

NETFLIX INC  
Form 4  
January 28, 2014

**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 \*  
**HALEY TIMOTHY M**

(Last) (First) (Middle)  
**100 WINCHESTER CIRCLE**  
  
(Street)

**LOS GATOS, CA 95032**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**01/24/2014**

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/24/2014		S		1,600 <u>(1)</u>	D	
					\$ 389.39 <u>(2)</u>		
Common Stock	01/24/2014		S		700 <u>(1)</u>	D	
					\$ 390.22 <u>(3)</u>		

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 31	01/24/2014		M	968 (1)	05/01/2008 05/01/2018	Common Stock	968	
Non-Qualified Stock Option (right to buy)	\$ 34.35	01/24/2014		M	1,164 (1)	03/02/2009 03/02/2019	Common Stock	1,164	
Non-Qualified Stock Option (right to buy)	\$ 36.51	01/24/2014		M	1,095 (1)	04/01/2008 04/01/2018	Common Stock	1,095	
Non-Qualified Stock Option (right to buy)	\$ 36.95	01/24/2014		M	1,083 (1)	02/02/2009 02/02/2019	Common Stock	1,083	
Non-Qualified Stock Option (right to buy)	\$ 40.62	01/24/2014		M	984 (1)	07/01/2009 07/01/2019	Common Stock	984	
Non-Qualified Stock Option (right to buy)	\$ 40.94	01/24/2014		M	977 (1)	06/01/2009 06/01/2019	Common Stock	977	
Non-Qualified Stock Option (right to buy)	\$ 42.15	01/24/2014		M	949 (1)	09/01/2009 09/01/2019	Common Stock	949	
Non-Qualified Stock Option (right to buy)	\$ 42.87	01/24/2014		M	933 (1)	04/01/2009 04/01/2019	Common Stock	933	
Non-Qualified Stock Option (right to buy)	\$ 44.48	01/24/2014		M	899 (1)	05/01/2009 05/01/2019	Common Stock	899	
Non-Qualified Stock Option (right to buy)	\$ 44.62	01/24/2014		M	896 (1)	10/01/2009 10/01/2019	Common Stock	896	
	\$ 92.01	01/24/2014		M		01/02/2013 01/02/2023		54	

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Non-Qualified Stock Option (right to buy)					<u>543</u> <sup>(1)</sup>			Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 164.8	01/24/2014	M	<u>303</u> <sup>(1)</sup>	02/01/2013	02/01/2023	Common Stock	30	
Non-Qualified Stock Option (right to buy)	\$ 182.43	01/24/2014	M	<u>274</u> <sup>(1)</sup>	04/01/2013	04/01/2023	Common Stock	27	
Non-Qualified Stock Option (right to buy)	\$ 189.37	01/24/2014	M	<u>264</u> <sup>(1)</sup>	03/01/2013	03/01/2023	Common Stock	26	
Non-Qualified Stock Option (right to buy)	\$ 200.14	01/24/2014	M	<u>250</u> <sup>(1)</sup>	12/01/2010	12/01/2020	Common Stock	25	
Non-Qualified Stock Option (right to buy)	\$ 204.63	01/24/2014	M	<u>244</u> <sup>(1)</sup>	03/01/2011	03/01/2021	Common Stock	24	
Non-Qualified Stock Option (right to buy)	\$ 212.9	01/24/2014	M	<u>235</u> <sup>(1)</sup>	02/01/2011	02/01/2021	Common Stock	23	
Non-Qualified Stock Option (right to buy)	\$ 212.91	01/24/2014	M	<u>235</u> <sup>(1)</sup>	05/01/2013	05/01/2023	Common Stock	23	
Non-Qualified Stock Option (right to buy)	\$ 221.97	01/24/2014	M	<u>225</u> <sup>(1)</sup>	06/03/2013	06/03/2023	Common Stock	22	
Non-Qualified Stock Option (right to buy)	\$ 233.27	01/24/2014	M	<u>214</u> <sup>(1)</sup>	09/01/2011	09/01/2021	Common Stock	21	
Non-Qualified Stock Option (right to buy)	\$ 237.19	01/24/2014	M	<u>211</u> <sup>(1)</sup>	05/02/2011	05/02/2021	Common Stock	21	
Non-Qualified Stock Option (right to buy)	\$ 242.09	01/24/2014	M	<u>207</u> <sup>(1)</sup>	04/01/2011	04/01/2021	Common Stock	20	
Non-Qualified Stock Option (right to buy)	\$ 263.38	01/24/2014	M	<u>190</u> <sup>(1)</sup>	08/01/2011	08/01/2021	Common Stock	19	
Non-Qualified Stock Option (right to buy)	\$ 267.26	01/24/2014	M	<u>187</u> <sup>(1)</sup>	06/01/2011	06/01/2021	Common Stock	18	
Non-Qualified Stock Option	\$ 267.99	01/24/2014	M	<u>187</u> <sup>(1)</sup>	07/01/2011	07/01/2021	Common Stock	18	

(right to buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALEY TIMOTHY M 100 WINCHESTER CIRCLE LOS GATOS, CA 95032		X		

## Signatures

By: David Hyman For: Timothy M. Haley  
Date: 01/28/2014

\_\_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) Transaction made pursuant to duly adopted trading plan under Rule 10b5-1(c).

This transaction was executed in multiple trades at prices ranging from \$388.84 to \$389.67. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon 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 effected.

(2) This transaction was executed in multiple trades at prices ranging from \$389.92 to \$390.56. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon 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 effected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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