

HASTINGS REED

Form SC 13G/A

February 13, 2007

SEC 1745 (02-02) **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 control number.**

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response . . . 10.4

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

NETFLIX, INC.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

64110L 10 6

(CUSIP Number)

Edgar Filing: HASTINGS REED - Form SC 13G/A

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

CUSIP No. 64110L 10 6

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

REED HASTINGS

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Citizenship or Place of Organization

UNITED STATES OF AMERICA

Number of	5. Sole Voting Power
Shares	1,843,406(1)
	6. Shared Voting Power
Beneficially by	3,118,848 (2)
Owned by	7. Sole Dispositive Power
Each	1,843,406(1)
	8. Shared Dispositive Power
Reporting	3,118,848 (2)
Person	

With:

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,962,254 SHARES (1)(2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

7.04%(1)(2)

12. Type of Reporting Person (See Instructions)

IN

- (1) Includes 1,843,406 shares issuable pursuant to options to purchase common stock exercisable within 60 days of December 31, 2006
- (2) Includes 3,118,848 shares held by the Hastings-Quillin Trust under which Reed Hastings and Patricia Quillin are co-trustees with shared voting and dispositive power

- Item 1.** (a) Name of Issuer
NETFLIX, INC.
- (b) Address of Issuer's Principal Executive Offices
100 WINCHESTER CIRCLE

LOS GATOS, CA 95032

- Item 2.** (a) Name of Person Filing
REED HASTINGS
- (b) Address of Principal Business Office or, if none, Residence
100 WINCHESTER CIRCLE

LOS GATOS, CA 95032
- (c) Citizenship
UNITED STATES OF AMERICA
- (d) Title of Class of Securities
COMMON STOCK
- (e) CUSIP Number
64110L 10 6

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

4,962,254 shares of common stock (includes 3,118,848 shares of common stock held by the Hastings-Quillin Trust under which Reed Hastings and Patricia Quillin are co-trustees and share voting and dispositive power and 1,843,406 shares issuable pursuant to options to purchase common stock exercisable within 60 days of December 31, 2006).

(b) Percent of class:

7.04% (includes 3,118,848 shares of common stock held by the Hastings-Quillin Trust under which Reed Hastings and Patricia Quillin are co-trustees and share voting and dispositive power and 1,843,406 shares issuable pursuant to options to purchase common stock exercisable within 60 days of December 31, 2006).

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

1,843,406 (includes 1,843,406 shares issuable pursuant to options to purchase common stock exercisable within 60 days of December 31, 2006).

(ii) Shared power to vote or to direct the vote

3,118,848 (includes 3,118,848 shares held by the Hastings-Quillin Trust under which Reed Hastings and Patricia Quillin are co-trustees with shared voting and dispositive power).

(iii) Sole power to dispose or to direct the disposition of

1,843,406 (includes 1,843,406 shares issuable pursuant to options to purchase common stock exercisable within 60 days of December 31, 2006).

(iv) Shared power to dispose or to direct the disposition of

3,118,848 (includes 3,118,848 shares held by the Hastings-Quillin Trust under which Reed Hastings and Patricia Quillin are co-trustees with shared voting and dispositive power).

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following “.”

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2007
Date

/s/ Reed Hastings
Signature

Reed Hastings /

Chief Executive Officer and President
Name/Title

Page 5 of 5 pages