

TCV IV STRATEGIC PARTNERS LP

Form 4

April 28, 2010

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 *
TCV IV LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/26/2010

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

May be part of a 13(d) group

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

PALO ALTO, CA 94301

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/09/2010 | | G | V 100 D \$ 0 | 5,130 | I | The Kimball Family Trust Uta Dtd 2/23/94 (1) (2) |
| Common Stock | 04/26/2010 | | J(3) | 1,756,813 D \$ 0 | 3,566,859 | I | TCV IV, L.P. (1) (4) |
| Common Stock | 04/26/2010 | | J(5) | 452,198 A \$ 0 | 452,198 | I | Technology Crossover Management IV, L.L.C. (1) (6) |

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| | | | | | | | | |
|--------------|------------|-------------------------|---------|---|-------------|---------|---|--|
| Common Stock | 04/26/2010 | <u>J⁽⁷⁾</u> | 65,509 | D | \$ 0 | 133,006 | I | TCV IV Strategic Partners, L.P. <u>(1)</u> <u>(8)</u> |
| Common Stock | 04/26/2010 | <u>J⁽⁹⁾</u> | 108 | A | \$ 0 | 452,306 | I | Technology Crossover Management IV, L.L.C. <u>(1)</u> <u>(6)</u> |
| Common Stock | 04/26/2010 | <u>J⁽¹⁰⁾</u> | 7,482 | A | \$ 0 | 12,612 | I | The Kimball Family Trust Uta Dtd 2/23/94 <u>(1)</u> <u>(2)</u> |
| Common Stock | 04/26/2010 | <u>J⁽¹¹⁾</u> | 452,306 | D | \$ 0 | 0 | I | Technology Crossover Management IV, L.L.C. <u>(1)</u> <u>(6)</u> |
| Common Stock | 04/26/2010 | <u>J⁽¹²⁾</u> | 87,418 | A | \$ 0 | 100,030 | I | The Kimball Family Trust Uta Dtd 2/23/94 <u>(1)</u> <u>(2)</u> |
| Common Stock | 04/26/2010 | <u>J⁽¹³⁾</u> | 830 | A | \$ 0 | 830 | I | Goose Rocks Beach Partners, L.P. <u>(1)</u> <u>(14)</u> |
| Common Stock | 04/26/2010 | <u>J⁽¹⁵⁾</u> | 620 | A | \$ 0 | 100,650 | I | The Kimball Family Trust Uta Dtd 2/23/94 <u>(1)</u> <u>(2)</u> |
| Common Stock | 04/28/2010 | S | 830 | D | \$ 100.5228 | 0 | I | Goose Rocks Beach Partners, L.P. <u>(1)</u> <u>(14)</u> |
| Common Stock | 04/28/2010 | S | 90,650 | D | \$ 100.5228 | 10,000 | I | The Kimball Family Trust Uta Dtd 2/23/94 <u>(1)</u> <u>(2)</u> |

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

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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. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | 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 |
| TCV IV LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | | X | | May be part of a 13(d) 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(d) 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(d) group |
| KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | | X | | May be part of a 13(d) group |

Signatures

| | |
|--|------------|
| Frederic D. Fenton Authorized signatory for TCV IV, L.P. | 04/28/2010 |
| **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Technology Crossover Management IV, L.L.C. | 04/28/2010 |
| **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for TCV IV Strategic Partners, L.P. | 04/28/2010 |

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Frederic D. Fenton Authorized signatory for Richard H. Kimball

Date
04/28/2010

__Signature of Reporting Person

__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).
This Form 4 is filed by more than one Reporting Person and is a joint filing with the Forms 4 filed by Jay C. Hoag ("Hoag") and by TCV VI, L.P., TCV Member Fund, L.P. ("TCV MF"), Technology Crossover Management VI, L.L.C. ("TCM VI"), John L. Drew ("Drew"), Jon Q. Reynolds, Jr. ("Reynolds"), William J. G. Griffith IV ("Griffith") and Robert W. Trudeau ("Trudeau") on April 28, 2010.
- (1) Richard H. Kimball ("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.
- (2) In kind pro-rata distribution from TCV IV, L.P. to its partners, without consideration.
These shares are held directly by TCV IV, L.P. Hoag and 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 VI 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) In kind pro-rata distribution from 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.
- (5) Acquisition by TCM IV pursuant to an in kind pro-rata distribution by TCV IV S.P. to its partners, without consideration.
- (6) 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.
- (7) In kind pro-rata distribution from TCM IV to its members, without consideration.
- (8) 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.
- (9) Acquisition by Goose Rocks Beach Partners, L.P. pursuant to an in kind pro-rata distribution by TCM VI to its partners, without consideration.
- (10) Kimball is a general partner of Goose Rocks Beach Partners, L.P. Kimball disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (11) Acquisition by The Kimball Family Trust Uta Dtd 2/23/94 pursuant to an in kind pro-rata distribution by TCV MF to its partners, without consideration.

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.