

NETFLIX INC  
Form 8-K  
November 22, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

November 21, 2011

Date of Report (date of earliest event reported)

**NETFLIX, INC.**

(Exact name of Registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation or organization)

(Commission  
File Number)  
**100 Winchester Circle**

(I.R.S. Employer  
Identification Number)

**Los Gatos, CA 95032**

(Address of principal executive office) (Zip Code)

**(408) 540-3700**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

***Underwriting Agreement***

On November 21, 2011, Netflix, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Morgan Stanley & Co. LLC and J.P. Morgan Securities LLC, as the representatives of the several underwriters listed on Schedule I attached thereto, to issue and sell 2,857,143 shares of common stock, par value \$0.001 per share (the Common Stock), of the Company in an offering registered pursuant to the Company's Registration Statement on Form S-3 (File No. 333-178091) and a related prospectus, in each case filed with the Securities and Exchange Commission. The Company estimates that the net proceeds from the offering will be approximately \$199.7 million, after deducting estimated offering expenses. The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K, and is incorporated by reference in the Registration Statement. The description of the Underwriting Agreement in this report is a summary and is qualified in its entirety by the terms of the Underwriting Agreement.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

- 1.1 Underwriting Agreement, dated as of November 21, 2011, by and among the Company, Morgan Stanley & Co. LLC and J.P. Morgan Securities LLC, as representatives of the several underwriters listed on Schedule I attached thereto.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NETFLIX, INC.**

Date: November 22, 2011

By: /s/ David Wells  
Name: David Wells  
Title: Chief Financial Officer

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of November 21, 2011, by and among the Company, Morgan Stanley & Co. LLC and J.P. Morgan Securities LLC, as representatives of the several underwriters listed on Schedule I attached thereto.