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SHIVERICK PAUL C
Form SC 13G
August 22, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934*

Netflix, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

64110L106

(CUSIP Number)

August 7, 2003

(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 on 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).

CUSIP No. 64110L106

13G

Page 2 of 9 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Paul C. Shiverick

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6 SHARED VOTING POWER
1,240,000

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
1,240,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,240,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
5.2%

12 TYPE OF REPORTING PERSON*
IN

CUSIP No. 64110L106 13G Page 3 of 9 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Michael G. Messner

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

| | | | |
|--|---|--------------------------|-----------|
| | 5 | SOLE VOTING POWER | 0 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER | 1,240,000 |
| | 7 | SOLE DISPOSITIVE POWER | 0 |
| | 8 | SHARED DISPOSITIVE POWER | 1,240,000 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 1,240,000 | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | |
| | N/A | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | |
| | 5.2% | | |
| 12 | TYPE OF REPORTING PERSON* | | |
| | IN | | |

Item 1(a): Name of Issuer:

 Netflix, Inc. (the "Company").

Item 1(b): Address of Issuer's Principal Executive Offices:

 970 University Avenue
 Los Gatos, CA 95032

Items 2(a) and 2(b): Name of Person Filing; Address of Principal

 Business Office:

This statement is filed by and on behalf of Mssrs. Paul C. Shiverick and Michael G. Messner, in their capacities as (i) principals of Seminole Capital Management Co., Inc. ("Seminole"), which acts as investment manager to an offshore investment fund (the "Fund") and two institutional managed accounts (the "Managed Accounts"), and (ii) general

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partners to two private investment partnerships (the "Partnerships"). The principal business address of each reporting person is 150 East 52nd Street, 29th Fl., New York, NY 10022.

Item 2(c):

Citizenship:

Mssrs. Shiverick and Messner are United States citizens.

Item 2(d):

Title of Class of Securities:

Common Stock, par value \$0.001 per share ("Common Stock")

Item 2(e):

CUSIP Number:

64110L106

Item 3:

If this statement is filed pursuant to Rules 13d-1(b) or

13d-2(b) or (c), check whether the person filing is a:

- (a) [] Broker or dealer registered under Section 15 of the Act,
- (b) [] Bank as defined in Section 3(a)(6) of the Act,
- (c) [] Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) [] Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) [] Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f) [] Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F),
- (g) [] Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) [] Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) [] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4:

Ownership:

The following states the beneficial ownership of the reporting persons as of August 18, 2003. This report relates to the same shares of Common Stock which may be deemed to be owned (i) directly (in the aggregate) by the Fund, the Managed Accounts, and the Partnerships, none of which individually beneficially own more than 5% of the class; and (ii) indirectly by Mssrs. Shiverick and Messner, who, as principals of Seminole and general partners of the Partnerships, share the power to direct the vote or disposition of such securities.

A. Mr. Shiverick.

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- (a) Amount beneficially owned: Mr. Shiverick is deemed to have beneficial ownership of 1,240,000 shares of Common Stock by virtue of his position as a principal of Seminole and as general partner of the Partnerships. Mr. Shiverick shares voting and dispositive power over his holdings of Common Stock with Mr. Messner, the Fund, the Managed Accounts and the Partnerships.
- (b) Percent of class: 5.2%.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 1,240,000
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 1,240,000

B. Mr. Messner.

- (a) Amount beneficially owned: Mr. Messner is deemed to have beneficial ownership of 1,240,000 shares of Common Stock by virtue of his position as a principal of Seminole and as general partner of the Partnerships. Mr. Messner shares voting and dispositive power over his holdings of Common Stock with Mr. Shiverick, the Fund, the Managed Accounts and the Partnerships.
- (b) Percent of class: 5.2%.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 1,240,0000
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 1,240,000

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

Not Applicable

Item 6: Ownership of More than Five Percent on Behalf of Another

Person:

The Partnerships, the Fund, and the Managed Accounts have the right to receive dividends from and the proceeds of the sale of the subject securities owned by such entities. None of such parties owns beneficially more than 5% of the class.

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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:

By signing below each of the undersigned certifies that, to the best of the undersigned's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 22, 2003

/s/ Paul C. Shiverick

Paul C. Shiverick

/s/ Michael G. Messner

Michael G. Messner

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JOINT FILING AGREEMENT

The undersigned hereby agree to the joint filing with each other of the attached statement on Schedule 13G and to all amendments to such statement and that such statement is and all amendments to such statement are made on behalf of each of them.

IN WITNESS WHEREOF, the undersigned hereby execute this agreement on August 22, 2003.

/s/ Paul C. Shiverick

Paul C. Shiverick

/s/ Michael G. Messner

Michael G. Messner