NETFLIX INC
Form 4/A
November 22, 2006

FORM 4

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

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

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).

(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)
06/29/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
06/30/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
__X__ Other (specify below)
May be part of 13(g) group

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	(A) or (D)	Price			
Common Stock (1) (2)	06/29/2006		X		24,060	A	$ 1.5	24,060	I	TCV II, V.O.F. (9)
Common Stock (1) (2)	06/29/2006		F		1,317	D	(10)	22,743	I	TCV II, V.O.F. (9)
Common Stock (1) (3)	06/29/2006		X		740,733	A	$ 1.5	740,733	I	Technology Crossover Ventures II, L.P. (11)

Common Stock (1) (3)	06/29/2006	F	40,536	D	(10)	700,197	I	Technology Crossover Ventures II, L.P. (11)
Common Stock (1) (4)	06/29/2006	X	113,095	A	$ 1.5	113,095	I	Technology Crossover Ventures II, C.V. (12)
Common Stock (1) (4)	06/29/2006	F	6,189	D	(10)	106,906	I	Technology Crossover Ventures II, C.V. (12)
Common Stock (1) (5)	06/29/2006	X	569,485	A	$ 1.5	569,485	I	TCV II (Q), L.P. (13)
Common Stock (1) (5)	06/29/2006	F	31,164	D	(10)	538,321	I	TCV II (Q), L.P. (13)
Common Stock (1) (6)	06/29/2006	X	101,063	A	$ 1.5	101,063	I	TCV II Strategic Partners, L.P. (14)
Common Stock (1) (6)	06/29/2006	F	5,531	D	(10)	95,532	I	TCV II Strategic Partners, L.P. (14)
Common Stock (1) (7)	06/29/2006	X	6,942,574	A	$ 1.5	9,318,184	I	TCV IV, L.P. (15)
Common Stock (1) (7)	06/29/2006	F	379,919	D	(10)	8,938,265	I	TCV IV, L.P. (15)
Common Stock (1) (8)	06/29/2006	X	258,878	A	$ 1.5	347,464	I	TCV IV Strategic Partners, L.P. (16)
Common Stock (1) (8)	06/29/2006	F	14,167	D	(10)	333,297	I	TCV IV Strategic Partners, L.P. (16)

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

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SEC 1474 (9-02)

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 Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X		May be part of 13(g) group
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 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 13(g) group
TCV IV LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(g) group
TCV IV STRATEGIC PARTNERS LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(g) group

Signatures

Carla S. Newell Authorized signatory for Jay C. Hoag	11/22/2006
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for Richard H. Kimball	11/22/2006
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for Technology Crossover Management IV, L.L.C.	11/22/2006
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for TCV IV, L.P.	11/22/2006
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for TCV IV Strategic Partners, L.P.	11/22/2006
**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)	The original Form 4 reported the net number of shares acquired pursuant to the "net exercise" provision of the warrant. This amended Form 4 is being filed solely for the purpose of reporting the gross number of shares acquired and the number of shares surrendered back to the Issuer pursuant to such exercise. The total net number of shares acquired pursuant to the warrant has not changed.
(2)	The reporting person acquired 24,060 shares and surrendered back to the Issuer 1,317 shares, for a net exercise of 22,743 shares.
(3)	The reporting person acquired 740,733 shares and surrendered back to the Issuer 40,536 shares, for a net exercise of 700,197 shares.
(4)	The reporting person acquired 113,095 shares and surrendered back to the Issuer 6,189 shares, for a net exercise of 106,906 shares.
(5)	The reporting person acquired 569,485 shares and surrendered back to the Issuer 31,164 shares, for a net exercise of 538,321 shares.
(6)	The reporting person acquired 101,063 shares and surrendered back to the Issuer 5,531 shares, for a net exercise of 95,532 shares.
(7)	The reporting person acquired 6,942,574 shares and surrendered back to the Issuer 379,919 shares, for a net exercise of 6,562,655 shares.
(8)	The reporting person acquired 258,878 shares and surrendered back to the Issuer 14,167 shares, for a net exercise of 244,711 shares.
(9)	These shares are held directly by TCV II, V.O.F. Jay C. Hoag ("Hoag") and Richard H. Kimball ("Kimball") are managing members of Technology Crossover Management II, L.L.C. ("TCM II") which is the sole investment general partner of TCV II, V.O.F. Hoag, Kimball and TCM II may be deemed to beneficially own the shares held by TCV II, V.O.F. but Hoag, Kimball and TCM II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
(10)	Not applicable.
(11)	These shares are held directly by Technology Crossover Ventures II, L.P. ("TCV II, L.P."). Hoag and Kimball are managing members of TCM II which is the sole general partner of TCV II, L.P. Hoag, Kimball, and TCM II may be deemed to beneficially own the shares held by TCV II, L.P. but Hoag, Kimball and TCM II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
(12)	These shares are held directly by Technology Crossover Ventures II, C.V. ("TCV II, C.V."). Hoag and Kimball are managing members of TCM II which is the sole investment general partner of TCV II, C.V. Hoag, Kimball and TCM II may be deemed to beneficially own the shares held by TCV II, C.V. but Hoag, Kimball and TCM II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
(13)	

These shares are held directly by TCV II (Q), L.P. Hoag and Kimball are managing members of TCM II which is the sole general partner of TCV II (Q), L.P. Hoag, Kimball, and TCM II may be deemed to beneficially own the shares held by TCV II (Q), L.P. but Hoag, Kimball and TCM II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(14) These shares are held directly by TCV II Strategic Partners, L.P. ("TCV II, S.P."). Hoag and Kimball are managing members of TCM II which is the sole general partner of TCV II, S.P. Hoag, Kimball and TCM II may be deemed to beneficially own the shares held by TCV II, S.P. but Hoag, Kimball and TCM II disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

(15) 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.

(16) These shares are held directly by TCV IV Strategic Partners, L.P. ("TCV IV, S.P."). Hoag and Kimball are 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.

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.

Explanation of Responses: