member Fund, L.P. Each of the TCM VI Members are Class A Members of TCM VI which is a general partner of TCV VI Member Fund, L.P. The TCM VI Members and TCM VI may be deemed to beneficially own the shares held by TCV VI Member Fund, L.P. but the TCM VI Members and TCM VI disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (5) These shares are held directly by TCV Member Fund, L.P. Each of the TCM VI Members are Class A Members of TCM VI which is a general partner of TCV Member Fund, L.P. The TCM VI Members and TCM VI may be deemed to beneficially own the shares held by TCV Member Fund, L.P. but the TCM VI Members and TCM VI 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.