

TCV IV STRATEGIC PARTNERS LP

Form 4

February 09, 2009

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 *
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)
02/05/2009

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	02/05/2009		J ⁽¹⁾	964,052 D \$ 0	7,733,802	I	TCV IV, L.P. (2) (3)
Common Stock	02/05/2009		J ⁽⁴⁾	248,233 A \$ 0	248,233	I	Technology Crossover Management IV, L.L.C. (2) (5)
Common Stock	02/05/2009		J ⁽⁶⁾	35,948 D \$ 0	288,385	I	TCV IV Strategic Partners, L.P. (2) (7)

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Common Stock	02/05/2009	<u>J⁽⁸⁾</u>	62	A	\$ 0	248,295	I	Technology Crossover Management IV, L.L.C. <u>(2)</u> <u>(5)</u>
Common Stock	02/05/2009	<u>J⁽⁹⁾</u>	3,710	A	\$ 0	3,710	I	The Hoag Family Trust U/A Dtd 8/2/94 <u>(2)</u> <u>(10)</u>
Common Stock	02/05/2009	<u>J⁽¹¹⁾</u>	4,106	A	\$ 0	4,106	I	The Kimball Family Trust Uta Dtd 2/23/94 <u>(2)</u> <u>(12)</u>
Common Stock	02/05/2009	<u>J⁽¹³⁾</u>	248,295	D	\$ 0	0	I	Technology Crossover Management IV, L.L.C. <u>(2)</u> <u>(5)</u>
Common Stock	02/05/2009	<u>J⁽¹⁴⁾</u>	65,427	A	\$ 0	69,137	I	The Hoag Family Trust U/A Dtd 8/2/94 <u>(2)</u> <u>(10)</u>
Common Stock	02/05/2009	<u>J⁽¹⁵⁾</u>	14,348	A	\$ 0	14,348	I	Hamilton Investments Limited Partnership <u>(2)</u> <u>(16)</u>
Common Stock	02/05/2009	<u>J⁽¹⁷⁾</u>	47,989	A	\$ 0	52,095	I	The Kimball Family Trust Uta Dtd 2/23/94 <u>(2)</u> <u>(12)</u>
Common Stock	02/05/2009	<u>J⁽¹⁸⁾</u>	913	A	\$ 0	70,050	I	The Hoag Family Trust U/A Dtd 8/2/94 <u>(2)</u> <u>(10)</u>
Common Stock	02/05/2009	<u>J⁽¹⁹⁾</u>	305	A	\$ 0	14,653	I	Hamilton Investments Limited Partnership <u>(2)</u> <u>(16)</u>
Common Stock	02/05/2009	<u>J⁽²⁰⁾</u>	1,079	A	\$ 0	1,079	I	Goose Rocks Beach Partners, L.P. <u>(2)</u> <u>(21)</u>

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Common Stock	02/05/2009	<u>J⁽²²⁾</u>	703	A	\$ 0	70,753	I	The Hoag Family Trust U/A Dtd 8/2/94 <u>(2)</u> <u>(10)</u>
Common Stock	02/05/2009	<u>J⁽²³⁾</u>	235	A	\$ 0	14,888	I	Hamilton Investments Limited Partnership <u>(2)</u> <u>(16)</u>
Common Stock	02/05/2009	<u>J⁽²⁴⁾</u>	831	A	\$ 0	52,926	I	The Kimball Family Trust Uta Dtd 2/23/94 <u>(2)</u> <u>(12)</u>
Common Stock	02/06/2009	M	1,949	A	\$ 20.5	1,949	I	Jay C. Hoag <u>(2)</u> <u>(25)</u>
Common Stock	02/06/2009	M	1,996	A	\$ 20.02	3,945	I	Jay C. Hoag <u>(2)</u> <u>(25)</u>
Common Stock	02/06/2009	M	2,053	A	\$ 19.48	5,998	I	Jay C. Hoag <u>(2)</u> <u>(25)</u>
Common Stock	02/06/2009	S	5,998	D	\$ 36.8602 <u>(26)</u>	0	I	Jay C. Hoag <u>(2)</u> <u>(25)</u>
Common Stock	02/06/2009	S	70,753	D	\$ 36.6117	0	I	The Hoag Family Trust U/A Dtd 8/2/94 <u>(2)</u> <u>(10)</u>
Common Stock	02/06/2009	S	14,888	D	\$ 36.6117	0	I	Hamilton Investments Limited Partnership <u>(2)</u> <u>(16)</u>
Common Stock	02/06/2009	S	1,079	D	\$ 36.67	0	I	Goose Rocks Beach Partners, L.P. <u>(2)</u> <u>(21)</u>
Common Stock	02/09/2009	G	37,750	D	\$ 0	15,176	I	The Kimball Family Trust Utd Dtd 2/23/94 <u>(2)</u> <u>(12)</u>

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

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(9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 20.5	02/06/2009		M	1,949	08/01/2006 08/01/2016	Common Stock	1,949
Non-Qualified Stock Option (right to buy)	\$ 20.02	02/06/2009		M	1,996	09/01/2006 09/01/2016	Common Stock	1,996
Non-Qualified Stock Option (right to buy)	\$ 19.48	02/06/2009		M	2,053	07/02/2007 07/02/2017	Common Stock	2,053

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X		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
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
		X		

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- (8) Acquisition by TCM IV pursuant to an in kind pro-rata distribution by TCV IV S.P. to its partners, without consideration.
- (9) 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.
- (10) 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.
- (11) 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.
- (12) 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.
- (13) In kind pro-rata distribution from TCM IV to its members, without consideration.
- (14) 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.
- (15) Acquisition by Hamilton Investments Limited Partnership pursuant to an in kind pro-rata distribution by TCM IV to its members, without consideration.
- (16) 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.
- (17) 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.
- (18) Acquisition by The Hoag Family Trust U/A Dtd 8/2/94 pursuant to an in kind pro-rata distribution by TCM VI to its partners, without consideration.
- (19) Acquisition by Hamilton Investments Limited Partnership pursuant to an in kind pro-rata distribution by TCM VI to its partners, without consideration.
- (20) Acquisition by Goose Rocks Beach Partners, L.P. pursuant to an in kind pro-rata distribution by TCM VI to its partners, without consideration.
- (21) 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.
- (22) Acquisition by The Hoag Family Trust U/A Dtd 8/2/94 pursuant to an in kind pro-rata distribution by TCV MF to its partners, without consideration.
- (23) Acquisition by Hamilton Investments Limited Partnership pursuant to an in kind pro-rata distribution by TCV MF to its partners, without consideration.
- (24) 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.
- (25) Hoag has the sole voting and dispositive power over these shares; however, TCMI, Inc. has a right to 100% of the pecuniary interest in such shares. Hoag is a stockholder and director of TCMI, Inc. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. Does not include shares held by The Hoag Family Trust U/A Dtd 8/2/94 and Hamilton Investments Limited Partnership.
- (26) This transaction was executed in multiple trades at prices ranging from \$36.860 to \$36.861. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon written request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was affected.
- (27) Not applicable.
- (28) Hoag has the sole voting and dispositive power over the options he holds directly; however, TCMI, Inc. has a right to 100% of the pecuniary interest in such options. Hoag is a stockholder and director of TCMI, Inc. Hoag disclaims beneficial ownership of such options or the shares he receives upon exercise of such options 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. 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.