

HOAG JAY C
Form 4
May 09, 2011

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)
05/05/2011

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 05/05/2011 | | M | | 933 | A | \$ 42.87 |
| Common Stock | 05/05/2011 | | M | | 899 | A | \$ 44.48 |
| Common Stock | 05/05/2011 | | M | | 977 | A | \$ 40.94 |
| Common Stock | 05/05/2011 | | M | | 890 | A | \$ 44.97 |
| Common Stock | 05/05/2011 | | M | | 949 | A | \$ 42.15 |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------------------------|--------|------------------|
| Common Stock | 05/05/2011 | M | 896 | A | \$ 44.62 | 5,544 | D ⁽¹⁾ |
| Common Stock | 05/05/2011 | M | 743 | A | \$ 53.8 | 6,287 | D ⁽¹⁾ |
| Common Stock | 05/05/2011 | M | 687 | A | \$ 58.23 | 6,974 | D ⁽¹⁾ |
| Common Stock | 05/05/2011 | M | 935 | A | \$ 53.48 | 7,909 | D ⁽¹⁾ |
| Common Stock | 05/05/2011 | M | 819 | A | \$ 61.03 | 8,728 | D ⁽¹⁾ |
| Common Stock | 05/05/2011 | M | 717 | A | \$ 69.7 | 9,445 | D ⁽¹⁾ |
| Common Stock | 05/05/2011 | M | 667 | A | \$ 75 | 10,112 | D ⁽¹⁾ |
| Common Stock | 05/05/2011 | S | 10,112 | D | \$ 231.6236 <u>(2)</u> | 0 | D ⁽¹⁾ |

| | | | | | | | | |
|--------------|--|--|--|--|--|--------|---|---|
| Common Stock | | | | | | 63,854 | I | The Hoag Family Trust U/A/ Dtd 8/2/94 ⁽³⁾ |
| Common Stock | | | | | | 12,396 | I | Hamilton Investments Limited Partnership ⁽⁴⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

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| | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|---|----------|------------|------|---|---------------------|--------------------|-----------------------|--|-----|
| | | | Code | V | (A) | (D) | | | |
| Non-Qualified Stock Option (right to buy) | \$ 42.87 | 05/05/2011 | M | | | 933 | 04/01/2009 04/01/2019 | Common Stock | 933 |
| Non-Qualified Stock Option (right to buy) | \$ 44.48 | 05/05/2011 | M | | | 899 | 05/01/2009 05/01/2019 | Common Stock | 899 |
| Non-Qualified Stock Option (right to buy) | \$ 40.94 | 05/05/2011 | M | | | 977 | 06/01/2009 06/01/2019 | Common Stock | 977 |
| Non-Qualified Stock Option (right to buy) | \$ 44.97 | 05/05/2011 | M | | | 890 | 08/03/2009 08/03/2019 | Common Stock | 890 |
| Non-Qualified Stock Option (right to buy) | \$ 42.15 | 05/05/2011 | M | | | 949 | 09/01/2009 09/01/2019 | Common Stock | 949 |
| Non-Qualified Stock Option (right to buy) | \$ 44.62 | 05/05/2011 | M | | | 896 | 10/01/2009 10/01/2019 | Common Stock | 896 |
| Non-Qualified Stock Option (right to buy) | \$ 53.8 | 05/05/2011 | M | | | 743 | 11/02/2009 11/02/2019 | Common Stock | 743 |
| Non-Qualified Stock Option (right to buy) | \$ 58.23 | 05/05/2011 | M | | | 687 | 12/01/2009 12/01/2019 | Common Stock | 687 |
| Non-Qualified Stock Option (right to buy) | \$ 53.48 | 05/05/2011 | M | | | 935 | 01/04/2010 01/04/2020 | Common Stock | 935 |
| Non-Qualified Stock Option (right to buy) | \$ 61.03 | 05/05/2011 | M | | | 819 | 02/01/2010 02/01/2020 | Common Stock | 819 |
| Non-Qualified Stock Option (right to buy) | \$ 69.7 | 05/05/2011 | M | | | 717 | 03/01/2010 03/01/2020 | Common Stock | 717 |
| Non-Qualified Stock Option (right to buy) | \$ 75 | 05/05/2011 | M | | | 667 | 04/01/2010 04/01/2020 | Common Stock | 667 |

Reporting Owners

Relationships

Reporting Owner Name / Address

Reporting Owners

| | Director | 10% Owner | Officer | Other |
|---|----------|--------------|---------|-------|
| HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | | X | | |

Signatures

Frederic D. Fenton Authorized signatory for Jay C.
Hoag 05/09/2011

__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) Jay C. Hoag ("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, which are separately reported on this Form 4.

This transaction was executed in multiple trades at prices ranging from \$231.34 to \$232.00. The price reported reflects the weighted
 - (2) 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.
 - (3) These share are held by The Hoag Family Trust U/A Dtd 9/2/94. 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.

These shares are held by Hamilton Investments Limited Partnership. Hoag is the sole general partner and a limited partner of Hamilton
 - (4) Investments Limited Partnership. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
 - (5) Not applicable.

Hoag has the sole voting and dispositive power over the options he holds directly; however, TCMI, Inc. has a right to 100% of the
 - (6) 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.