

NETFLIX INC  
Form 8-A12B/A  
December 30, 2013

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

**FORM 8-A/A**  
**(Amendment No. 1)**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**NETFLIX, INC.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of incorporation or organization)**

**100 Winchester Circle**

**Los Gatos, California**

**77-0467272**  
**(I.R.S. Employer Identification No.)**

**95032**

(Address of principal executive offices)

(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
Preferred Share Purchase Rights	The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), check the following box. ☒ x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ☐ "

Securities Act registration statement file number to which this form relates: Not applicable

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

## EXPLANATORY NOTE

This Form 8-A/A is filed by Netflix, Inc. (the Company) to reflect the expiration of the preferred share purchase rights (the Rights) registered on the Form 8-A filed by the Company on November 5, 2012.

### Item 1. Description of Registrant's Securities to Be Registered.

On December 30, 2013, the Company announced that it executed an amendment (the Amendment) to the Preferred Shares Rights Agreement (the Rights Agreement), dated as of November 2, 2012, between the Company and Computershare Trust Company, N.A. The Amendment accelerates the expiration of the Rights from 5:00 p.m., New York City time, on November 2, 2015 to 5:00 p.m., New York City time, on December 30, 2013, and has the effect of terminating the Rights Agreement on that date. At the time of the termination of the Rights Agreement, all of the Rights distributed to holders of the Company's common stock pursuant to the Rights Agreement will expire.

The foregoing is a summary of the terms of the Amendment. The summary does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 4.2 and incorporated herein by reference.

### Item 2. Exhibits.

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|-------------|---|
| Exhibit 3.1 | Certificate of Designation of Rights, Preferences and Privileges of Series A Participating Preferred Stock (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on November 5, 2012).   |
| Exhibit 4.1 | Preferred Shares Rights Agreement, dated as of November 2, 2012 by and between Netflix, Inc. and Computershare Trust Company, N.A., as rights agent (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on November 5, 2012).      |
| Exhibit 4.2 | Amendment No. 1 to Preferred Shares Rights Agreement, dated as of December 30, 2013, by and between Netflix, Inc. and Computershare Trust Company, N.A. (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on December 30, 2013). |

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

NETFLIX, INC.

/s/ David Hyman  
David Hyman  
General Counsel and Secretary

Dated: December 30, 2013

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
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