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FRIEDLAND JONATHAN

Form 3/A

February 14, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

FRIEDLAND JONATHAN

100 WINCHESTER CIRCLE

(Street)

(Last)

(First)

Statement

(Month/Day/Year)

01/17/2012

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

NETFLIX INC [NFLX]

(Middle)

4. Relationship of Reporting Person(s) to Issuer

_X__ Officer

Filed(Month/Day/Year)

01/27/2012

4. Nature of Indirect Beneficial

(Check all applicable)

Director

10% Owner Other (give title below) (specify below)

Filing(Check Applicable Line) _X_ Form filed by One Reporting

6. Individual or Joint/Group

5. If Amendment, Date Original

Form filed by More than One Chief Communications Officer Reporting Person

LOS GATOS, CAÂ 95032

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned (Instr. 4)

Ownership Form:

Ownership (Instr. 5) Direct (D) or Indirect (I)

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 1473 (7-02)

(Instr. 5)

Table I - Non-Derivative Securities Beneficially Owned

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

4. Conversion or Exercise Price of

Derivative

Security

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Expiration Date Exercisable

Date

Amount or Title Number of Shares

Direct (D) or Indirect (I) (Instr. 5)

1

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FRIEDLAND JONATHAN

100 WINCHESTER CIRCLE Â Â Â Chief Communications Officer Â

LOS GATOS, CAÂ 95032

Signatures

David Hyman, Authorized Signatory For: Jonathan Friedland 02/14/2012

**Signature of Reporting Person Date

Explanation of Responses:

No securities are beneficially owned

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

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Remarks:

This amended Form 3 is being filed solely for the purpose of attaching the Power of Attorney. Â 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.

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