

**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

**Date of Report (Date of earliest event reported):
November 14, 2025**

NETFLIX, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

121 Albright Way, Los Gatos, California
(Address of principal executive offices)

001-35727
(Commission
File Number)

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

95032
(Zip Code)

(408) 540-3700
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.001 per share	NFLX	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

☐

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 30, 2025, Netflix, Inc. (the “Company”) announced a ten-for-one forward stock split (the “Stock Split”) of the Company’s issued common stock. On November 14, 2025, the Company filed an amendment (the “Amendment”) to the Company’s Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware to effect the Stock Split and proportionately increase the number of shares of the Company’s authorized common stock from 4,990,000,000 to 49,900,000,000. The Amendment, which became effective at 4:01 p.m. Eastern Time on November 14, 2025, is filed as Exhibit 3.1 to this Current Report on Form 8-K.

Trading is expected to commence on a split-adjusted basis at market open on November 17, 2025.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
<u>3.1</u>	<u>Certificate of Amendment of Amended and Restated Certificate of Incorporation</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Date: November 14, 2025

NETFLIX, INC.

/s/ David Hyman

David Hyman

Chief Legal Officer and Secretary

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
NETFLIX, INC.**

a Delaware corporation

Netflix, Inc., a Delaware corporation (the “Corporation”), does hereby certify:

First: The name of the Corporation is **Netflix, Inc.**

Second: The Corporation was originally incorporated on August 29, 1997 under the name Kibble, Inc., pursuant to the General Corporation Law of the State of Delaware (the “General Corporation Law”).

Third: The Board of Directors of the Corporation, acting in accordance with Section 242 of the General Corporation Law, adopted resolutions to amend the first paragraph of Article IV of the Amended and Restated Certificate of Incorporation of the Corporation, filed with the Secretary of State of Delaware on May 29, 2002, further amended by a certificate of amendment filed with the Secretary of State of Delaware on May 27, 2003, further amended by a certificate of amendment filed with the Secretary of State of Delaware on April 28, 2004, further amended by a certificate of amendment filed with the Secretary of State of Delaware on June 11, 2015 and further amended by an amended and restated certificate of incorporation filed with the Secretary of State of Delaware on June 7, 2022 (the “Amended and Restated Certificate of Incorporation”), to read in its entirety as follows:

“The corporation is authorized to issue two classes of stock, to be designated, respectively, “Common Stock” and “Preferred Stock.” The total number of shares which the corporation shall have authority to issue is 49,910,000,000 consisting of 49,900,000,000 shares of common stock and 10,000,000 shares of preferred stock, par value \$0.001 per share.

At the Effective Time, each share of Common Stock issued as of immediately prior to the Effective Time shall be automatically subdivided and reclassified into ten (10) validly issued, fully paid and non-assessable shares of Common Stock, without any further action by the Corporation or the holder thereof (the “Stock Split”). Each certificate that immediately prior to the Effective Time represented shares of Common Stock shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by such certificate shall have been subdivided and reclassified pursuant to the Stock Split.”

Fourth: The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

Fifth: This Certificate of Amendment shall become effective at 4:01 p.m. Eastern Time on November 14, 2025 (the “Effective Time”).

Sixth: All other provisions of the Amended and Restated Certificate of Incorporation of the Corporation shall remain in full force and effect.

In Witness Whereof, the Corporation has caused this Certificate of Amendment to be executed by its Chief Legal Officer and Secretary this 14th day of November 2025.

NETFLIX, INC.

By:	<u>/s/ David Hyman</u>
Name:	David Hyman
Title:	Chief Legal Officer and Secretary