

REFINITIV

## DELTA REPORT

### 10-K

NFLX - NETFLIX INC

10-K - DECEMBER 31, 2023 COMPARED TO 10-K - DECEMBER 31, 2022

The following comparison report has been automatically generated

**TOTAL DELTAS** 1491

■ CHANGES	227
■ DELETIONS	631
■ ADDITIONS	633

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

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2022** **December 31, 2023**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-35727

**Netflix, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

77-0467272

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

121 Albright Way, Los Gatos, California 95032  
(Address and zip code of principal executive offices)

(408) 540-3700

(Registrant's telephone number, including area code)

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

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

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

As of **June 30, 2022** **June 30, 2023** the aggregate market value of voting stock held by non-affiliates of the registrant, based upon the closing sales price for the registrant's common stock, as reported in the NASDAQ Global Select Market System, was **\$76,550,886,077**, **\$192,301,932,760**. Shares of common stock beneficially owned by each executive officer and director of the registrant and by each person known by the registrant to beneficially own 10% or more of the outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for any other purpose.

As of December 31, 2022 December 31, 2023, there were 445,346,776 432,759,584 shares of the registrant's common stock, par value \$0.001, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Parts of the registrant's Proxy Statement for the registrant's 2023 2024 Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K.

---

NETFLIX, INC.

TABLE OF CONTENTS

	Page
<b>PART I</b>	
Item 1. <a href="#">Business</a>	1
Item 1A. <a href="#">Risk Factors</a>	4
Item 1B. <a href="#">Unresolved Staff Comments</a>	16
Item 1C. <a href="#">Cybersecurity</a>	16
Item 2. <a href="#">Properties</a>	17 18
Item 3. <a href="#">Legal Proceedings</a>	17 18
Item 4. <a href="#">Mine Safety Disclosures</a>	17 18
<b>PART II</b>	
Item 5. <a href="#">Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	18 19
Item 6. <a href="#">[Reserved]</a>	19 20
Item 7. <a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	20 21
Item 7A. <a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	29
Item 8. <a href="#">Financial Statements and Supplementary Data</a>	29 30
Item 9. <a href="#">Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</a>	29 30
Item 9A. <a href="#">Controls and Procedures</a>	30 31
Item 9B. <a href="#">Other Information</a>	32 33
Item 9C. <a href="#">Disclosure Regarding Foreign Jurisdictions that Prevent Inspections</a>	32 33
<b>PART III</b>	
Item 10. <a href="#">Directors, Executive Officers and Corporate Governance</a>	33 34
Item 11. <a href="#">Executive Compensation</a>	33 34
Item 12. <a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	33 34
Item 13. <a href="#">Certain Relationships and Related Transactions, and Director Independence</a>	33 34
Item 14. <a href="#">Principal Accountant Fees and Services</a>	33 34
<b>PART IV</b>	
Item 15. <a href="#">Exhibits, Financial Statement Schedules</a>	34 35
Item 16. <a href="#">Form 10-K Summary</a>	34 35

---

PART I

## Forward-Looking Statements

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements include, but are not limited to, statements regarding: our core strategy; our ability to improve our content offerings and service; our future financial performance, including expectations regarding revenues, deferred revenue, operating income and margin, net income, expenses, and profitability; liquidity, including the sufficiency of our capital resources, net cash provided by (used in) operating activities, access to financing sources, and free cash flows; capital allocation strategies, including any stock repurchases or repurchase programs; seasonality; stock price volatility; impact of foreign exchange rate fluctuations, including on net income, revenues and average revenues per paying member; impact of interest rate fluctuations; adequacy of existing facilities; the impact of the discontinuance of the LIBO Rate; future regulatory changes and their impact on our business; intellectual property; price changes and testing; impact of recently adopted accounting pronouncements; accounting treatment for changes related to content assets; acquisitions; action actions by competitors; membership growth, including impact of content and pricing changes on membership growth; partnerships; advertising; multi-household usage; member viewing patterns; dividends; future contractual obligations, including unknown content obligations and timing of payments; our global content and marketing investments, including investments in original programming; impact of work stoppages; content amortization; resolutions of tax examinations; tax expense; unrecognized tax benefits; deferred tax assets; our ability to effectively manage change and growth; our company culture; and our ability to attract and retain qualified employees and key personnel; and the impact of the coronavirus (COVID-19) pandemic and our response to it. These forward-looking statements are subject to risks and uncertainties that could cause actual results and events to differ. A detailed discussion of these and other risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included throughout this filing and particularly in Item 1A: "Risk Factors" section set forth in this Annual Report on Form 10-K. All forward-looking statements included in this document are based on information available to us on the date hereof, and we assume no obligation to revise or publicly release any revision to any such forward-looking statement, except as may otherwise be required by law.

### Item 1. Business

#### ABOUT US

Netflix, Inc. ("Netflix", "the Company", "registrant", "we", or "us") is one of the world's leading entertainment services with approximately 231 million over 260 million paid memberships in over 190 countries enjoying TV series, films and games across a wide variety of genres and languages. Members can play, pause and resume to watch watching as much as they want, anytime, anywhere, and can change their plans at any time.

Our core strategy is to grow our business globally within the parameters of our operating margin target. We strive to continuously improve our members' experience by offering compelling content that delights them and attracts new members. We seek to drive conversation around our content to further enhance member joy, and we are continuously enhancing our user interface to help our members more easily choose content that they will find enjoyable.

#### BUSINESS SEGMENTS

We operate as one operating segment. Our revenues are primarily derived from monthly membership fees for services related to streaming content to our members. See Note 12, *Segment and Geographic Information*, in the accompanying notes to our consolidated financial statements for further detail.

#### COMPETITION

The market for entertainment video is intensely competitive and subject to rapid change. We compete with a broad set of activities for consumers' leisure time, including other entertainment video providers, such as linear TV, streaming entertainment providers (including those that provide pirated content), video gaming providers and more broadly against other sources of entertainment, like social media, that our members could choose in their moments of free time. We also compete against entertainment video providers and content producers in obtaining content for our service, both for licensed content and for original content projects.

While consumers may maintain simultaneous relationships with multiple entertainment sources, we strive for consumers to choose us in their moments of free time. We have often referred to this choice as our objective of "winning moments of truth." In attempting to win these moments of truth with our members, we seek to continually improve our service, including both our technology and our content offerings.

#### SEASONALITY

Our membership growth exhibits a seasonal pattern that reflects variations when consumers buy internet-connected screens and when they tend to increase their viewing. Historically, the fourth quarter represents our greatest streaming membership growth. In addition, our membership growth can be impacted by our content release schedule and changes to pricing, pricing and plans.

#### INTELLECTUAL PROPERTY

We regard our trademarks, service marks, copyrights, patents, domain names, trade dress, trade secrets, proprietary technologies and similar intellectual property as important to our success. We use a combination of patent, trademark, copyright and trade secret laws and confidentiality agreements to protect our proprietary intellectual property. Our intellectual property rights extend to our technology, business processes and the content we produce and distribute through our service. We use the intellectual property of third parties in creating some of our content, merchandising our products and marketing our service. Our ability to provide our members with content they can watch depends on studios, content providers and other rights holders licensing rights, including distribution rights, to such content and certain related elements thereof, such as the public performance of music contained within the content we distribute. The license periods and the terms and conditions of such licenses vary. Our ability to protect and enforce our intellectual property rights is subject to certain risks and from time to time we encounter disputes over rights and obligations concerning intellectual property. We cannot provide assurance that we will prevail in any intellectual property disputes.

#### REGULATION

The media landscape and the internet delivery of content have seen growing regulatory action. Historically, media has been highly regulated in many countries. We are seeing some of these legacy regulatory frameworks be updated and expanded to address services like ours. In particular, we are seeing some countries update their cultural support

legislation to include services like Netflix. This includes content quotas, levies and investment obligations. Some even restrict the extent of ownership rights we can have both in our service and in our content. In certain countries, regulators are also looking at restrictions that could require formal reviews of and/or adjustments to content that appears on our service in their country. In general these regulations impact all services and may make operating in certain jurisdictions more expensive or restrictive as to the content offerings we may provide.

## HUMAN CAPITAL

We view our employees and our culture as key to our success. As of December 31, 2022 December 31, 2023, we had approximately 12,800 13,000 full-time employees located globally in 65 countries. Of these, approximately 9,000 (70% 69%) were located in the United States and Canada, 2,000 (16% 15%) in Europe, Middle East, and Africa, 400 (3% 500 (4% in Latin America and 1,400 (11% 1,500 (12%) in Asia-Pacific. We also have a number of employees engaged in content production, some of whom are part-time or temporary, and whose numbers fluctuate throughout the year.

We believe a critical component of our success is our company culture. This culture, which is detailed in a "Culture Memo" located on our website, is often described as providing a high-performance culture unique environment for our associates to perform the best work of freedom and responsibility, their lives in pursuit of excellence. We aim to attract and retain great people - representing a diverse array of perspectives and skills - to work together as a dream team. We empower all of our employees so that they can have significant impact and input into decision-making; each employee has the a high degree of freedom and power to make the decisions and take actions in the best interest of the company in carrying out their role. In return, our employees are responsible and accountable for those decisions and actions. With this approach, we believe we are a more flexible, fun, stimulating, creative, collaborative and successful organization.

As we have expanded our offices globally, our company culture remains an important aspect of our operations. We have also become are mindful of cultural differences across and within regions. Fostering a work environment that is culturally diverse, inclusive and equitable is a major focus for us. We work to build diversity, inclusion and equity into all aspects of our operations globally, with the goal of having diversity and inclusion function as a critical lens through which each Netflix employee carries out their role. We want more people and cultures to see themselves reflected on screen - so it's important that our employee base is diverse and represents the communities we serve. We look to help increase representation by training our recruiters on how to hire more inclusively, and to help the company and senior leaders diversify their networks. We also support numerous employee resource groups (ERGs), representing employees and allies from a broad array of historically underrepresented and/or marginalized communities. We publish annually an Inclusion report annually update on our inclusion initiatives and progress, which further highlights our approach to diversity and inclusion, and publish our EEO-1 reports on our website.

We believe in fostering great leaders. We offer programs, such as seminars and lectures, that help are designed to equip our leaders (officers, VPs, people managers and director-level director and senior manager-level employees) examine values that guide them personally, to lead the business and as our teams in alignment with our expectations and strategic goals. We have built a portfolio of programs under three foundational pillars - great company, great leaders, especially when those values come into tension with the world around us. The goal of these programs is to create and great human beings who become great leaders, who shape a great company - which we believe support our current and future success. We also offer programs and workshops to provide skills and coaching to employees on a variety of topics, such as leading and inspiring teams. We believe this focus helps our employees grow as leaders and well-rounded individuals, and better positions Netflix to operate our global business of providing compelling content to entertain the world.

We aim to generally pay our employees at the top of their personal market, and they generally are able to choose the form of their compensation between cash and stock options. This permits employee compensation to be highly personalized and reflective of each employee's individual needs and preferences. We conduct pay equity analyses at least annually, and have adopted practices to help ensure that employees from underrepresented groups are not being underpaid based on gender (globally) and race (U.S.) relative to others doing the same or similar work under comparable circumstances. We aim to rectify any pay gaps that we find through this analysis.

We care about the health and well-being of our employees and their families and provide a variety of benefit programs based on region, including health benefits. In the U.S., employees generally receive an annual cash health benefit allowance that they may allocate to medical, dental and vision premiums in a way that makes sense for them. Employees have access to a host of other benefits, including mental health, childcare, family planning and a company match for charitable donations.

We believe that our approach to human capital resources has been instrumental in our growth, and has made Netflix a desirable destination for employees.

## OTHER INFORMATION

We maintain a website at [www.netflix.com](http://www.netflix.com). The contents of our website are not incorporated in, or otherwise to be regarded as part of, this Annual Report on Form 10-K. We make available, free of charge on our website, access to our Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q, our Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as soon as reasonably practicable after we file or furnish them electronically with the Securities and Exchange Commission ("SEC").

Investors and others should note that we announce material financial and other information to our investors using our investor relations website ([ir.netflix.net](http://ir.netflix.net)), SEC filings, press releases, public conference calls and webcasts. We use these channels as well as social media and blogs to communicate with our members and the public about our company, our services and other issues. It is possible that the information we post on social media and blogs could be deemed to be material information. Therefore, we encourage investors, the media, and others interested in our company to review the information we post on the social media channels and blogs listed on our investor relations website.

### Item 1A. Risk Factors

*If any of the following risks actually occur, our business, financial condition and results of operations could be harmed. In that case, the trading price of our common stock could decline, and you could lose all or part of your investment.*

#### Risks Related to Our Business

**If our efforts to attract and retain members are not successful, our business will be adversely affected.**

We must continually add new members both to replace canceled memberships and to grow our business beyond our current membership base. Our penetration and growth rates have fluctuated and vary across the jurisdictions where we provide our service. In countries where we have been operating for many years or where we are highly penetrated, our membership growth is slower than in newer or less penetrated countries. Our ability to continue to attract and retain members will depend in part on our ability to consistently provide our members in countries around the globe with compelling content choices that keep our members engaged with our service, effectively drive conversation around our content and service, as well as provide a quality experience for choosing and enjoying TV series, films and games. Furthermore, the relative service levels, content offerings, pricing and related features of competitors to our service may adversely impact our ability to attract and retain members. Competitors include other entertainment video providers, such as linear television, and streaming entertainment providers (including those that provide pirated content), video gaming providers, as well as user-generated content, and more broadly other sources of entertainment that our members could choose in their moments of free time.

Members cancel our service for many reasons, including a perception that they do not use the service sufficiently, that they need to cut household expenses, dissatisfaction with content, a preference for competitive services and customer service issues that they believe are not satisfactorily resolved. Membership growth is also impacted by seasonality, with the fourth quarter historically representing our greatest growth, as well as the timing of our content release schedules. Adverse macroeconomic conditions, including inflation, may also adversely impact our ability to attract and retain members. If we do not grow as expected, given, in particular, that our content costs are largely fixed in nature, we may not be able to adjust our expenditures or increase our (per membership) revenues, including by adjusting membership pricing, commensurate with the lowered growth rate such that our margins, liquidity and results of operations may be adversely impacted. If we are unable to successfully compete with current and new competitors in providing compelling content, retaining our existing members and attracting new members, our business will be adversely affected.

**If we do not continuously provide value to our members, including making improvements to our service in a manner that is favorably received by them, our revenue, results of operations and business will be adversely affected.**

If consumers do not perceive our service offering to be of value, including if we introduce new or adjust existing features, adjust pricing or service offerings, or change the mix of content in a manner that is not favorably received by them, we may not be able to attract and retain members, and accordingly, our revenue, including revenue per paying membership, and results of operations may be adversely affected. We have recently expanded our entertainment video offering to include games. If our efforts to develop and offer games are not valued by our current and future members, our ability to attract and retain members may be negatively impacted. We may also seek to extend our business into new products and services to help drive growth. For example, we are expanding our offering of consumer products and live experiences. To the extent we cannot successfully find and develop new products and services to help drive growth, our future results of operations and growth may be adversely impacted.

We have and may, from time to time, adjust our membership pricing, our membership plans, or our pricing model itself. For example, we recently introduced a new, lower-priced ad-supported subscription plan. Similarly, we have increased enforcement of and anticipate continuing will continue to increase enforce our efforts terms of use to limit multi-household usage and to otherwise enforce our terms of use relative to shared viewing outside of a household. These and other adjustments we make may not be well-received by consumers, and could negatively impact our ability to attract and retain members, revenues per paying membership, revenue and our results of operations. In addition, many of our members rejoin our service or originate from word-of-mouth advertising from existing members. If our efforts to satisfy our existing members or adjustments to our service are not successful, we may not be able to attract or retain members, and as a result, our ability to maintain and/or grow our business will be adversely affected.

**Changes in competitive offerings for entertainment video could adversely impact our business.**

The market for entertainment is intensely competitive and subject to rapid change. Through new and existing distribution channels, consumers have increasing options to access entertainment video. The various economic models underlying these channels include subscription, transactional, ad-supported and piracy-based models. All of these have the potential to capture meaningful segments of the entertainment video market. Traditional providers of entertainment video, including broadcasters and cable network operators, as well as internet based e-commerce or entertainment video providers are increasing their streaming video offerings. Several of these competitors have long operating histories, large customer bases, strong brand recognition, exclusive rights to certain content, large content libraries, and significant financial, marketing and other resources.

They may offer more compelling content or secure better terms from suppliers, adopt more aggressive pricing and devote more resources to product development, technology, infrastructure, content acquisitions and marketing. New entrants may enter the market or existing providers may adjust their services with unique offerings or approaches to providing entertainment video. In addition, new technological developments, including the development and use of generative artificial intelligence, are rapidly evolving. If our competitors gain an advantage by using such technologies, our ability to compete effectively and our results of operations could be adversely impacted. Companies also may enter into business combinations or alliances that strengthen their competitive positions. Piracy also threatens to damage our business, as its fundamental proposition to consumers is so compelling and difficult to compete against: virtually all content for free, and in free. In light of the compelling consumer proposition, piracy services are subject to rapid global growth, growth, and our efforts to prevent that growth may be insufficient. If we are unable to successfully or profitably compete with current and new competitors, our business will be adversely affected, and we may not be able to increase or maintain market share, revenues or profitability.

**We face risks, such as unforeseen costs and potential liability in connection with content we acquire, produce, license and/or distribute through our service.**

As a producer and distributor of content, we face potential liability for negligence, copyright and trademark infringement, or other claims based on the nature and content of materials that we acquire, produce, license and/or distribute. We also may face potential liability for content used in promoting our service, including marketing materials. We devote significant resources toward the development, production, marketing and distribution of original programming, including TV series, documentaries, feature films and mobile games. We believe that original and exclusive programming can help differentiate our service from other offerings, enhance our brand and otherwise attract and retain members. To the extent our programming does not meet our expectations, in particular, in terms of costs, viewing and popularity, our business, including our brand and results of operations may be adversely impacted. As a content producer, we are responsible for production costs and other expenses, such as ongoing guild payments, and take on risks associated with production, such as completion and key talent risk, which have been heightened during the COVID-19 pandemic. risk. Further, negotiations or renewals related to entertainment industry collective bargaining agreements have, and in the future, could negatively impact timing and costs associated with our productions. We contract with third parties related to the development, production, marketing and distribution of our original programming. We may face potential liability or may suffer significant losses in connection with these arrangements, including but not limited to if such third parties violate applicable law, become insolvent or engage in fraudulent behavior. To the extent we create and sell physical or digital merchandise relating to our programming, and/or license such rights to third parties, we could become subject to product liability, intellectual property or other claims related to such merchandise. We may decide to remove content from our service, not to place licensed or produced content on our service or discontinue or alter production of original content if we believe such content might not be well received by our members, is prohibited by law, or could be damaging to our brand or business.

To the extent we do not accurately anticipate costs or mitigate risks, including for content that we obtain but ultimately does not appear on or is removed from our service, or if we become liable for content we acquire, produce, license and/or distribute, our business may suffer. Litigation to defend these claims could be costly and the expenses and damages arising from any liability or unforeseen production risks could harm our results of operations. We may not be indemnified against claims or costs of these types and we may not have insurance coverage for these types of claims.

**If we are not able to manage change and growth, our business could be adversely affected.**

We are expanding our operations internationally, scaling our streaming service to effectively and reliably handle anticipated growth in both members and features related to our services, such as introducing games and advertising on our service, as well as offering live programming and expanding our consumer products and experiences. We are also scaling our own studio operations to produce original content, including through acquisitions such as Scanline and Animal Logic. As our international offering evolves, we are managing and adjusting our business to address varied content offerings, consumer customs and practices, in particular those dealing with e-commerce and streaming video, as well as differing legal and regulatory environments. As we scale our streaming service and introduce new features such as our new ad-supported subscription plan, we are developing technology and utilizing third-party "cloud" computing, technology and other services. As we scale our content production, including games, and introduce new features, such as live programming and expand our consumer products and experience offerings, we are building out expertise in a number of disciplines, including creative, marketing, legal, finance, licensing, merchandising and other resources, which requires significant resources and management attention. Further, we may expand our content and service offerings in a manner that is not well received by consumers. As we grow our operations, we may face integration and operational challenges as well as potential unknown liabilities and reputational concerns in connection with partners we work with or companies we may acquire or control. If we are not able to manage the growing complexity of our business, including improving, refining or revising our corporate culture, as well as our systems and operational practices related to our streaming operations and original content, our business may be adversely affected.

**If we fail to maintain a positive reputation concerning our service and the content we offer, we may not be able to attract or retain members, we may face regulatory scrutiny and our operating results may be adversely affected.**

We believe that a positive reputation concerning our service is important in attracting and retaining members. To the extent our content, in particular, our original programming, is perceived as low quality, offensive or otherwise not compelling to consumers, our ability to establish and maintain a positive reputation may be adversely impacted. To the extent our content is deemed controversial or offensive by government regulators, we may face direct or indirect retaliatory action or behavior, including being required to remove such content from our service, our entire service could be banned and/or become subject to heightened regulatory scrutiny across our business and operations. We could also face boycotts which could adversely affect our business. Furthermore, to the extent our response to government action or our marketing, customer service and public relations efforts are not effective or result in negative reaction, our ability to establish and maintain a positive reputation may likewise be adversely impacted. There is an increasing focus from regulators, investors, members and other stakeholders on environmental, social, and governance ("ESG") matters, both in the United States and internationally, including the adoption of new disclosure and regulatory frameworks. To the extent the content we distribute and the manner in which we produce content creates ESG related concerns, our reputation may be harmed.

**Our business could be adversely impacted by costs and challenges associated with strategic acquisitions and investments.**

From time to time, we acquire or invest in businesses, content, and technologies that support our business. The risks associated with such acquisitions or investments (some of which may be unforeseen) include the difficulty of integrating solutions, operations, and personnel; inheriting liabilities and exposure to litigation; failure to realize anticipated benefits and expected synergies; and diversion of management's time and attention, among other acquisition-related risks.

We may not be successful in overcoming such risks, and such acquisitions and investments may negatively impact our business. In addition, if we do not complete an announced acquisition transaction or integrate an acquired business successfully and in a timely manner, we may not realize the benefits of the acquisition to the extent anticipated. Acquisitions and investments may contribute to fluctuations in our quarterly financial results. These fluctuations could arise from transaction-related costs and charges associated with eliminating redundant expenses or write-offs of impaired assets recorded in connection with acquisitions and investments, and could negatively impact our financial results.

**We rely upon a number of partners to make our service available on their devices.**

We currently offer members the ability to receive streaming content through a host of internet-connected devices, including TVs, digital video players, TV set-top boxes and mobile devices. We have agreements with various cable, satellite and telecommunications operators to make our service available through the TV set-top boxes of these service providers, some of which compete directly with us or have investments in competing streaming content providers. In many instances, our agreements also include provisions by which the partner bills consumers directly for the Netflix service or otherwise offers services or products in connection with offering our service. If partners or other providers do a better job of connecting consumers with content they want to watch, for example through multi-service discovery interfaces, our service may be adversely impacted. We intend to continue to broaden our relationships with existing partners and to increase our capability to stream TV series and films and offer games to other platforms and partners over time. If we are not successful in maintaining existing and creating new relationships, or if we encounter technological, content licensing, regulatory, business or other impediments to delivering our streaming content to our members via these devices, our ability to retain members and grow our business could be adversely impacted.

Our agreements with our partners are typically between one and three years in duration and our business could be adversely affected if, upon expiration, a number of our partners do not continue to provide access to our service or are unwilling to do so on terms acceptable to us, which terms may include the degree of accessibility and prominence of our service. Furthermore, devices are manufactured and sold by entities other than Netflix and while these entities should be responsible for the devices' performance, the connection between these devices and our service may nonetheless result in consumer dissatisfaction toward us and such dissatisfaction could result in claims against us or otherwise adversely impact our business. In addition, technology changes to our streaming functionality may require that partners update their devices, or may lead to us to stop supporting the delivery of our service on certain legacy devices. If partners do not update or otherwise modify their devices, or if we discontinue support for certain devices, our service and our members' use and enjoyment could be negatively impacted.

**We are subject to payment processing risk.**

Our members pay for our service using a variety of different payment methods, including credit and debit cards, gift cards, prepaid cards, direct debit, online wallets and direct carrier and partner billing. We rely on internal systems and those of third parties to process payment. Acceptance and processing of these payment methods are subject to certain rules, regulations, and industry standards, including data storage requirements, additional authentication requirements for certain payment methods, and require payment of interchange and other fees. To the extent there are increases in payment processing fees,

material changes in the payment ecosystem, such as large re-issuances of payment cards, delays in receiving payments from payment processors, changes to rules, regulations or industry standards concerning payments, loss of payment partners and/or disruptions or failures in our payment processing systems, partner systems or payment products, including products we use to update payment information, our revenue, operating expenses and results of operations could be adversely impacted. In certain instances, we leverage third parties such as our cable and other partners to bill subscribers on our behalf. If these third parties become unwilling or unable to continue processing payments on our behalf, we would have to transition subscribers or otherwise find alternative methods of collecting payments, which could adversely impact member acquisition and retention. In addition, from time to time, we encounter fraudulent use of payment methods, which could impact our results of operations and if not adequately controlled and managed could create negative consumer perceptions of our service. If we are unable to maintain our fraud and chargeback rate at acceptable levels, card networks may impose fines, our card approval rate may be impacted and we may be subject to additional card authentication requirements. The termination of our ability to process payments on any major payment method would significantly impair our ability to operate our business.

**If government regulations relating to the internet or other areas of our business change, we may need to alter the manner in which we conduct our business, or incur greater operating expenses.**

The adoption or modification of laws or regulations relating to the internet or other areas of our business could limit or otherwise adversely affect the manner in which we currently conduct our business. As our service and others like us gain traction in international markets, governments are increasingly looking to introduce new or extend legacy regulations to these services, in particular those related to broadcast media and tax. For example, European law enables individual member states to impose levies and other financial obligations on media operators located outside their jurisdiction. Several jurisdictions have and others may, over time, impose financial and regulatory obligations on us. In addition, the continued growth and development of the market for online commerce may lead to more stringent consumer protection laws, which may impose additional burdens on us. If we are required to comply with new regulations or legislation or new interpretations of existing regulations or legislation, this compliance could cause us to incur additional expenses or alter our business model.

Changes in laws or regulations that adversely affect the growth, popularity or use of the internet, including laws impacting net neutrality or requiring payment of network access fees, could decrease the demand for our service and increase our cost of doing business. Certain laws intended to prevent network operators from discriminating against the legal traffic that traverse their networks have been implemented in many countries, including across the European Union. In others, the laws may be nascent or non-existent. Furthermore, favorable laws may change, including for example, in the United States where net neutrality regulations were repealed. Given uncertainty around these rules, including changing interpretations, amendments or repeal, coupled with potentially significant political and economic power of local network operators, we could experience discriminatory or anti-competitive practices that could impede our growth, cause us to incur additional expense or otherwise negatively affect our business.

**We are engaged in legal proceedings that could cause us to incur unforeseen expenses and could occupy a significant amount of our management's time and attention.**

From time to time, we are subject to litigation or claims that could negatively affect our business operations and financial position. As we have grown, we have seen a rise in the number of litigation matters against us. These matters have included copyright and other claims related to our content, patent infringement claims, tax litigation, employment related litigation, as well as consumer and securities class actions, each of which are typically expensive to defend. Litigation disputes could cause us to incur unforeseen expenses, result in content unavailability, service disruptions, and otherwise occupy a significant amount of our management's time and attention, any of which could negatively affect our business operations and financial position. We also ~~from time to time, receive inquiries and subpoenas and other types of information requests from government authorities, and we may become subject to related claims and other actions related to our business activities. While the ultimate outcome of investigations, inquiries, information requests and related legal proceedings is difficult to predict, such matters can be expensive, time-consuming and distracting, and adverse resolutions or settlements of those matters may result in, among other things, modification of our business practices, reputational harm or costs and significant payments, any of which could negatively affect our business operations and financial position.~~

**Our ad-supported plan advertising offering is new and subject to various risks and uncertainties, which may adversely affect our business.**

We began offering an ad-supported subscription plan that generates revenue partially from digital advertising on our service.

We have limited experience and operating history offering advertising on our service, and our advertising revenue may not grow as we expect. Our ~~ad-supported plan offering and our~~ ability to generate advertising revenue ~~are~~ is subject to various risks and will depend on a number of factors, including:

- our ability to attract and retain advertisers;
- fluctuations in memberships, including those selecting the ad-supported subscription plan, and member engagement;
- the quantity or quality of ads shown to our members;

- our ability to compete effectively for advertising spend;
- the impact of seasonal, cyclical or other shifts in advertising spend, including the impact of macroeconomic conditions;
- the availability, accuracy, utility, and security of analytics and measurement solutions offered by us or third parties that demonstrate the value of our ads to marketers, or our ability to further improve such tools;
- changes in the way advertising on devices, connected TVs or on personal computers is measured or priced;
- adverse legal developments relating to advertising or measurement tools;
- changes in third-party policies, which may negatively impact the ability to measure, deliver and select ads to be served;
- regulatory, legislative and industry developments relating to the collection and use of information and other privacy considerations, including regulations related to ad targeting and measurement tools;
- any liability or reputational harm from advertisements shown on our service;
- our relationship with third-party service providers for the management, operation, sale and technology to support advertisements on our service;
- our ability to develop and expand an advertising sales organization team;
- our ability to develop the technology and related infrastructure to support advertising;
- the impact of our content and reputation on advertisers' willingness to spend with us; and
- any member dissatisfaction due to advertisements.

**The ongoing coronavirus (COVID-19) pandemic disrupted our business, increased our costs, led to delays in content releases and may again impact our business and results of operations.**

The COVID-19 pandemic and the various responses to it created significant volatility, uncertainty and economic disruption. Recently, there has been a return to more normal societal interactions, including the way we operate our business. We cannot predict the future impacts of this ongoing and any new pandemic(s), including: the duration and scope of such pandemic; governmental, business and individuals' actions that may be taken in response; the effect on our members and consumer demand for and ability to pay for our services; disruptions or restrictions on our employees' ability to work and travel; and any stoppages, disruptions or increased costs associated with our development, production, post-production, marketing and distribution of original programming. Future disruptions arising from the ongoing and any new pandemics could have a significant negative impact on our costs of doing business and otherwise negatively impact our results of operations.

We will continue to actively monitor the issues raised by the COVID-19 pandemic and may take further actions that alter our business operations, including content production, as may be required by federal, state, local or foreign authorities, or that we determine are in the best interests of our employees, members, partners and stockholders. It is not clear what the potential effects any such alterations or modifications may have on our business, including the effects on our members, suppliers or vendors, or on our financial results.

In addition to the potential direct impacts to our business, the global economy may continue to be impacted as a result of the actions taken in response to COVID-19. To the extent that such a weakened global economy impacts consumers' ability or willingness to pay for our service or vendors' ability to provide services to us, especially those related to our content productions, we could see our business and results of operations negatively impacted.

#### Risks Related to Intellectual Property

**If studios, content providers or other rights holders refuse to license streaming content or other rights upon terms acceptable to us, our business could be adversely affected.**

Our ability to provide our members with content they can enjoy depends on obtaining various rights from third parties upon terms acceptable to us, including necessary distribution rights, to such content and certain related elements thereof, such as the public performance of music contained within the content we distribute. The license periods and the terms and conditions of such rights vary. As content providers develop their own streaming services, they may be unwilling to provide us with access to certain content, including popular series or movies. If the studios, content providers and other rights holders are not or are no longer willing or able to license us content upon terms acceptable to us, our ability to stream content to our members may be adversely affected and/or our costs could increase. Certain licenses for content provide for the studios or other content providers to withdraw content from our service relatively quickly. Because of these provisions and other actions we may take, content available through our service can be withdrawn on short notice. As competition increases, we see the cost of certain programming increase. As we seek to differentiate our service, we are often focused on securing certain exclusive rights when obtaining content, including original content. We are also focused on programming an overall mix of content that delights our members in a cost efficient manner. Within this context, we are selective about the titles we add and renew to our service. If we do not maintain a compelling mix of content, our member acquisition and retention may be adversely affected.

Music and certain authors' performances contained within content we distribute may require us to obtain licenses for such distribution. In this regard, we engage in negotiations with collection management organizations ("CMOs") and similar entities that hold certain rights to music and/or other interests in intellectual property (e.g., remuneration rights) in connection with streaming content into various territories. If we are unable to reach mutually acceptable terms with these organizations, we could become involved in litigation and/or could be enjoined from distributing certain content, which could adversely impact our business. Additionally, pending and ongoing litigation and negotiations between certain CMOs and other third parties in various territories could adversely impact our negotiations with CMOs, or result in music publishers represented by certain CMOs unilaterally withdrawing rights, and thereby adversely impact our ability to reach licensing agreements reasonably acceptable to us. Failure to reach such licensing agreements could expose us to potential liability for copyright infringement or otherwise increase our costs. Additionally, as the market for the digital distribution of content grows, a broader role for CMOs in the remuneration of authors, performers and other beneficiaries of neighboring rights could likely expose us to greater distribution expenses, expenses in certain markets.

**If our trademarks and other proprietary rights are not adequately protected to prevent use or appropriation by third parties, the value of our brand and other intangible assets may be diminished, and our business may be adversely affected.**

We rely and expect to continue to rely on a combination of confidentiality and license agreements with our employees, consultants and third parties with whom we have relationships, as well as trademark, copyright, patent and trade secret protection laws, to protect our proprietary rights. We may also seek to enforce our proprietary rights through

court proceedings or other legal actions. We have filed and we expect to file from time to time for trademark, **copyright**, and patent applications. Nevertheless, these applications may not be approved, third parties may challenge any copyrights, patents or trademarks issued to or held by us, third parties may knowingly or unknowingly infringe our intellectual property rights, and we may not be able to prevent infringement or misappropriation without substantial expense to us. If the protection of our intellectual property rights is inadequate to prevent use or misappropriation by third parties, the value of our brand, content, and other intangible assets may be diminished, competitors may be able to more effectively mimic our service and methods of operations, the perception of our business and service to members and potential members may become confused in the marketplace, and our ability to attract members may be adversely affected.

We currently hold various domain names relating to our brand, including Netflix.com. Failure to protect our domain names could adversely affect our reputation and brand and make it more difficult for users to find our website and our service. We may be unable, without significant cost or at all, to prevent third parties from acquiring domain names that are similar to, infringe upon or otherwise decrease the value of our trademarks and other proprietary rights.

**Intellectual property claims against us could be costly and result in the loss of significant rights related to, among other things, our website, streaming technology, our recommendation and merchandising technology, title selection processes, our content, and marketing activities.**

Trademark, copyright, patent and other intellectual property rights are important to us and other companies. Our intellectual property rights extend to our technology, business processes, **and** the content we produce and distribute through our **service, service, and consumer products, experiences, and marketing assets based thereon**. We use the intellectual property of third parties in creating some of our content, merchandising our products and marketing our service. From time to time, third parties allege that we have infringed or otherwise violated their intellectual property rights. If we are unable to obtain sufficient rights, successfully defend our use, or develop non-infringing technology or otherwise alter our business practices on a timely basis in response to claims against us for infringement, misappropriation, misuse or other violation of third-party intellectual property rights, our business and competitive position may be adversely affected. **In addition, the use or adoption of new and emerging technologies may increase our exposure to intellectual property claims, and the availability of copyright and other intellectual property protection for AI-generated material is uncertain.** Many companies are devoting significant resources to developing patents that could potentially affect many aspects of our business. There are numerous patents that broadly claim means and methods of conducting business on the internet. We have not searched patents relative to our technology. Defending ourselves against intellectual property claims, whether they are with or without merit or are determined in our favor, results in costly litigation and diversion of technical and management personnel. It also may result in our inability to use our current website, streaming technology, our recommendation and merchandising technology or inability to market our service or merchandise our products. We may also have to remove content from our service, or remove consumer products or marketing materials from the marketplace. As a result of a dispute, we may have to develop non-infringing technology, enter into royalty or licensing agreements, adjust our content, merchandising or marketing activities or take other actions to resolve the claims. These actions, if required, may be costly or unavailable on terms acceptable to us.

#### **Risks Related to Information Technology**

**Any significant disruption in or unauthorized access to our computer systems or those of third parties that we utilize in our operations, including those relating to cybersecurity or arising from cyber-attacks, could result in a loss or degradation of service, unauthorized **access, disclosure or destruction** of data, including member and corporate information, or theft of intellectual property, including digital content assets, which could adversely impact our business.**

Our reputation and ability to attract, retain and serve our members is dependent upon the reliable performance and security of our computer systems and those of third parties that we utilize in our operations. These systems may be subject to damage or interruption from, among other things, earthquakes, adverse weather conditions, other natural disasters, **public health issues such as pandemics or epidemics, terrorist attacks, rogue employees, power loss, telecommunications failures, cybersecurity risks and cybersecurity risks, incidents, and other interruptions beyond our control.** Interruptions in these systems, or with the internet in general, could make our service unavailable or degraded or otherwise hinder our ability to deliver our service. Service interruptions, errors in our software or the unavailability of computer systems or **data** used in our operations could diminish the overall attractiveness of our service to existing and potential members.

Our computer systems and those of third parties we use in our operations are subject to **constantly evolving cybersecurity threats, including cyber-attacks such as computer viruses, malware, ransomware, denial of service attacks, physical or electronic break-ins, or insider threats, as well as misconfigurations in information systems, networks, software or hardware, and similar disruptions, disruptions or errors.** These systems periodically experience directed attacks intended to lead to interruptions and delays in our service and operations as well as loss, misuse or theft of personal information (of third parties, employees, and our members) and other data, confidential information or intellectual property. **We and many of the third parties we work with rely on open source software and libraries that are integrated into a variety of applications, tools and systems, which may increase our exposure to vulnerabilities.** Additionally, outside parties may attempt to induce employees, vendors, partners, or users to disclose sensitive or confidential information in order to gain access to data. Any attempt by hackers to obtain our data (including member and corporate information) or intellectual property (including digital content assets), disrupt our service, or otherwise access our systems, or those of third parties we use, if successful, could harm our business, be expensive to remedy and damage our reputation. We have implemented certain systems and processes to thwart hackers and protect our data and systems. However, the techniques used to gain unauthorized access to data and software are constantly evolving, and we may be unable to anticipate, detect or prevent unauthorized access or address all cybersecurity incidents that occur. Because of our prominence, we (and/or third parties we use) **have been and may continue to be a particularly attractive target for such attacks, and from time to time, we have experienced an unauthorized release of certain digital content assets.** However, to date these unauthorized releases have not had a material impact on our service, systems or business. There is no assurance that hackers may not have a material impact on our service or systems in the future. **Our We do not carry insurance does not to cover expenses related to such disruptions or unauthorized access.** Efforts to prevent hackers from disrupting our service or otherwise accessing our systems are expensive to develop, implement and maintain. These efforts require ongoing monitoring and updating as technologies change and efforts to overcome security measures become more sophisticated, and may limit the functionality of or otherwise negatively impact our service offering and systems. Any significant disruption to our service or access to our systems could result in a loss of members and adversely affect our business and results of operation. Further, a penetration of our systems or a third-party's systems or other misappropriation or misuse of personal information could subject us to business, regulatory, litigation and reputation risk, which could have a negative effect on our business, financial condition and results of operations.

We utilize our own communications and computer hardware systems located either in our facilities or in that of a third-party provider. In addition, we utilize third-party "cloud" computing services in connection with our business operations. We also utilize our own and third-party content delivery networks to help us stream TV series, documentaries and feature films and offer mobile games in high volume to Netflix members over the internet. Problems faced by us or our third-party "cloud" computing or other network providers, including technological or business-related disruptions, as well as cybersecurity threats and regulatory interference, could adversely impact the experience of our members.

**We rely upon Amazon Web Services to operate certain aspects of our service and any disruption of or interference with our use of the Amazon Web Services operation would impact our operations and our business would be adversely impacted.**

Amazon Web Services ("AWS") provides a distributed computing infrastructure platform for business operations, or what is commonly referred to as a "cloud" computing service. We have architected our software and computer systems so as to utilize data processing, storage capabilities and other services provided by AWS. Currently, we run the vast majority of our computing on AWS. Given this, along with the fact that we cannot easily switch our AWS operations to another cloud provider, any disruption of or interference with our use of AWS would impact our operations and our business would be adversely impacted. While the retail side of Amazon competes with us, we do not believe that Amazon will use the AWS operation in such a manner as to gain competitive advantage against our service, although if it were to do so it could harm our business.

**If the technology we use in operating our business fails, is unavailable, or does not operate to expectations, our business and results of operations could be adversely impacted.**

We utilize a combination of proprietary and third-party technology to operate our business. This includes the technology that we have developed to recommend and merchandise content to our consumers as well as enable fast and efficient delivery of content to our members and their various consumer electronic devices. For example, we have built and deployed our own content-delivery network ("CDN"). To the extent Internet Service Providers ("ISPs") do not interconnect with our CDN or charge us to access their networks, or if we experience difficulties in our CDN's operation, our ability to efficiently and effectively deliver our streaming content to our members could be adversely impacted and our business and results of operations could be adversely affected. Likewise, if our recommendation and merchandising technology does not enable us to predict and recommend titles that our members will enjoy, our ability to attract and retain members may be adversely affected. We also utilize third-party technology to help market our service, process payments, and otherwise manage the daily operations of our business. If our technology or that of third-parties we utilize in our operations fails or otherwise operates improperly,

including as a result of "bugs" or other errors in our development and deployment of software, our ability to operate our service, retain existing members and add new members may be impaired. Any harm to our members' devices caused by software used in our operations could have an adverse effect on our business, results of operations and financial condition.

**Changes in how network operators handle and charge for access to data that travel across their networks could adversely impact our business.**

We rely upon the ability of consumers to access our service through the internet. If network operators block, restrict or otherwise impair access to our service over their networks, our service and business could be negatively affected. To the extent that network operators implement usage based pricing, including meaningful bandwidth caps, or otherwise try to monetize access to their networks by data providers, we could incur greater operating expenses and our member acquisition and retention could be negatively impacted. Furthermore, to the extent network operators create tiers of internet access service and either charge us for or prohibit us from being available through these tiers, our business could be negatively impacted.

Most network operators that provide consumers with access to the internet also provide these consumers with multichannel video programming. As such, many network operators have an incentive to use their network infrastructure in a manner adverse to our continued growth and success. While we believe that consumer demand, regulatory oversight and competition will help check these incentives, to the extent that network operators are able to provide preferential treatment to their data as opposed to ours or otherwise implement discriminatory network management practices, our business could be negatively impacted. The extent to which these incentives limit operator behavior differs across markets.

#### **Risks Related to Privacy**

**Privacy concerns could limit our ability to collect and leverage member personal information and other data and disclosure of member personal information and other data could adversely impact our business and reputation.**

In the ordinary course of business and in particular in connection with content acquisition, merchandising our service to our members and our ad-supported subscription plan, we collect and utilize information supplied by our members, which may include personal information and other data. We are subject to laws, rules and regulations in the U.S. and in other countries relating to privacy and the collection, use and security of personal information, including but not limited to Regulation (EU) 2016/679 (also known as the General Data Protection Regulation or "GDPR") and the California Privacy Rights Act ("CPRA"). Any actual or perceived failure to comply with the GDPR, the CCPA California Consumer Privacy Act/CPRA, other data privacy laws or regulations, or related contractual or other obligations, or any perceived privacy rights violation, could lead to investigations, claims, and proceedings by governmental entities and private parties, damages for contract breach, and other significant costs, penalties, and other liabilities, as well as harm to our reputation and market position.

Other businesses have been criticized by privacy groups and governmental bodies for attempts to link personal identities and other information to data collected on the internet regarding users' browsing and other habits. Increased regulation of data utilization practices, including self-regulation or findings under existing laws that limit our ability to collect, transfer and use personal information, and other data, could have an adverse effect on our business. In addition, if we were to disclose personal information and other data about our members in a manner that was objectionable to them, our business reputation could be adversely affected, and we could face potential legal claims that could impact our operating results. Internationally, we may become subject to additional and/or more stringent legal obligations concerning our treatment of member and other personal information, such as laws regarding data localization and/or restrictions on data export. Failure to comply with these obligations could subject us to liability, and to the extent that we need to alter our business model or practices to adapt to these obligations, we could incur additional expenses.

**Our reputation and relationships with members would be harmed if member personal information, and other data, particularly billing data, were to be accessed by unauthorized persons.**

We maintain personal information and other data regarding our members, including names, age, gender and billing information. This personal information and data is maintained on our own systems as well as that of third parties we use in our operations. With respect to billing information, such as credit card numbers, we rely on encryption and authentication technology to secure such information. We take measures to protect against unauthorized intrusion into our members' information and other data. information. Despite these measures and technologies we, our payment processing services or other third-party services we use such as AWS, could experience an unauthorized intrusion into our members' information and other data. information. In the event of such a breach, current and potential members may become unwilling to provide the information to us necessary for them to remain or become members. We also may be required to notify regulators about any actual or perceived data breach (including various state Attorneys General, one or more EU data protection authorities, or other data protection authorities) as well as the individuals who are affected by the incident within strict time periods. Additionally, we could face legal claims or regulatory fines or penalties for such a breach. The costs relating to any data breach could be material, and we currently do not carry insurance against the risk of a data breach. We also maintain personal information and other data concerning our employees, as well as personal information of others working on our productions. Should an unauthorized intrusion into our members' or employees' personal information and other data and/or production personal information occur, our business could be adversely affected and our larger reputation with respect to data protection could be negatively impacted.

#### Risks Related to Liquidity

**The long-term and largely fixed cost nature of our content commitments may limit our operating flexibility and could adversely affect our liquidity and results of operations.**

In connection with licensing streaming content, we typically enter into multi-year commitments with studios and other content providers. We also enter into multi-year commitments for content that we produce, either directly or through third parties, including elements associated with these productions such as non-cancelable commitments under talent agreements. The payment terms of these agreements are not tied to member usage or the size of our membership base ("fixed cost") but may be determined by costs of production or tied to such factors as titles licensed and/or theatrical exhibition receipts. Such commitments, to the extent estimable under accounting standards, are included in the Contractual Obligations section of Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note 7, 8, Commitments and Contingencies in the accompanying notes to our consolidated financial statements included in Part II, Item 8, "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K. Given the multiple-year duration and largely fixed cost nature of content commitments, if business performance does not meet our expectations, our margins may be adversely impacted. Further, we may be unable to react to any reduction in our cash flows from operations, including those caused by a downturn in the economy, by reducing our streaming content obligations in the near-term. Payment terms for certain content commitments, such as content we directly produce, will typically require more up-front cash payments than other content licenses or arrangements whereby we do not cashflow fund the production of such content. To the extent membership and/or revenue growth do not meet our expectations, our liquidity and results of operations could be adversely affected as a result of content commitments and accelerated payment requirements of certain agreements. In addition, the long-term and largely fixed cost nature of our content commitments may limit our flexibility in planning for, or reacting to changes in our business and the market segments in which we operate. If we license and/or produce content that is not favorably received by consumers in a territory, or is unable to be shown in a territory, acquisition and retention may be adversely impacted and given the long-term and fixed cost nature of our content commitments, we may not be able to adjust our content offerings quickly and our results of operations may be adversely impacted.

#### We may seek additional capital that may result in stockholder dilution or that may have rights senior to those of our common stockholders.

From time to time, we may seek to obtain additional capital, either through equity, equity-linked or debt securities. For several years prior to 2020, our cash flows from operations were negative and to the extent that it becomes negative in the future we may need to seek additional capital. The decision to obtain additional capital will depend on, among other things, our business plans, operating performance and condition of the capital markets. Rising interest rates or any disruption in the capital markets could make it more difficult and expensive for us to raise additional capital or refinance our existing indebtedness. If we raise additional funds through the issuance of equity, equity-linked or debt securities, those securities may have rights, preferences or privileges senior to the rights of our common stock, and our stockholders may experience dilution. Any large equity or equity-linked offering could also negatively impact our stock price.

**We have a substantial amount of indebtedness and other obligations, including streaming content obligations, which could adversely affect our financial position, and we may not be able to generate sufficient cash to service our debt and other obligations.**

We have a substantial amount of indebtedness and other obligations, including streaming content obligations. Moreover, we may incur additional indebtedness in the future and incur other obligations, including additional streaming content obligations. Our ability to make payments on our debt and other obligations will depend on our financial and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. If we are unable to service our debt and other obligations from cash flows, we may need to refinance or restructure all or a portion of such obligations prior to maturity. If the financial markets become difficult or costly to access, including due to rising interest rates, fluctuations in foreign currency exchange rates or other changes in economic conditions, our ability to raise additional capital may be negatively impacted, and any refinancing or restructuring could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. As of December 31, 2022 December 31, 2023, we had the equivalent of \$14.4 billion \$14.6 billion aggregate principal amount of senior notes outstanding ("Notes"), some of which is denominated in currencies other than the U.S. dollar. In addition, we have entered into a revolving credit agreement that provides for a \$1 billion unsecured revolving credit facility. As of December 31, 2022 December 31, 2023, we have not borrowed any amount under this revolving credit facility. As of December 31, 2022 December 31, 2023, we had approximately \$7.6 billion \$7.0 billion of total content liabilities as reflected on our consolidated balance sheet, some of which is denominated in currencies other than the U.S. dollar. Such amount does not include streaming content commitments that do not meet the criteria for liability recognition, the amounts of which are significant. For more information on our streaming content obligations, including those not on our consolidated balance sheet, see Note 7, 8, Commitments and Contingencies in the accompanying notes to our consolidated financial statements included in Part II, Item 8, "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K. Our substantial indebtedness and other obligations, including streaming content obligations, may:

- make it difficult for us to satisfy our financial obligations, including making scheduled principal and interest payments on our Notes and our other obligations;
- limit our ability to borrow additional funds, if needed, for working capital, capital expenditures, acquisitions or other general business purposes;
- increase our cost of borrowing;
- limit our ability to use our cash flow or obtain additional financing for future working capital, capital expenditures, acquisitions or other general business purposes;
- require us to use a substantial portion of our cash flow from operations to make debt service payments and pay our other obligations when due;
- limit our flexibility to plan for, or react to, changes in our business and industry;
- place us at a competitive disadvantage compared to our less leveraged competitors; and

- increase our vulnerability to the impact of adverse economic and industry conditions, including changes in interest rates and foreign exchange rates.

## Risks Related to International Operations

### We could be subject to economic, political, regulatory and other risks arising from our international operations.

Operating in international markets requires significant resources and management attention and will subject us to economic, political, regulatory and other risks that may be different from or incremental to those in the U.S. In addition to the risks that we face in the U.S., our international operations involve risks that could adversely affect our business, including:

- the need to adapt our content and user interfaces for specific cultural and language differences;
- difficulties and costs associated with staffing and managing foreign operations;
- political or social unrest, global hostilities, and economic instability;
- compliance with laws such as the Foreign Corrupt Practices Act, UK Bribery Act and other anti-corruption laws, export controls and economic sanctions, and local laws prohibiting corrupt payments to government officials;
- difficulties in understanding and complying with local laws, regulations and customs in foreign jurisdictions, including local ownership requirements for streaming content providers;
- regulatory requirements or government action against our service, whether in response to enforcement of actual or purported legal and regulatory requirements or otherwise, that results in disruption or non-availability of our service or particular content or increased operating costs in the applicable jurisdiction;
- foreign intellectual property laws, such as the EU copyright directive, or changes to such laws, which may be less favorable than U.S. law and, among other issues, may impact the economics of creating or distributing content, anti-piracy efforts, or our ability to protect or exploit intellectual property rights;
- adverse tax consequences such as those related to changes in tax laws or tax rates or their interpretations, and the related application of judgment in determining our global provision for income taxes, deferred tax assets or liabilities or other tax liabilities given the ultimate tax determination is uncertain;
- fluctuations in currency exchange rates, which have and may continue to impact revenues and expenses of our international operations and expose us to foreign currency exchange rate risk, which and while we do use derivative instruments to hedge certain exposures to fluctuations in exchange rates, the use of such hedging activities may not currently hedge against but be effective in offsetting an adverse financial impact and may do so in the future; introduce or heighten counterparty risk;
- rates of inflation;
- profit repatriation, currency control regulations and other restrictions on the transfer of funds;
- differing payment processing systems as well as consumer use and acceptance of electronic payment methods, such as payment cards;
- new and different sources of competition;
- censorship requirements that cause us to remove or edit popular content, leading to consumer disappointment, brand tarnishment or dissatisfaction with our service;
- low usage and/or penetration of internet-connected consumer electronic devices;
- different and more stringent user protection, data protection, privacy and other laws, including data localization and/or restrictions on data export, and local ownership requirements;
- availability of reliable broadband connectivity and wide area networks in targeted areas for expansion;
- differing and often more lenient laws and consumer understanding/attitudes regarding the illegality of piracy;
- negative impacts from trade disputes; and
- implementation of regulations designed to stimulate the local production of film and TV series in order to promote and preserve local culture and economic activity, including local content quotas, investment obligations, and levies to support local film funds. For example, the European Union revised its Audio Visual Media Services Directive in 2018 to require that European works comprise at least thirty percent (30%) of media service providers' catalogs, and to require prominence of those works.

These and other factors may cause us to adjust our business plans, including expanding or ceasing certain operations in certain countries, and the execution of our strategies. Our failure to manage any of these risks successfully could harm our international operations and our overall business, and results of our operations.

### We are subject to taxation related risks in multiple jurisdictions.

We are a U.S.-based multinational company subject to tax in multiple U.S. and foreign tax jurisdictions. Significant judgment is required in determining our global provision for income taxes, deferred taxes and other tax assets or liabilities and receivables, and in evaluating our tax positions and other tax attributes on a worldwide basis. While we believe we are subject to the periodic examination of our domestic and foreign tax returns by the IRS, state, local, and foreign tax authorities, some of whom are challenging our tax positions. We regularly assess the likelihood of adverse outcomes from these examinations in determining the adequacy of our provision for income taxes and other tax liabilities. We consider many factors when evaluating and estimating our tax positions are consistent with and tax benefits, which may require periodic adjustments and may not accurately forecast actual tax audit outcomes. If the ultimate determination of income and other tax laws in liabilities differ from the jurisdictions in which we conduct amounts recorded or accrued, our business, it is possible that these positions financial condition or results of operations may be challenged by jurisdictional tax authorities, which may have a significant impact on our global provision for taxes, adversely impacted.

Tax laws are regularly being re-examined and evaluated globally. New laws and interpretations of the law are taken into account for financial statement purposes in the quarter or year that they become applicable. Tax authorities are increasingly scrutinizing the tax positions of companies and we have tax audits pending in several jurisdictions. The U.S. federal and state governments, countries in the European Union, as well as a number of other countries and organizations such as the Organization for Economic Cooperation and Development, are actively considering changes to existing tax laws that, if enacted, could increase our tax obligations in jurisdictions where we do business. If U.S. or other foreign

tax authorities change applicable tax laws or successfully challenge how or where our profits are currently recognized, our overall taxes could increase, and our business, financial condition or results of operations may be adversely impacted.

#### Risks Related to Human Resources

**We may lose key employees or may be unable to hire qualified employees, and the failure to maintain and improve our company culture may adversely affect our business.**

We rely on the continued service of our senior management, including our Co-Chief Executive Officers, Ted Sarandos and Greg Peters, our Executive Chairman, Reed Hastings, members of our executive team and other key employees and the hiring of new qualified employees. In our industry, there is substantial and continuous competition for highly-skilled business, product development, technical, creative and other personnel. If we experience high executive turnover, fail to adapt our business practices to industry expectations, fail to implement succession plans for key employees, encounter difficulties associated with the transition of members of our management team, are not successful in recruiting new personnel or in retaining and motivating existing personnel, in instilling our culture in new employees, or maintaining and improving our culture as we grow, our operations may be disrupted, which could adversely affect our results of operations.

**Labor disputes may have an adverse effect on the Company's business.**

Our We and our partners, suppliers, and vendors and we employ the services of engage writers, directors, actors, and other talent, as well as trade employees and others who are subject to collective bargaining agreements in the motion picture industry, both in the U.S. and internationally. Expiring collective bargaining agreements may be renewed on terms that are unfavorable to us. If expiring collective bargaining agreements cannot be renewed, then it is possible that the affected unions have, and could in the future, take action in the form of strikes or work stoppages. For example, the Writers Guild ("WGA") and Screen Actors Guild ("SAG-AFTRA") collective bargaining agreements expired in 2023, and WGA members and the SAG-AFTRA members went on strike in May 2023 and July 2023, respectively. Collective bargaining agreements with the I.A.T.S.E. representing technicians and "behind the camera" crews as well as contracts with Teamster unions expire in mid-2024. The WGA and SAG-AFTRA strikes as well as the recent resurgence of organized labor in the United States may lead those workers to strike. Such work stoppages have resulted, and may in the future result, in halted productions and delays in our ability to provide new content to our members. Such actions, as well as higher costs or operating complexities in connection with these collective bargaining agreements or a significant labor dispute, could have an adverse effect on our business by causing delays in production, added costs or by reducing profit margins, and our ability to provide new content to our members could likewise be delayed or dropped.

#### Risks Related to Our Stock Ownership

**Provisions in our charter documents and under Delaware law could discourage a takeover that stockholders may consider favorable, although we have announced plans to modify some of these provisions over time.**

Our charter documents in their current form may discourage, delay or prevent a merger or acquisition that a stockholder may consider favorable because they:

- authorize our board of directors, without stockholder approval, to issue up to 10,000,000 shares of undesignated preferred stock;
- provide for a classified board of directors until our annual meeting of stockholders held in 2025;
- prohibit our stockholders from acting by written consent; and
- establish advance notice requirements for proposing matters to be approved by stockholders at stockholder meetings.

As a Delaware corporation, we are also subject to certain Delaware anti-takeover provisions. Under Delaware law, a corporation may not engage in a business combination with any holder of 15% or more of its capital stock unless the holder has held the stock for three years or, among other things, the board of directors has approved the transaction. Our board of directors could rely on Delaware law to prevent or delay an acquisition of us.

In addition, a merger or acquisition may trigger retention payments to certain executive employees under the terms of our Amended and Restated Executive Severance and Retention Incentive Plan, thereby increasing the cost of such a transaction.

#### Our stock price is volatile.

The price at which our common stock has traded has fluctuated significantly. The price may continue to be volatile due to a number of factors including the following, some of which are beyond our control:

- variations in our operating results, including our membership acquisition and retention, revenues, operating income, net income, net cash provided by operating activities and free cash flow;
- variations between our actual operating results and the expectations of securities analysts, investors and the financial community;
- announcements of developments affecting our business, systems or expansion plans by us or others;
- competition, including the introduction of new competitors, their pricing strategies and services;
- market volatility in general;
- the level of demand for our stock, including the amount of short interest in our stock;
- the impact of our current stock repurchase program and any future stock repurchase program we may adopt;
- the operating results of our competitors; and
- other risks and uncertainties described in these risk factors.

As a result of these and other factors, investors in our common stock may not be able to resell their shares at or above their original purchase price.

Following certain periods of volatility in the market price of our securities, we became the subject of securities litigation. We may experience more such litigation following future periods of volatility. This type of litigation may result in substantial costs and a diversion of management's attention and resources.

**Preparing and forecasting our financial results requires us to make judgments and estimates which may differ materially from actual results.**

Given the dynamic nature of our business, and the inherent limitations in predicting the future, forecasts of our revenues, operating margins, net income and other financial and operating data may differ materially from actual results. Also, predicting consumer adoption of various pricing strategies, such as the ad-supported subscription plan or efforts to limit multi-household usage, and new revenue streams, such as advertising revenue, is inherently difficult given the lack of operating history with respect to such offerings, and actual results may differ significantly from the expectations of our management, securities analysts or investors. Such discrepancies could cause a decline in the trading price of our common stock. In addition, the preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United

States of America also requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reported periods. We base such estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, but actual results may differ from these estimates. For example, we estimate the content amortization pattern, beginning with the month of first availability, of any particular licensed or produced television series, documentary or feature film based upon various factors including historical and estimated viewing patterns. If actual viewing patterns differ from these estimates, the pattern and/or period of amortization would be changed and could affect the timing or recognition of content amortization. If we revise such estimates it could result in greater in-period expenses, which could cause us to miss our earnings guidance or negatively impact the results we report which could negatively impact our stock price. Further, events outside of our control may cause actual results to differ from our forecast. For example, the COVID-19 pandemic has disrupted historical acquisition and retention patterns, and has made forecasting more difficult.

#### Item 1B. Unresolved Staff Comments

None.

#### Item 1C. Cybersecurity

We have an enterprise-wide information security program designed to identify, protect, detect and respond to and manage reasonably foreseeable cybersecurity risks and threats. To protect our information systems from cybersecurity threats, we use various security tools that help prevent, identify, escalate, investigate, resolve and recover from identified vulnerabilities and security incidents in a timely manner. These include, but are not limited to, internal reporting, monitoring and detection tools, and a bug bounty program to allow security researchers to assist us in identifying vulnerabilities in our products before they are exploited by malicious threat actors. We also maintain a third party security program to identify, prioritize, assess, mitigate and remediate third party risks; however, we rely on the third parties we use to implement security programs commensurate with their risk, and we cannot ensure in all circumstances that their efforts will be successful.

We regularly assess risks from cybersecurity and technology threats and monitor our information systems for potential vulnerabilities. We use a widely-adopted risk quantification model to identify, measure and prioritize cybersecurity and technology risks and develop related security controls and safeguards. We conduct regular reviews and tests of our information security program and also leverage audits by our internal audit team, tabletop exercises, penetration and vulnerability testing, red team exercises, simulations, and other exercises to evaluate the effectiveness of our information security program and improve our security measures and planning. We also engage an external auditor to conduct an annual payment card industry data security standard review of our security controls protecting payment information, as well as third-party penetration testing of our cardholder environment and related systems. The results of these assessments are reported to the Audit Committee.

Our systems periodically experience directed attacks intended to lead to interruptions and delays in our service and operations as well as loss, misuse or theft of personal information (of third parties, employees, and our members) and other data, confidential information or intellectual property, and we have experienced an unauthorized release of certain digital content assets. However, to date these incidents have not had a material impact on our service, systems or business. Any significant disruption to our service or access to our systems could result in a loss of members and adversely affect our business and results of operation. Further, a penetration of our systems or a third-party's systems or other misappropriation or misuse of personal information could subject us to business, regulatory, litigation and reputation risk, which could have a negative effect on our business, financial condition and results of operations. See "Risk Factors - Any significant disruption in or unauthorized access to our computer systems or those of third parties that we utilize in our operations, including those relating to cybersecurity or arising from cyber-attacks, could result in a loss or degradation of service, unauthorized access, disclosure or destruction of data, including member and corporate information, or theft of intellectual property, including digital content assets, which could adversely impact our business."

The Vice President of Security and Privacy Engineering leads our global information security organization responsible for overseeing the Netflix information security program. Our VP of Security and Privacy Engineering has over 30 years of industry experience, including serving in similar roles leading and overseeing cybersecurity programs at other public companies. Team members who support our information security program have relevant educational and industry experience,

including holding similar positions at large technology companies. The teams provide regular reports to senior management and other relevant teams on various cybersecurity threats, assessments and findings.

The Board oversees our annual enterprise risk assessment, where we assess key risks within the company, including security and technology risks and cybersecurity threats. The Audit Committee of the Board oversees our cybersecurity risk and receives regular reports from our VP of Security and Privacy Engineering on various cybersecurity matters, including risk assessments, mitigation strategies, areas of emerging risks, incidents and industry trends, and other areas of importance.

**Item 2. Properties**

We have leased principal properties in both Los Gatos, California, which is the location of our corporate headquarters, and in Los Angeles, California. In addition, we lease various office and production space throughout the world.

We believe that our existing facilities are adequate to meet current requirements, and that suitable additional or substitute space will be available as needed to accommodate any further physical expansion of operations and for any additional offices.

**Item 3. Legal Proceedings**

Information with respect to this item may be found in Note **78 Commitments and Contingencies** in the accompanying notes to our consolidated financial statements included in Part II, Item 8, "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K, under the caption "Legal Proceedings" which information is incorporated herein by reference.

**Item 4. Mine Safety Disclosures**

Not applicable.

**PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***Market Information*

Our common stock is traded on the NASDAQ Global Select Market under the symbol "NFLX".

*Holders*

As of **December 31, 2022** December 31, 2023, there were approximately **2,788** 2,728 stockholders of record of our common stock, although there is a significantly larger number of beneficial owners of our common stock.

*Dividend Policy*

We have never declared or paid any cash dividends on our capital stock, and we do not currently anticipate paying any cash dividends in the foreseeable future.

*Company Purchases of Equity Securities*

In March 2021, the Company's Board of Directors authorized the repurchase of up to \$5 billion of its common stock, with no expiration date. There were no Stock repurchases during the quarter three months ended December 31, 2022. As of December 31, 2022, \$4.4 billion remains available for December 31, 2023 were as follows:

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share (2)	Total Number of Shares Purchased as Part of Publicly Announced Programs (1)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program (1)	
				(in thousands)	
October 1 - 31, 2023	287,360	\$ 404.62	287,360	\$ 10,738,584	
November 1 - 30, 2023	2,708,477	\$ 447.03	2,708,477	\$ 9,527,821	
December 1 - 31, 2023	2,481,771	\$ 472.63	2,481,771	\$ 8,354,857	
<b>Total</b>	<b>5,477,608</b>			<b>5,477,608</b>	

(1) In March 2021, the Company's Board of Directors authorized the repurchase of up to \$5 billion of its common stock, with no expiration date, and in September 2023, the Board of Directors increased the share repurchase authorization by an additional \$10 billion, also with no expiration date. For further information regarding stock repurchase activity, see Note 9 *Stockholders' Equity* to the consolidated financial statements in this Annual Report.

(2) Average price paid per share includes costs associated with the repurchases.

**Stock Performance Graph**

Notwithstanding any statement to the contrary in any of our previous or future filings with the Securities and Exchange Commission, the following information relating to the price performance of our common stock shall not be deemed "filed" with the Commission or "soliciting material" under the Exchange Act and shall not be incorporated by reference into any such filings.

The following graph compares, for the five year period ended **December 31, 2022** December 31, 2023, the total cumulative stockholder return on the Company's common stock with the total cumulative return of the NASDAQ Composite Index, the S&P 500 Index and the RDG Internet Composite Index. Measurement points are the last trading day of each of the Company's fiscal years ended December 31, 2017, December 31, 2018, December 31, 2019, December 31, 2020, December 31, 2021, December 31, 2022 and

December 31, 2022 December 31, 2023. Total cumulative stockholder return assumes \$100 invested at the beginning of the period in the Company's common stock, the stocks represented in the NASDAQ Composite Index, the stocks represented in the S&P 500 Index and the stocks represented in the RDG Internet Composite Index, respectively, and reinvestment of any dividends. Historical stock price performance should not be relied upon as an indication of future stock price performance.



**Item 6. [Reserved]**

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

This section of this Form 10-K generally discusses 2023 and 2022 items and year-to-year comparisons between 2023 and 2022. Discussions of 2021 items and year-to-year comparisons between 2022 and 2021. Discussions of 2020 items and year-to-year comparisons between 2021 and 2020 that are not included in this Form 10-K can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2021 December 31, 2022.

**Results of Operations**

The following represents our consolidated performance highlights:

Financial Results:	Financial Results:	As of/ Year Ended December 31,				Change 2022 vs. 2021	As of/Year Ended December 31,				Change 2023 vs. 2022
		2022	2021	2020	2021		2023	2022	2021	2022	
		(in thousands, except revenue per membership and percentages)									
Streaming revenues	Streaming revenues	\$ 31,469,852	\$ 29,515,496	\$ 24,756,675	7 %	revenues	\$ 33,640,458	\$ 31,469,852	\$ 29,515,496	7 %	Financial Results:
DVD revenues (1)	DVD revenues (1)	145,698	182,348	239,381	(20) %	revenues (1)	82,839	145,698	182,348	(43) %	Streaming
<b>Total revenues</b>	<b>Total revenues</b>	<b>\$ 31,615,550</b>	<b>\$ 29,697,844</b>	<b>\$ 24,996,056</b>	<b>6 %</b>	<b>Total revenues</b>	<b>\$ 33,723,297</b>	<b>\$ 31,615,550</b>	<b>\$ 29,697,844</b>	<b>7 %</b>	<b>DVD</b>
Operating income	Operating income	\$ 5,632,831	\$ 6,194,509	\$ 4,585,289	(9) %	income	\$ 6,954,003	\$ 5,632,831	\$ 6,194,509	23 %	Operating
Operating margin	Operating margin	18 %	21 %	18 %		margin	21 %	18 %	21 %		margin
Global Streaming Memberships:	Global Streaming Memberships:					Global Streaming Memberships:					Global
Paid net membership additions	Paid net membership additions	8,903	18,181	36,573	(51) %	additions	29,529	8,903	18,181	232 %	Streaming
Paid memberships at end of period	Paid memberships at end of period	230,747	221,844	203,663	4 %	end of period	260,276	230,747	221,844	13 %	Memberships:
Average paying memberships	Average paying memberships	222,924	210,784	189,083	6 %	memberships	240,889	222,924	210,784	8 %	Average
Average monthly revenue per paying membership	Average monthly revenue per paying membership					monthly revenue per paying membership					monthly
		\$ 11.76	\$ 11.67	\$ 10.91	1 %	membership	\$ 11.64	\$ 11.76	\$ 11.67	(1) %	revenue per

(1) In April 2023, we announced our plans to discontinue our DVD-by-mail service, and we ceased providing our mailing services to customers on September 29, 2023. The discontinuance of our DVD business had an immaterial impact on our operations and financial results.

Consolidated revenues for the year ended December 31, 2022 December 31, 2023 increased 6% 7% as compared to the year ended December 31, 2021, due to December 31, 2022. Operating margin for the 6% growth in average paying memberships and a 1% increase in average monthly revenue per paying membership. The increase in average monthly revenue per paying membership resulted from our price changes, partially offset by the strengthening of the U.S. dollar relative to certain foreign currencies.

The decrease in operating margin is year ended December 31, 2023 increased three percentage points, primarily due to revenues growing at a slower faster rate as compared to the 15% increase growth in content amortization. Revenue cost of revenues and marketing and decreased technology and development expenses, partially offset by higher

growth during the year was impacted by fluctuations in foreign exchange rates, while content amortization increased general and administrative expenses as a result of delays in content releases due compared to the COVID-19 pandemic impacting the comparable prior year period.

The COVID-19 pandemic and the various responses to it created significant volatility, uncertainty and economic disruption. Recently, there has been a return to more normal societal interactions, including the way we operate our business. We cannot predict the future impacts of this ongoing and any new pandemic(s). See Part I, Item 1A: "Risk Factors" growth in this Annual Report on Form 10-K for additional details.

### Streaming Revenues

We primarily derive revenues from monthly membership fees for services related to streaming content to our members. We offer a variety of streaming membership plans, the price of which varies by country and the features of the plan. As of December 31, 2022 December 31, 2023, pricing on our paid plans ranged from the U.S. dollar equivalent of \$1 to \$26 \$28 per month, and pricing on our extra member sub accounts ranged from the U.S. dollar equivalent of \$2 to \$8 per month. We expect that from time to time the prices of our membership plans in each country may change and we may test other plan and price variations.

We also earn revenue from advertisements presented on our streaming service, consumer products and various other sources. Revenues earned from sources other than monthly membership fees were not material for the years ended December 31, 2023, 2022, and 2021.

	Year Ended December 31,			Change		
	2023		2022	2021	2023 vs. 2022	
	(in thousands, except percentages)					
Streaming revenues	\$ 33,640,458	\$ 31,469,852	\$ 29,515,496	\$ 2,170,606	7 %	

Streaming revenues for the year ended December 31, 2023 increased 7% as compared to the year ended December 31, 2022, primarily due to the 8% growth in average paying memberships, partially offset by a 1% decrease in average monthly revenue per paying membership. The decrease in average monthly revenue per paying membership was primarily due to changes in plan mix, higher membership growth in regions with lower average monthly revenue per paying membership, partially offset by limited price increases. Additionally, streaming revenues for the year ended December 31, 2023 were further impacted by unfavorable fluctuations in foreign exchange rates.

The following tables summarize streaming revenue and other streaming membership information by region for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021.

### United States and Canada (UCAN)

		As of/ Year Ended December 31,			Change		As of/ Year Ended December 31,			Change		
		2022		2021	2020	2022 vs. 2021		2023	2022	2021	2023 vs. 2022	
		(in thousands, except revenue per membership and percentages)						(in thousands, except revenue per membership and percentages)				
Revenues	Revenues	\$ 14,084,643	\$ 12,972,100	\$ 11,455,396	\$ 1,112,543	9 %	Revenues	\$ 14,873,783	\$ 14,084,643	\$ 12,972,100	\$ 789,140	6 %
Paid net membership additions (losses)	Paid net membership additions (losses)	(919)	1,279	6,274	(2,198)	(172) %	Paid net membership additions (losses)	5,832	(919)	1,279	6,751	735 %
Paid memberships at end of period (1)	Paid memberships at end of period (1)	74,296	75,215	73,936	(919)	(1) %	Paid memberships at end of period (1)	80,128	74,296	75,215	5,832	8 %
Average paying memberships	Average paying memberships	74,001	74,234	71,689	(233)	— %	Average paying memberships	76,126	74,001	74,234	2,125	3 %
Average monthly revenue per paying membership	Average monthly revenue per paying membership	\$ 15.86	\$ 14.56	\$ 13.32	\$ 1.30	9 %	Average monthly revenue per paying membership	\$ 16.28	\$ 15.86	\$ 14.56	\$ 0.42	3 %
Constant currency change (2)	Constant currency change (2)						Constant currency change (2)					3 %

**Europe, Middle East, and Africa (EMEA)**

		As of/ Year Ended December 31,			Change		As of/ Year Ended December 31,			Change			
		2022		2021	2020	2022 vs. 2021		2023		2022	2021	2023 vs. 2022	
		(in thousands, except revenue per membership and percentages)										(in thousands, except revenue per membership and percentages)	
Revenues	Revenues	\$ 9,745,015	\$ 9,699,819	\$ 7,772,252	\$ 45,196	—	%	Revenues	\$ 10,556,487	\$ 9,745,015	\$ 9,699,819	\$ 811,472	8 %
Paid net membership additions	Paid net membership additions	2,693	7,338	14,920	(4,645)	(63)	%	Paid net membership additions	12,084	2,693	7,338	9,391	349 %
Paid memberships at end of period (1)	Paid memberships at end of period (1)	76,729	74,036	66,698	2,693	4	%	Paid memberships at end of period (1)	88,813	76,729	74,036	12,084	16 %
Average paying memberships	Average paying memberships	73,904	69,518	60,425	4,386	6	%	Average paying memberships	80,928	73,904	69,518	7,024	10 %
Average monthly revenue per paying membership	Average monthly revenue per paying membership	\$ 10.99	\$ 11.63	\$ 10.72	\$ (0.64)	(6)	%	Average monthly revenue per paying membership	\$ 10.87	\$ 10.99	\$ 11.63	\$ (0.12)	(1) %
Constant currency change (2)	Constant currency change (2)					6	%	Constant currency change (2)					(1) %

**Latin America (LATAM)**

		As of/ Year Ended December 31,			Change		As of/ Year Ended December 31,			Change			
		2022		2021	2020	2022 vs. 2021		2023		2022	2021	2023 vs. 2022	
		(in thousands, except revenue per membership and percentages)										(in thousands, except revenue per membership and percentages)	
Revenues	Revenues	\$ 4,069,973	\$ 3,576,976	\$ 3,156,727	\$ 492,997	14	%	Revenues	\$ 4,446,461	\$ 4,069,973	\$ 3,576,976	\$ 376,488	9 %
Paid net membership additions	Paid net membership additions	1,738	2,424	6,120	(686)	(28)	%	Paid net membership additions	4,298	1,738	2,424	2,560	147 %
Paid memberships at end of period (1)	Paid memberships at end of period (1)	41,699	39,961	37,537	1,738	4	%	Paid memberships at end of period (1)	45,997	41,699	39,961	4,298	10 %
Average paying memberships	Average paying memberships	40,000	38,573	35,297	1,427	4	%	Average paying memberships	42,802	40,000	38,573	2,802	7 %
Average monthly revenue per paying membership	Average monthly revenue per paying membership	\$ 8.48	\$ 7.73	\$ 7.45	\$ 0.75	10	%	Average monthly revenue per paying membership	\$ 8.66	\$ 8.48	\$ 7.73	\$ 0.18	2 %
Constant currency change (2)	Constant currency change (2)					14	%	Constant currency change (2)					10 %

**Asia-Pacific (APAC)**

		As of/ Year Ended December 31,					Change							
		2022		2021		2020	2022 vs. 2021		2023		2022	2021	2023 vs. 2022	
		(in thousands, except revenue per membership and percentages)										(in thousands, except revenue per membership and percentages)		
Revenues		\$	3,570,221	\$	3,266,601	\$	2,372,300	\$	303,620			9 %		
Paid net membership additions			5,391		7,140		9,259		(1,749)			(24)%		
Paid memberships at end of period (1)			38,023		32,632		25,492		5,391			17 %		

Average paying memberships	35,019	28,461	21,674	6,558	23 %
Average monthly revenue per paying membership	\$ 8.50	\$ 9.56	\$ 9.12	\$ (1.06)	(11)%
Constant currency change (2)					(2)%

	As of/Year Ended December 31,			Change	
	2023	2022	2021	2023 vs. 2022	
	(in thousands, except revenue per membership and percentages)				
Revenues	\$ 3,763,727	\$ 3,570,221	\$ 3,266,601	\$ 193,506	5 %
Paid net membership additions	7,315	5,391	7,140	1,924	36 %
Paid memberships at end of period (1)	45,338	38,023	32,632	7,315	19 %
Average paying memberships	41,033	35,019	28,461	6,014	17 %
Average monthly revenue per paying membership	\$ 7.64	\$ 8.50	\$ 9.56	\$ (0.86)	(10)%
Constant currency change (2)					(6)%

(1) A paid membership (also referred to as a paid subscription) is defined as a membership that has the right to receive Netflix service following sign-up and a method of payment being provided, and that is not part of a free trial or certain other promotions that may be offered by the Company to new or rejoining members. Certain members have the option to add extra member sub accounts. These extra member sub accounts are not included in paid memberships. A membership is canceled and ceases to be reflected in the above metrics as of the effective cancellation date. Voluntary cancellations generally become effective at the end of the prepaid membership period. Involuntary cancellations, as a result of a failed method of payment, become effective immediately. Memberships are assigned to territories based on the geographic location used at time of sign-up as determined by the Company's internal systems, which utilize industry standard geo-location technology.

(2) We believe the non-GAAP financial measure of constant currency **information revenue** is useful in analyzing the underlying trends in average monthly revenue per paying **membership**, **membership absent foreign currency fluctuations**. However, this non-GAAP financial measure should be considered in addition to, not as a substitute for, or superior to other financial measures prepared in accordance with GAAP. In order to exclude the effect of foreign currency rate fluctuations on average monthly revenue per paying membership, we estimate current period revenue assuming foreign exchange rates had remained constant with foreign exchange rates from each of the corresponding months of the prior-year period. For the year ended **December 31, 2022** December 31, 2023, our revenues would have been approximately **\$1,773** **\$597** million higher had foreign currency exchange rates remained constant with those for the year ended **December 31, 2021** December 31, 2022.

#### Cost of Revenues

Amortization of content assets makes up the majority of cost of revenues. Expenses directly associated with the acquisition, licensing and production of content (such as payroll, **stock-based compensation**, **facilities**, and **other related personnel expenses**, costs associated with obtaining rights to music included in our content, overall deals with talent, miscellaneous production related costs and participations and residuals), streaming delivery costs and other operations costs make up the remainder of cost of revenues. We have built our own global content delivery network ("Open Connect") to help us efficiently stream a high volume of content to our members over the internet. Delivery expenses, therefore, include equipment costs related to Open Connect, payroll and related personnel expenses and all third-party costs, such as cloud computing costs, associated with delivering content over the internet. Other operations costs include customer service and payment processing fees, including those we pay to our integrated payment partners, as well as other costs directly incurred in making our content available to members.

	Year Ended December 31,			Change		Year Ended December 31,			Change		
	2022	2021	2020	2022 vs. 2021		2023	2022	2021	2023 vs. 2022		
	(in thousands, except percentages)					(in thousands, except percentages)					
Cost of revenues	Cost of revenues	\$ 19,168,285	\$ 17,332,683	\$ 15,276,319	\$ 1,835,602	11 %	Cost of revenues	\$ 19,715,368	\$ 19,168,285	\$ 17,332,683	\$ 547,083 3 %
As a percentage of revenues	As a percentage of revenues	61 %	58 %	61 %			As a percentage of revenues	58 %	61 %	58 %	

The increase in cost of revenues for the year ended **December 31, 2022** December 31, 2023 as compared to the year ended **December 31, 2021** December 31, 2022 was primarily due to a **\$1,796 million** **\$171 million** increase in content amortization relating to our existing and new content, including more exclusive coupled with a **\$376 million** increase in other cost of revenues primarily due to an increase in expenses directly associated with the acquisition, licensing and original programming, production of content.

#### Marketing

Marketing expenses consist primarily of advertising expenses and certain payments made to our marketing and advertising sales partners, including consumer electronics ("CE") manufacturers, multichannel video programming distributors ("MVPDs"), mobile operators and ISPs. Advertising expenses include promotional activities such as digital and television advertising. Marketing expenses also include payroll, **stock-based compensation**, **facilities**, and **other related expenses** for personnel that support sales and marketing activities.

	Year Ended December 31,				Change 2022 vs. 2021
	2022	2021	2020		
	(in thousands, except percentages)				
Marketing	\$ 2,530,502	\$ 2,545,146	\$ 2,228,362	\$ (14,644)	(1)%
As a percentage of revenues	8 %	9 %	9 %		

	Year Ended December 31,				Change 2023 vs. 2022
	2023	2022	2021		
	(in thousands, except percentages)				
Marketing	\$ 2,657,883	\$ 2,530,502	\$ 2,545,146	\$ 127,381	5 %
As a percentage of revenues	8 %	8 %	9 %		

**Marketing** The increase in marketing expenses for the year ended December 31, 2022 December 31, 2023 as compared to the year ended December 31, 2021 remained relatively flat. December 31, 2022 was primarily due to a \$146 million increase in advertising expenses and a \$21 million increase in personnel-related costs, partially offset by a \$39 million decrease in payments to our marketing partners.

#### Technology and Development

Technology and development expenses consist primarily of payroll, stock-based compensation, facilities, and other related expenses for technology personnel responsible for making improvements to our service offerings, including testing, maintaining and modifying our user interface, our recommendations, merchandising and infrastructure. Technology and development expenses also include costs associated with general use computer hardware and software.

	Year Ended December 31,				Change 2022 vs. 2021	Year Ended December 31,				Change 2023 vs. 2022	
	2022	2021	2020	2022 vs. 2021		2023	2022	2021	2023 vs. 2022		
	(in thousands, except percentages)					(in thousands, except percentages)					
Technology and development	Technology and development	\$ 2,711,041	\$ 2,273,885	\$ 1,829,600	\$ 437,156	19 %	Technology and development	\$ 2,675,758	\$ 2,711,041	\$ 2,273,885	\$ (35,283) (1) %
As a percentage of revenues	As a percentage of revenues	9 %	8 %	7 %			As a percentage of revenues	8 %	9 %	8 %	

The increase in technology and development expenses for the year ended December 31, 2022 December 31, 2023 as compared to the year ended December 31, 2021 was primarily due to a \$386 million increase in personnel-related costs. December 31, 2022 remained relatively flat.

#### General and Administrative

General and administrative expenses consist of payroll, stock-based compensation, facilities, and other related expenses for corporate personnel. General and administrative expenses also include professional fees and other general corporate expenses.

	Year Ended December 31,				Change 2022 vs. 2021	Year Ended December 31,				Change 2023 vs. 2022	
	2022	2021	2020	2022 vs. 2021		2023	2022	2021	2023 vs. 2022		
	(in thousands, except percentages)					(in thousands, except percentages)					
General and administrative	General and administrative	\$ 1,572,891	\$ 1,351,621	\$ 1,076,486	\$ 221,270	16 %	General and administrative	\$ 1,720,285	\$ 1,572,891	\$ 1,351,621	\$ 147,394 9 %
As a percentage of revenues	As a percentage of revenues	5 %	5 %	4 %			As a percentage of revenues	5 %	5 %	5 %	

The increase in general and administrative expenses for the year ended December 31, 2022 December 31, 2023 as compared to the year ended December 31, 2021 December 31, 2022 was primarily due to a \$224 million \$82 million increase in third-party expenses and a \$78 million increase in personnel-related costs.

#### Interest Expense

Interest expense consists primarily of the interest associated with our outstanding debt obligations, including the amortization of debt issuance costs. See Note 6 *Debt* in the accompanying notes to our consolidated financial statements included in Part II, Item 8, "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K for further detail on our debt obligations.

	Year Ended December 31,				Change	Year Ended December 31,				Change				
	2022		2021			2020	2022 vs. 2021		2023		2021	2023 vs. 2022		
	(in thousands, except percentages)						(in thousands, except percentages)							
Interest expense	Interest expense	\$ 706,212	\$ 765,620	\$ 767,499	\$ (59,408)	(8) %	Interest expense	\$ 699,826	\$ 706,212	\$ 765,620	\$ (6,386)	(1) %		
As a percentage of revenues	As a percentage of revenues	2 %	3 %	3 %			As a percentage of revenues	2 %	2 %	3 %				

Interest expense for the year ended December 31, 2022 December 31, 2023 consisted primarily of \$698 million of interest on our Notes. The decrease in interest expense for the year ended December 31, 2022 December 31, 2023 as compared to the year ended December 31, 2021 was due to the lower average aggregate principal of interest bearing notes outstanding. December 31, 2022 remained relatively flat.

#### Interest and Other Income (Expense)

Interest and other income (expense) consists primarily of foreign exchange gains and losses on foreign currency denominated balances and interest earned on cash, cash equivalents and short-term investments.

	Year Ended December 31,				Change	Year Ended December 31,				Change				
	2022		2021			2020	2022 vs. 2021		2023		2021	2023 vs. 2022		
	(in thousands, except percentages)						(in thousands, except percentages)							
Interest and other income (expense)	Interest and other income (expense)	\$ 337,310	\$ 411,214	\$ (618,441)	\$ (73,904)	(18) %	Interest and other income (expense)	\$ (48,772)	\$ 337,310	\$ 411,214	\$ (386,082)	(114) %		
As a percentage of revenues	As a percentage of revenues	1 %	1 %	(2) %			As a percentage of revenues	— %	1 %	1 %				

Interest and other income (expense) decreased primarily due to a foreign exchange gain losses of \$282 million \$293 million for the year ended December 31, 2022 December 31, 2023 as compared to a gain of \$403 \$282 million for the year ended December 31, 2021 December 31, 2022. The foreign exchange loss in the year ended December 31, 2023 was primarily driven by the non-cash loss of \$176 million from the remeasurement of our Senior Notes denominated in euros, coupled with the remeasurement of cash and content liability positions in currencies other than the functional currencies. The foreign exchange gain in the year ended December 31, 2022 was primarily driven by the non-cash \$353 million \$353 million gain from the remeasurement of our Senior Notes denominated in euros, partially offset by the remeasurement of cash and content liability positions in currencies other than the functional currencies. The change in foreign exchange gain currency gains and losses was partially offset by a \$221 million increase in interest income earned due to higher average interest rates and investment balances for the year ended December 31, 2021 was primarily driven by December 31, 2023 as compared to the non-cash \$431 million gain from the remeasurement of our Senior Notes denominated in euros, partially offset by the remeasurement of cash and content liability positions in currencies other than the functional currencies. year ended December 31, 2022.

#### Provision for Income Taxes

	Year Ended December 31,				Change	Year Ended December 31,				Change				
	2022		2021			2020	2022 vs. 2021		2023		2021	2023 vs. 2022		
	(in thousands, except percentages)						(in thousands, except percentages)							

Provision for income taxes	Provision for income taxes	\$ 772,005	\$ 723,875	\$ 437,954	\$ 48,130	7 %	Provision for income taxes	\$ 797,415	\$ 772,005	\$ 723,875	\$ 25,410	3 %
Effective tax rate	Effective tax rate	15 %	12 %	14 %			Effective tax rate	13 %	15 %	12 %		

The **increase** **decrease** in our effective tax rate for the year ended **December 31, 2022** **December 31, 2023** as compared to the year ended **December 31, 2021** **December 31, 2022** is primarily due to a **reduction** in excess tax benefits of stock-based compensation and an **increase** **decrease** in foreign taxes, partially offset by the impact of international provisions of the Tax Cuts and Jobs Act and the Federal and California Research and Development ("R&D") credits.

In 2022, the difference between our 15% effective tax rate and the Federal statutory rate of 21% was primarily due to taxes. See Note 10 *Income Taxes* to the impact of international provisions of the Tax Cuts and Jobs Act, Federal and California R&D credits, and the recognition of excess tax benefits of stock-based compensation.

Under the Tax Cuts and Jobs Act of 2017, research and development costs are no longer fully deductible and are required to be capitalized and amortized for U.S. tax purposes effective January 1, 2022. The mandatory capitalization requirement increases our deferred tax assets and cash tax liabilities.

On August 16, 2022, Congress passed the Inflation Reduction Act of 2022. The tax provisions most applicable to us are the newly introduced 15% corporate alternative minimum tax on book income and 1% excise tax on stock repurchases, which are both effective January 1, 2023. While we do not anticipate these changes to be significant, they could impact our consolidated financial position and we will continue to monitor as new statements for further information and guidance becomes available.

regarding income taxes.

#### Liquidity and Capital Resources

	Year Ended December 31,			Change		As of December 31,			Change	
	2022		2021	2022 vs. 2021		2023		2022	2023 vs. 2022	
	(in thousands, except percentages)						(in thousands, except percentages)			
Cash, cash equivalents, restricted cash and short-term investments	Cash, cash equivalents, restricted cash and short-term investments	\$ 6,081,858	\$ 6,055,111	\$ 26,747	— %	investments	\$ 7,139,488	\$ 6,081,858	\$ 1,057,630	17 %
Short-term and long-term debt	Short-term and long-term debt	14,353,076	15,392,895	(1,039,819)	(7) %	debt	14,543,261	14,353,076	190,185	1 %

Cash, cash equivalents, restricted cash and short-term investments increased **\$27 million** **\$1,058 million** in the year ended **December 31, 2022** **December 31, 2023** primarily due to cash provided by operations, partially offset by **acquisitions**, the **repayment** **repurchase** of **debt** and purchases of property and equipment, stock.

Debt, net of debt issuance costs, **decreased \$1,040 million** **increased \$190 million** primarily due to the **repayment** upon maturity of the **\$700 million aggregate principal amount** of our **5.500% Senior Notes** in February 2022, coupled with the remeasurement of our euro-denominated notes. The amount of principal and interest due in the next twelve months is **\$682 \$1,077 million**. The amount of principal and interest due beyond the next twelve months is **\$17,529 \$16,662 million**. As of **December 31, 2022** **December 31, 2023**, no amounts had been borrowed under our **\$1 billion Revolving Credit Agreement**. See Note 6 *Debt* in the accompanying notes to our consolidated financial statements.

We anticipate that our future capital needs from the debt market will be more limited compared to prior years. Our ability to obtain this or any additional financing that we may choose to, or need, to, obtain including for potential strategic acquisitions and investments, will depend on, among other things, our development efforts, business plans, operating performance, and the condition of the capital markets at the time we seek financing. We may not be able to obtain such financing on terms acceptable to us or at all. If we raise additional funds through the issuance of equity or debt securities, those securities may have rights, preferences or privileges senior to the rights of our common stock, and our stockholders may experience dilution.

In March 2021, our Board of Directors authorized the repurchase of up to \$5 billion of our common stock, **with no expiration date**, and in September 2023, the Board of Directors increased the share repurchase authorization by an additional \$10 billion, also **with no expiration date**. Stock repurchases may be effected through open market repurchases in compliance with Rule 10b-18 under the Exchange Act, including through the use of trading plans intended to qualify under Rule 10b5-1 under the Exchange Act, privately-negotiated transactions, accelerated stock repurchase plans, block purchases, or other similar purchase techniques and in such amounts as management deems appropriate. We are not obligated to repurchase any specific number of shares, and the timing and actual number of shares repurchased will depend on a variety of factors, including our stock price, general economic, business and market conditions, and alternative investment opportunities. We may discontinue any repurchases of our common stock at any time without prior notice. As of December 31, 2022 In the fiscal year ended December 31, 2023, the Company has repurchased **1,182,410** **14,513,790** shares of common stock for an aggregate amount of **\$600 \$6,045 million**. As of December 31, 2022 December 31, 2023, **\$4.4** **\$8.4 billion** remains available for repurchases.

Our primary uses of cash include the acquisition, licensing and production of content, marketing programs, streaming delivery and personnel-related costs, as well as for strategic acquisitions and investments. Cash payment terms for non-original content have historically been in line with the amortization period. Investments in original content, and in particular content that we produce and own, require more cash upfront relative to licensed content. For example, production costs are paid as the content is created, well in advance of when the content is available on the service and amortized. We expect to continue to significantly invest in global content, particularly in original content, which will impact our

liquidity. We currently anticipate that cash flows from operations, available funds and access to financing sources, including our revolving credit facility, will continue to be sufficient to meet our cash needs for the next twelve months and beyond.

Our material cash requirements from known contractual and other obligations primarily relate to our content, debt and lease obligations. As of **December 31, 2022** **December 31, 2023**, the expected timing of those payments are as follows:

Obligations (in thousands):		Total	Next 12 Months	Beyond 12 Months	Contractual obligations (in thousands):		Total	Next 12 Months	Beyond 12 Months
Content obligations (1)	Content obligations (1)	\$ 21,831,947	\$ 10,038,483	\$ 11,793,464	Content obligations (1)	\$ 21,713,349	\$ 10,328,923	\$ 11,384,426	
Debt (2)	Debt (2)	18,210,739	681,993	17,528,746	Debt (2)	17,739,159	1,077,261	16,661,898	
Operating lease obligations (3)	Operating lease obligations (3)	3,363,091	477,451	2,885,640	Operating lease obligations (3)	3,088,899	513,506	2,575,393	
Total	Total	\$ 43,405,777	\$ 11,197,927	\$ 32,207,850	Total	\$ 42,541,407	\$ 11,919,690	\$ 30,621,717	

(1) As of **December 31, 2022** **December 31, 2023**, content obligations were comprised of \$4.5 billion included in "Current content liabilities" and **\$3.1 billion** **\$2.6 billion** of "Non-current content liabilities" on the Consolidated Balance Sheets and **\$14.2 billion** **\$14.6 billion** of obligations that are not reflected on the Consolidated Balance Sheets as they did not then meet the criteria for recognition.

Content obligations include amounts related to the acquisition, licensing and production of content. An obligation for the production of content includes non-cancelable commitments under creative talent and employment agreements and other production related commitments. An obligation for the acquisition and licensing of content is incurred at the time we enter into an agreement to obtain future titles. Once a title becomes available, a content liability is recorded on the Consolidated Balance Sheets. Certain agreements include the obligation to license rights for unknown future titles, the ultimate quantity and/or fees for which are not yet determinable as of the reporting date. Traditional film output deals, or certain TV series license agreements where the number of seasons to be aired is unknown, are examples of these types of agreements. The contractual obligations table above does not include any estimated obligation for the unknown future titles, payment for which could range from less than one year to more than five years. However, these unknown obligations are expected to be significant and we believe could include approximately \$1 billion to \$4 billion over the next three years, with the payments for the vast majority of such amounts expected to occur after the next twelve months. The foregoing range is based on considerable management judgments and the actual amounts may differ. Once we know the title that we will receive and the license fees, we include the amount in the contractual obligations table above.

(2) Debt obligations include our Notes consisting of principal and interest payments. See Note 6 *Debt* in the accompanying notes to our consolidated financial statements for further details.

(3) Operating lease obligations are comprised of operating lease liabilities included in "Accrued expenses and other liabilities" and "Other non-current liabilities" on the Consolidated Balance Sheets, inclusive of imputed interest. Operating lease obligations also include additional obligations that are not reflected on the Consolidated Balance Sheets as they did not meet the criteria for recognition. As of December 31, 2023, the Company has additional operating leases for real estate that have not yet commenced of \$343 million which has been included above. See Note 5 *Balance Sheet Components* in the accompanying notes to our consolidated financial statements for further details regarding leases. As of December 31, 2022, the Company has additional operating leases for real estate that have not yet commenced of \$419 million which has been included above. Total lease obligations as of December 31, 2022 decreased \$153 million from \$3,516 million as of December 31, 2021 to \$3,363 million as of December 31, 2022 due to payments made on lease liabilities.

In addition, as of **December 31, 2022** **December 31, 2023**, we had gross unrecognized tax benefits of \$227 million, \$327 million, of which **\$155 million** **\$221 million** was classified in "Other non-current liabilities" in the Consolidated Balance Sheets. At this time, an estimate of the range of reasonably possible adjustments to the balance of unrecognized tax benefits cannot be made.

#### Free Cash Flow

We define free cash flow as cash provided by (used in) operating activities less purchases of property and equipment and change in other assets. We believe free cash flow is an important liquidity metric because it measures, during a given period, the amount of cash generated that is available to repay debt obligations, make strategic acquisitions and investments and for certain other activities like stock repurchases. Free cash flow is considered a non-GAAP financial measure and should not be considered in isolation of, or as a substitute for, net income, operating income, net cash provided by operating activities, or any other measure of financial performance or liquidity presented in accordance with GAAP.

In assessing liquidity in relation to our results of operations, we compare free cash flow to net income, noting that the major recurring differences are **excess the timing impact between content payments over and amortization, non-cash stock-based compensation expense, non-cash remeasurement gain/loss on our euro-denominated debt, excess property and equipment purchases over depreciation, and other working capital differences**. Working capital differences **primarily** include deferred revenue, **excess property and equipment purchases over depreciation, taxes and semi-annual interest payments on our outstanding debt**. Our receivables from members generally settle quickly.

	Year Ended December 31,			Change	
	2023	2022	2021	2023 vs. 2022	
	(in thousands)				
Net cash provided by operating activities	\$ 7,274,301	\$ 2,026,257	\$ 392,610	\$ 5,248,044	259 %
Net cash provided by (used in) investing activities	541,751	(2,076,392)	(1,339,853)	2,618,143	126 %
Net cash used in financing activities	(5,950,803)	(664,254)	(1,149,776)	5,286,549	796 %
<b>Non-GAAP reconciliation of free cash flow:</b>					
Net cash provided by operating activities	7,274,301	2,026,257	392,610	5,248,044	259 %
Purchases of property and equipment	(348,552)	(407,729)	(524,585)	(59,177)	(15)%
Change in other assets	—	—	(26,919)	—	— %
Free cash flow	\$ 6,925,749	\$ 1,618,528	\$ (158,894)	\$ 5,307,221	328 %

	Year Ended December 31,			Change	
	2022	2021	2020	2022 vs. 2021	
	(in thousands)				
Net cash provided by operating activities	\$ 2,026,257	\$ 392,610	\$ 2,427,077	\$ 1,633,647	416 %
Net cash used in investing activities	(2,076,392)	(1,339,853)	(505,354)	736,539	55 %
Net cash provided by (used in) financing activities	(664,254)	(1,149,776)	1,237,311	(485,522)	(42)%
<b>Non-GAAP reconciliation of free cash flow:</b>					
Net cash provided by operating activities	2,026,257	392,610	2,427,077	1,633,647	416 %
Purchases of property and equipment	(407,729)	(524,585)	(497,923)	(116,856)	(22)%
Change in other assets	—	(26,919)	(7,431)	26,919	100 %
Free cash flow	\$ 1,618,528	\$ (158,894)	\$ 1,921,723	\$ 1,777,422	1119 %

Net cash provided by operating activities increased **\$1,634 million** **\$5,248 million** from the year ended **December 31, 2021** **December 31, 2022** to **\$2,026 million** **\$7,274 million** for the year ended **December 31, 2022** **December 31, 2023**. The increase in net cash provided by operating activities was primarily driven by a **\$1,918 million or 6%** **increase** **decrease** in revenues, payments for content assets, coupled with a **decrease** **\$916 million or 20% increase** in cash payments for content assets, net income and favorable changes in working capital. The payments for content assets decreased **\$810 million** **\$3,519 million**, from **\$17,469 million** **\$16,660 million** to **\$16,660 million** **\$13,140 million**, or **5% 21%**.

Net cash provided by (used in) investing activities increased **\$2,618 million** from the year ended **December 31, 2022** to **\$542 million** for the year ended **December 31, 2023**. The increase in net cash provided by (used in) investing activities is primarily due to proceeds from the maturities of short-term investments, net of purchases, and there being no acquisitions in the year ended **December 31, 2023**, as compared to the **increase** **acquisitions for an aggregate amount of \$757 million** in the **amortization of content assets of \$1,796 million**, from **\$12,230 million** to **\$14,026 million**, or **15%** year ended **December 31, 2022**. In addition, we had increased payments associated with higher operating expenses, primarily related to increased personnel costs to support our continued improvements in our streaming service and our international expansion.

Net cash used in investing activities increased **\$737 million**, primarily due to purchases of short-term investments.

Net cash used in financing activities **decreased** **\$486 million** **increased** **\$5,287 million** from the year ended **December 31, 2022** to **\$5,951 million** for the year ended **December 31, 2023**. The increase in net cash used in financing activities is primarily due to **there being** **repurchases of common stock for an aggregate amount of \$6,045 million** in the year ended **December 31, 2023**, as compared to no repurchases of common stock in the year ended **December 31, 2022** as compared to repurchases, partially offset by the absence of common stock for an aggregate amount of **\$600 million** debt maturities in the year ended **December 31, 2021**, partially offset by **December 31, 2023** as compared to the repayment upon maturity of the **\$700 million** aggregate principal amount of our 5.500% Senior Notes in February **2022** as compared to the repayment upon maturity of the **\$500 million** aggregate principal amount of our 5.375% Senior Notes in February **2021**.

Free cash flow was **\$2,873 million lower** **\$1,518 million higher** than net income for the year ended **December 31, 2022** **December 31, 2023** primarily due to **\$2,634 million** **\$1,057 million of amortization expense** exceeding cash payments for content assets, **over amortization** **\$339 million of non-cash stock-based compensation expense**, **\$353 million** **\$176 million of non-cash remeasurement gain/loss** on our euro-denominated debt, and **\$461 million** **\$47 million in other non-favorable** **favorable** working capital differences, partially offset by **\$575 million of non-cash stock-based compensation expenses**.

Free cash flow was **\$5,275 million lower** than net income for the year ended **December 31, 2021** primarily due to **\$5,239 million of cash payments for content assets over amortization expense**, **\$431 million of non-cash remeasurement gain** on our euro-denominated debt **property and** **\$8 million other non-favorable** working capital differences, partially offset by **\$403 million of non-cash stock-based compensation expenses** **equipment purchases exceeding depreciation expense**.

#### Indemnifications

The information set forth under Note 8 **Guarantees - Indemnification Obligations Commitments and Contingencies** in the accompanying notes to our consolidated financial statements included in Part II, Item 8, "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K is incorporated herein by reference.

#### Critical Accounting Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reported periods. The Securities and Exchange Commission ("SEC") has defined a company's critical accounting policies as the ones that are most important to the portrayal of a company's financial condition and results of operations, and which require a company to make its most difficult and subjective judgments. Based on this definition, we have identified the critical accounting policies and judgments addressed below. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates.

#### Content

We acquire, license and produce content, including original programming, in order to offer our members unlimited viewing of video entertainment. The content licenses are for a fixed fee and specific windows of availability. Payment terms for certain content licenses and the production of content require more upfront cash payments relative to the amortization expense. Payments for content, including additions to content assets and the changes in related liabilities, are classified within "Net cash provided by (used in) operating activities" on the Consolidated Statements of Cash Flows.

We recognize content assets (licensed and produced) as "Content assets, net" on the Consolidated Balance Sheets. For licensed content, we capitalize the fee per title and record a corresponding liability at the gross amount of the liability when the license period begins, the cost of the title is known and the title is accepted and available for streaming. For produced content, we capitalize costs associated with the production, including development **cost**, **costs**, direct costs and production overhead. Participations and residuals are expensed in line with the amortization of production costs.

Based on factors including historical and estimated viewing patterns, we amortize the content assets (licensed and produced) in "Cost of revenues" on the Consolidated Statements of Operations over the shorter of each title's contractual window of availability or estimated period of use or ten years, beginning with the month of first availability. The amortization is on an accelerated basis, as we typically expect more upfront viewing, and film amortization is more accelerated than TV series amortization. On average, over 90% of a licensed or produced content asset is expected to be amortized within four years after its month of first availability. We review factors that impact the amortization of the content assets on a regular basis. Our estimates related to these factors require considerable management judgment.

In the normal course of business, we, or a third-party producing content on our behalf, may qualify for tax incentives through eligible spend on productions. The accounting for tax incentives is dependent on the particular type of incentive, including the nature of the benefit and the location the incentive is earned. In general, tax incentives are realized as cash receipts and may be received prior to or after a title launches on our service. Upon a title's launch, any amounts we are eligible for through qualified production spend but have not received, are recognized in "Other current assets" or "Other non-current assets" on the Consolidated Balance Sheets as receivables. Tax incentives are generally accounted for as a reduction to the cost basis of content assets (presented in "Content assets, net") and **reduces** **reduce** content amortization over the life of the title (as presented in "Cost of revenues") on the Consolidated **Statement** **Statements** of Operations.

Our business model is subscription based as opposed to a model generating revenues at a specific title level. Content assets (licensed and produced) are predominantly monetized as a group and therefore are reviewed at a group level when an event or change in circumstances indicates a change in the expected usefulness of the content or that the fair value may be less than unamortized cost. To date, we have not identified any such event or changes in circumstances. If such changes are identified in the future, these aggregated content assets will be stated at the lower of unamortized cost or fair value. In addition, unamortized costs for assets that have been, or are expected to be, abandoned are written off.

#### Income Taxes

We record a provision for income taxes for the anticipated tax consequences of our reported results of operations using the asset and liability method. Deferred income taxes are recognized by applying enacted statutory tax rates applicable to future years to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases as well as net operating loss and tax credit carryforwards. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The measurement of deferred tax assets is reduced, if necessary, by a valuation allowance **for any tax benefits for which future realization when it is uncertain, more likely than not they will not be realized.**

Although we believe our assumptions, judgments and estimates are reasonable, changes in tax laws or our interpretation of tax laws and the resolution of any tax audits could significantly impact the amounts provided for income taxes in our consolidated financial statements.

In evaluating our ability to recover our deferred tax assets, in full or in part, we consider all available positive and negative evidence, including our past operating results, and our forecast of future earnings, future taxable income and prudent and feasible tax planning strategies. The assumptions utilized in determining future taxable income require significant judgment and are consistent with the plans and estimates we are using to manage the underlying business. Actual operating results in future years could differ from our current assumptions, judgments and estimates. However, we believe that it is more likely than not that most of the deferred tax assets recorded on our **Consolidated Balance Sheets will ultimately be realized. We record a valuation allowance to reduce our deferred tax assets to the net amount that we believe is more likely than not to be realized. As of December 31, 2022 the valuation allowance of \$343 million was related to the California research and development credits and certain foreign tax attributes that we do not expect to realize.**

We **did** **do** not recognize certain tax benefits from uncertain tax positions within the provision for income taxes. We may recognize a tax benefit only if it is more likely than not the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon settlement. **At December 31, 2022, our estimated gross unrecognized tax benefits were \$227 million of which \$155 million, if recognized, would favorably impact our future earnings.** Due to uncertainties in any tax audit outcome, our estimates of the ultimate settlement of our unrecognized tax positions may change and the actual tax benefits may differ significantly from the estimates.

See Note 10 *Income Taxes* to the consolidated financial statements for further information regarding income taxes.

#### Recent Accounting Pronouncements

The information set forth under Note 1 to the consolidated financial statements under the caption "Basis of Presentation and Summary of Significant Accounting Policies" is incorporated herein by reference.

#### **Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

We are exposed to market risks related to interest rate changes and the corresponding changes in the market values of our debt and foreign currency fluctuations.

##### *Interest Rate Risk*

At December 31, 2022 December 31, 2023, our cash equivalents and short-term investments were generally invested in money market funds and time deposits. Interest paid on such funds fluctuates with the prevailing interest rate.

As of December 31, 2022 December 31, 2023, we had \$14.4 billion \$14.6 billion of debt, consisting of fixed rate unsecured debt in fourteen tranches due between 2024 and 2030. Refer to Note 6 to the consolidated financial statements for details about all issuances. The fair value of our debt will fluctuate with movements of interest rates, increasing in periods of declining rates of interest and declining in periods of increasing rates of interest. The fair value of our debt will also fluctuate based on changes in foreign currency rates, as discussed below.

##### *Foreign Currency Risk*

We operate our business globally and transact in multiple currencies. Currencies denominated in other than the U.S. dollar account accounted for 56% 57% of revenue and 28% of operating expenses for the year ended December 31, 2022 December 31, 2023. We therefore have foreign currency risk related to these currencies, which are primarily with our largest exposures being the euro, the British pound, the Brazilian real, the Canadian dollar, and the Mexican peso, the Australian dollar, and the Japanese yen, peso.

Accordingly, changes volatility in exchange rates, and in particular a weakening of foreign currencies relative to the U.S. dollar may negatively affect our revenue and operating income as expressed in U.S. dollars. For the year ended December 31, 2022 December 31, 2023, our revenues would have been approximately \$1,773 million \$597 million higher had foreign currency exchange rates remained constant with those in the same period of 2022. See Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" for further information regarding our non-GAAP financial measure of constant currency.

In the year ended December 31, 2021 December 31, 2023, we entered into foreign exchange forward contracts to mitigate fluctuations in forecasted U.S. dollar-equivalent revenues occurring in January 2024 and beyond from changes in foreign currency exchange rates. These contracts may reduce, but do not entirely eliminate, the effect of foreign currency exchange fluctuations, and we may choose not to hedge certain exposures. We designate these contracts as cash flow hedges of forecasted foreign currency revenue and initially record the gains or losses on these derivative instruments as a component of accumulated other comprehensive income ("AOCI") and reclassify the amounts into "Revenues" on the Consolidated Statements of Operations in the same period the forecasted transaction affects earnings. If the U.S dollar weakened by 10% as of December 31, 2023, the amount recorded in AOCI related to our foreign exchange contracts, before taxes, would have been approximately \$958 million lower. This adverse change in AOCI would be expected to offset a corresponding favorable foreign currency change in the underlying forecasted revenues when recognized in earnings.

In the year ended December 31, 2023, we also entered into foreign exchange forward contracts to mitigate fluctuations in forecasted and firmly committed U.S. dollar-equivalent transactions related to the licensing and production of content assets occurring in January 2024 and beyond from changes in foreign currency exchange rates. These contracts may reduce, but do not entirely eliminate, the effect of foreign currency exchange fluctuations, and we may choose not to hedge certain exposures. We designate these contracts as cash flow hedges and initially record the gains or losses on these derivative instruments as a component of AOCI and reclassify the amounts into "Cost of Revenues" to offset the hedged exposures as they affect earnings, which occurs as the underlying hedged content assets are amortized. If the U.S dollar strengthened by 10% as of December 31, 2023, the amount recorded in AOCI related to our foreign exchange contracts, before taxes, would have been approximately \$71 million lower. This adverse change in AOCI would be expected to offset a corresponding favorable foreign currency change in the underlying exposures when recognized in earnings.

We have also experienced and will continue to experience fluctuations in our net income as a result of gains (losses) on the settlement and the remeasurement of monetary assets and liabilities denominated in currencies that are not the functional currency. In the year ended December 31, 2022 December 31, 2023, we recognized a \$282 \$293 million foreign exchange gain loss primarily due to the non-cash remeasurement of our Senior Notes denominated in euros partially offset by and the remeasurement of cash and content liability positions liabilities denominated in currencies other than the functional currencies.

In addition, the effect of exchange rate changes on cash, cash equivalents and restricted cash as disclosed on the Consolidated Statements of Cash Flows in the year ended December 31, 2022 December 31, 2023 was a decrease an increase of \$1.70 million \$83 million.

We do not use foreign exchange contracts or derivatives to hedge any foreign currency exposures. The volatility of exchange rates depends on many factors that we cannot forecast with reliable accuracy. Our continued international expansion increases our exposure to exchange rate fluctuations and as a result, such fluctuations could have a significant impact on our future results of operations.

#### **Item 8. Financial Statements and Supplementary Data**

The consolidated financial statements and accompanying notes listed in Part IV, Item 15(a)(1) of this Annual Report on Form 10-K are included immediately following Part IV hereof and incorporated by reference herein.

#### **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

#### **Item 9A. Controls and Procedures**

##### **(a) Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our co-Chief Executive Officers and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Annual Report on Form 10-K. Based on that evaluation, our co-Chief Executive Officers and Chief Financial Officer concluded that our disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K were

effective in providing reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our co-Chief Executive Officers and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

Our management, including our co-Chief Executive Officers and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within Netflix have been detected.

**(b) Management's Annual Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange [Act](#)). Our management assessed the effectiveness of our internal control over financial reporting as of [December 31, 2022](#) [December 31, 2023](#). In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in *Internal Control—Integrated Framework* (2013 framework). Based on our assessment under the framework in *Internal Control—Integrated Framework* (2013 framework), our management concluded that our internal control over financial reporting was effective as of [December 31, 2022](#) [December 31, 2023](#). The effectiveness of our internal control over financial reporting as of [December 31, 2022](#) [December 31, 2023](#) has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report that is included herein.

**(c) Changes in Internal Control Over Financial Reporting**

There was no change in our internal control over financial reporting that occurred during the quarter ended [December 31, 2022](#) [December 31, 2023](#) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Report of Independent Registered Public Accounting Firm**

**To the Stockholders and the Board of Directors of Netflix, Inc.**

**Opinion on Internal Control Over Financial Reporting**

We have audited Netflix, Inc.'s internal control over financial reporting as of [December 31, 2022](#) [December 31, 2023](#), based on criteria established in *Internal Control - Integrated Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Netflix, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of [December 31, 2022](#) [December 31, 2023](#), based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of [December 31, 2022](#) [December 31, 2023](#) and [2021](#), 2022, the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended [December 31, 2022](#) [December 31, 2023](#), and the related notes and our report dated [January 26, 2023](#) [January 26, 2024](#) expressed an unqualified opinion thereon.

**Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

**Definition and Limitations of Internal Control Over Financial Reporting**

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may

deteriorate.

/s/ Ernst & Young LLP

San Jose, California

January 26, 2023 2024

#### Item 9B. Other Information

##### ***None. Rule 10b5-1 Trading Plans***

The adoption or termination of contracts, instructions or written plans for the purchase or sale of our securities by our Section 16 officers and directors for the three months ended December 31, 2023, each of which is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act ("Rule 10b5-1 Plan"), were as follows:

Name	Title	Action	Date Adopted	Expiration Date	Aggregate # of Securities to be Purchased/Sold
Ted Sarandos (1)	Co-CEO and Director	Adoption	11/10/2023	2/7/2025	68,957

(1) Ted Sarandos, co-CEO and a member of the Board of Directors, entered into a pre-arranged stock trading plan pursuant to Rule 10b5-1 on November 10, 2023. Mr. Sarandos' plan provides for the potential exercise of vested stock options and the associated sale of up to 68,957 shares of Netflix common stock. The plan expires on February 7, 2025, or upon the earlier completion of all authorized transactions under the plan.

Other than those disclosed above, none of our directors or officers adopted or terminated a "non-Rule 10b5-1 trading arrangement" as defined in Item 408 of Regulation S-K.

#### Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

### PART III

#### Item 10. Directors, Executive Officers and Corporate Governance

Information regarding our directors and executive officers is incorporated by reference from the information contained under the sections "Proposal One: Election of Directors," and "Code of Ethics" in our Proxy Statement for the Annual Meeting of Stockholders.

#### Item 11. Executive Compensation

Information required by this item is incorporated by reference from information contained under the sections "Compensation Discussion and Analysis" and "Compensation of Named Executive Officers and Other Matters" in our Proxy Statement for the Annual Meeting of Stockholders.

#### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information required by this item is incorporated by reference from information contained under the sections "Security Ownership of Certain Beneficial Owners and Management" and "Equity Compensation Plan Information" in our Proxy Statement for the Annual Meeting of Stockholders.

#### Item 13. Certain Relationships and Related Transactions, and Director Independence

Information required by this item is incorporated by reference from information contained under the section "Certain Relationships and Related Transactions" and "Director Independence" in our Proxy Statement for the Annual Meeting of Stockholders.

#### Item 14. Principal Accountant Fees and Services

Information with respect to principal independent registered public accounting firm fees and services is incorporated by reference from the information under the caption "Proposal Two: Ratification of Appointment of Independent Registered Public Accounting Firm" in our Proxy Statement for the Annual Meeting of Stockholders.

### PART IV

#### Item 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as part of this Annual Report on Form 10-K:

(1) Financial Statements:

The financial statements are filed as part of this Annual Report on Form 10-K under "Item 8. Financial Statements and Supplementary Data."

(2) Financial Statement Schedules:

The financial statement schedules are omitted as they are either not applicable or the information required is presented in the financial statements and notes thereto under "Item 8. Financial Statements and Supplementary Data."

(3) Exhibits:

See Exhibit Index immediately following the signature page of this Annual Report on Form 10-K.

**Item 16. Form 10-K Summary**

None.

NETFLIX, INC.

INDEX TO FINANCIAL STATEMENTS

	Page
<a href="#">Report of Independent Registered Public Accounting Firm (PCAOB ID: 42)</a>	<a href="#">36</a> <a href="#">37</a>
<a href="#">Consolidated Statements of Operations</a>	<a href="#">38</a> <a href="#">39</a>
<a href="#">Consolidated Statements of Comprehensive Income</a>	<a href="#">39</a> <a href="#">40</a>
<a href="#">Consolidated Statements of Cash Flows</a>	<a href="#">40</a> <a href="#">41</a>
<a href="#">Consolidated Balance Sheets</a>	<a href="#">41</a> <a href="#">42</a>
<a href="#">Consolidated Statements of Stockholders' Equity</a>	<a href="#">42</a> <a href="#">43</a>
<a href="#">Notes to Consolidated Financial Statements</a>	<a href="#">43</a> <a href="#">44</a>

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Netflix, Inc.

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Netflix, Inc. (the Company) as of [December 31, 2022](#) [December 31, 2023](#) and [2021](#), the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended [December 31, 2022](#) [December 31, 2023](#), and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at [December 31, 2022](#) [December 31, 2023](#) and [2021](#), and the results of its operations and its cash flows for each of the three years in the period ended [December 31, 2022](#) [December 31, 2023](#), in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of [December 31, 2022](#) [December 31, 2023](#), based on criteria established in Internal Control - Integrated Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated [January 26, 2023](#) [January 26, 2024](#) expressed an unqualified opinion thereon.

**Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

**Critical Audit Matter**

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

#### **Content Amortization**

##### *Description of the Matter*

As disclosed in Note 1 to the consolidated financial statements "Organization and Summary of Significant Accounting Policies", the Company acquires, licenses and produces content, including original programming ("Content"). The Company amortizes Content based on factors including historical and estimated viewing patterns.

Auditing the amortization of the Company's Content is complex and subjective due to the judgmental nature of amortization which is based on an estimate of future viewing patterns. Estimated viewing patterns are based on historical and forecasted viewing. If actual viewing patterns differ from these estimates, the pattern and/or period of amortization would be changed and could affect the timing of recognition of content amortization.

##### *How We Addressed the Matter in Our Audit*

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the content amortization process. For example, we tested controls over management's review of the content amortization method and the significant assumptions, including the historical and forecasted viewing hour consumption, used to develop estimated viewing patterns. We also tested management's controls to determine that the data used in the model was complete and accurate.

To test content amortization, our audit procedures included, among others, evaluating the content amortization method, testing the significant assumptions used to develop the estimated viewing patterns and testing the completeness and accuracy of the underlying data. For example, we assessed management's assumptions by comparing them to current viewing trends and current operating information including comparing previous estimates of viewing patterns to actual results. We also performed sensitivity analyses to evaluate the potential changes in the content amortization recorded that could result from changes in the assumptions.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2012.

San Jose, California

January 26, 2023 2024

#### **NETFLIX, INC.**

#### **CONSOLIDATED STATEMENTS OF OPERATIONS** (in thousands, except per share data)

		Year ended December 31,			Year ended December 31,		
		2022	2021	2020	2023	2022	2021
Revenues	Revenues	\$ 31,615,550	\$ 29,697,844	\$ 24,996,056	Revenues	\$ 33,723,297	\$ 31,615,550
Cost of revenues	Cost of revenues	19,168,285	17,332,683	15,276,319	Cost of revenues	19,715,368	19,168,285
Marketing	Marketing	2,530,502	2,545,146	2,228,362	Marketing	2,657,883	2,530,502
Technology and development	Technology and development	2,711,041	2,273,885	1,829,600	Technology and development	2,675,758	2,711,041
General and administrative	General and administrative	1,572,891	1,351,621	1,076,486	General and administrative	1,720,285	1,572,891
Operating income	Operating income	5,632,831	6,194,509	4,585,289	Operating income	6,954,003	5,632,831
Other income (expense):	Other income (expense):				Other income (expense):		6,194,509
Interest expense	Interest expense	(706,212)	(765,620)	(767,499)	Interest expense	(699,826)	(706,212)
Interest and other income (expense)	Interest and other income (expense)	337,310	411,214	(618,441)	Interest and other income (expense)	(48,772)	337,310
							411,214

Income before income taxes	Income before income taxes	5,263,929	5,840,103	3,199,349	Income before income taxes	6,205,405	5,263,929	5,840,103
Provision for income taxes	Provision for income taxes	(772,005)	(723,875)	(437,954)	Provision for income taxes	(797,415)	(772,005)	(723,875)
Net income	Net income	\$ 4,491,924	\$ 5,116,228	\$ 2,761,395	Net income	\$ 5,407,990	\$ 4,491,924	\$ 5,116,228
Earnings per share:	Earnings per share:				Earnings per share:			
Basic	Basic	\$ 10.10	\$ 11.55	\$ 6.26	Basic	\$ 12.25	\$ 10.10	\$ 11.55
Diluted	Diluted	\$ 9.95	\$ 11.24	\$ 6.08	Diluted	\$ 12.03	\$ 9.95	\$ 11.24
Weighted-average common shares outstanding:					Weighted-average shares of common stock outstanding:			
Weighted-average shares of common stock outstanding:					Weighted-average shares of common stock outstanding:			
Basic	Basic	444,698	443,155	440,922	Basic	441,571	444,698	443,155
Diluted	Diluted	451,290	455,372	454,208	Diluted	449,498	451,290	455,372

See accompanying notes to consolidated financial statements.

### NETFLIX, INC.

#### CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (in thousands)

	Net income	Year ended December 31,			Year ended December 31,			
		2022	2021	2020	2023	2022	2021	
Net income	Net income	\$ 4,491,924	\$ 5,116,228	\$ 2,761,395	Net income	\$ 5,407,990	\$ 4,491,924	\$ 5,116,228
Other comprehensive income (loss):	Other comprehensive income (loss):				Other comprehensive income (loss):			
Foreign currency translation adjustments	Foreign currency translation adjustments	(176,811)	(84,893)	67,919	Foreign currency translation adjustments	113,384	(176,811)	(84,893)
Cash flow hedges:					Cash flow hedges:			
Net unrealized gains (losses), net of tax benefit (expense) of \$36 million, \$0, and \$0, respectively					Net unrealized gains (losses), net of tax benefit (expense) of \$36 million, \$0, and \$0, respectively			
Total other comprehensive loss					Total other comprehensive loss	(6,639)	(176,811)	(84,893)
Comprehensive income	Comprehensive income	\$ 4,315,113	\$ 5,031,335	\$ 2,829,314	Comprehensive income	\$ 5,401,351	\$ 4,315,113	\$ 5,031,335

See accompanying notes to consolidated financial statements.

### NETFLIX, INC.

#### CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands)

Year Ended December 31,	Year Ended December 31,
-------------------------	-------------------------

		2022	2021	2020		2023	2022	2021
<b>Cash flows from operating activities:</b>	<b>Cash flows from operating activities:</b>				<b>Cash flows from operating activities:</b>			
Net income	Net income	\$ 4,491,924	\$ 5,116,228	\$ 2,761,395	Net income	\$ 5,407,990	\$ 4,491,924	\$ 5,116,228
Adjustments to reconcile net income to net cash provided by operating activities:	Adjustments to reconcile net income to net cash provided by operating activities:				Adjustments to reconcile net income to net cash provided by operating activities:			
Additions to content assets	Additions to content assets	(16,839,038)	(17,702,202)	(11,779,284)	Additions to content assets	(12,554,703)	(16,839,038)	(17,702,202)
Change in content liabilities	Change in content liabilities	179,310	232,898	(757,433)	Change in content liabilities	(585,602)	179,310	232,898
Amortization of content assets	Amortization of content assets	14,026,132	12,230,367	10,806,912	Amortization of content assets	14,197,437	14,026,132	12,230,367
Depreciation and amortization of property, equipment and intangibles	Depreciation and amortization of property, equipment and intangibles	336,682	208,412	115,710	Depreciation and amortization of property, equipment and intangibles	356,947	336,682	208,412
Stock-based compensation expense	Stock-based compensation expense	575,452	403,220	415,180	Stock-based compensation expense	339,368	575,452	403,220
Foreign currency remeasurement loss (gain) on debt	Foreign currency remeasurement loss (gain) on debt	(353,111)	(430,661)	533,278	Foreign currency remeasurement loss (gain) on debt	176,296	(353,111)	(430,661)
Other non-cash items	Other non-cash items	533,543	376,777	293,126	Other non-cash items	512,075	533,543	376,777
Deferred income taxes	Deferred income taxes	(166,550)	199,548	70,066	Deferred income taxes	(459,359)	(166,550)	199,548
Changes in operating assets and liabilities:	Changes in operating assets and liabilities:				Changes in operating assets and liabilities:			
Other current assets	Other current assets	(353,834)	(369,681)	(187,623)	Other current assets	(181,003)	(353,834)	(369,681)
Accounts payable	Accounts payable	(158,543)	145,115	(41,605)	Accounts payable	93,502	(158,543)	145,115
Accrued expenses and other liabilities	Accrued expenses and other liabilities	(55,513)	180,338	198,183	Accrued expenses and other liabilities	103,565	(55,513)	180,338
Deferred revenue	Deferred revenue	27,356	91,350	193,247	Deferred revenue	178,708	27,356	91,350
Other non-current assets and liabilities	Other non-current assets and liabilities	(217,553)	(289,099)	(194,075)	Other non-current assets and liabilities	(310,920)	(217,553)	(289,099)
Net cash provided by operating activities	Net cash provided by operating activities	2,026,257	392,610	2,427,077	Net cash provided by operating activities	7,274,301	2,026,257	392,610
<b>Cash flows from investing activities:</b>	<b>Cash flows from investing activities:</b>				<b>Cash flows from investing activities:</b>			
Purchases of property and equipment	Purchases of property and equipment	(407,729)	(524,585)	(497,923)	Purchases of property and equipment	(348,552)	(407,729)	(524,585)
Change in other assets	Change in other assets	—	(26,919)	(7,431)	Change in other assets	—	—	(26,919)
Acquisitions	Acquisitions	(757,387)	(788,349)	—	Acquisitions	—	(757,387)	(788,349)

Purchases of short-term investments	Purchases of short-term investments	(911,276)	—	—	Purchases of short-term investments	(504,862)	(911,276)	—
Proceeds from maturities of short-term investments					Proceeds from maturities of short-term investments			
Net cash provided by (used in) investing activities					Net cash provided by (used in) investing activities			
<b>Cash flows from financing activities:</b>					<b>Cash flows from financing activities:</b>			
Net cash used in investing activities		(2,076,392)	(1,339,853)	(505,354)				
<b>Cash flows from financing activities:</b>								
Proceeds from issuance of debt		—	—	1,009,464				
Debt issuance costs		—	—	(7,559)				
Repayments of debt	Repayments of debt	(700,000)	(500,000)	—	Repayments of debt	—	(700,000)	(500,000)
Proceeds from issuance of common stock	Proceeds from issuance of common stock	35,746	174,414	235,406	Proceeds from issuance of common stock	169,990	35,746	174,414
Repurchases of common stock	Repurchases of common stock	—	(600,022)	—	Repurchases of common stock	(6,045,347)	—	(600,022)
Taxes paid related to net share settlement of equity awards	Taxes paid related to net share settlement of equity awards	—	(224,168)	—	Taxes paid related to net share settlement of equity awards	—	—	(224,168)
Net cash provided by (used in) financing activities		(664,254)	(1,149,776)	1,237,311				
Other financing activities					Other financing activities			
Net cash used in financing activities					Net cash used in financing activities			
Effect of exchange rate changes on cash, cash equivalents and restricted cash	Effect of exchange rate changes on cash, cash equivalents and restricted cash	(170,140)	(86,740)	36,050	Effect of exchange rate changes on cash, cash equivalents and restricted cash	82,684	(170,140)	(86,740)
Net increase (decrease) in cash, cash equivalents and restricted cash	Net increase (decrease) in cash, cash equivalents and restricted cash	(884,529)	(2,183,759)	3,195,084	Net increase (decrease) in cash, cash equivalents and restricted cash	1,947,933	(884,529)	(2,183,759)
Cash, cash equivalents and restricted cash, beginning of year	Cash, cash equivalents and restricted cash, beginning of year	6,055,111	8,238,870	5,043,786	Cash, cash equivalents and restricted cash, beginning of year	5,170,582	6,055,111	8,238,870
Cash, cash equivalents and restricted cash, end of year	Cash, cash equivalents and restricted cash, end of year	\$ 5,170,582	\$ 6,055,111	\$ 8,238,870	Cash, cash equivalents and restricted cash, end of year	\$ 7,118,515	\$ 5,170,582	\$ 6,055,111
<b>Supplemental disclosure:</b>	<b>Supplemental disclosure:</b>				<b>Supplemental disclosure:</b>			
Income taxes paid	Income taxes paid	\$ 811,720	\$ 509,265	\$ 291,582	Income taxes paid	\$ 1,154,973	\$ 811,720	\$ 509,265
Interest paid	Interest paid	701,693	763,432	762,904	Interest paid	684,504	701,693	763,432

See accompanying notes to consolidated financial statements.

NETFLIX, INC.

CONSOLIDATED BALANCE SHEETS  
(in thousands, except share and per share data)

Assets	Assets	As of December 31,		As of December 31,	
		2022		2021	
Current assets:	Current assets:				
Cash and cash equivalents	Cash and cash equivalents	\$ 5,147,176	\$ 6,027,804	Cash and cash equivalents	\$ 7,116,913
Short-term investments	Short-term investments	911,276	—	Short-term investments	20,973
Other current assets	Other current assets	3,208,021	2,042,021	Other current assets	2,780,247
Total current assets	Total current assets	9,266,473	8,069,825	Total current assets	9,918,133
Content assets, net	Content assets, net	32,736,713	30,919,539	Content assets, net	31,658,056
Property and equipment, net	Property and equipment, net	1,398,257	1,323,453	Property and equipment, net	1,491,444
Other non-current assets	Other non-current assets	5,193,325	4,271,846	Other non-current assets	5,664,359
Total assets	Total assets	\$ 48,594,768	\$ 44,584,663	Total assets	\$ 48,731,992
Liabilities and Stockholders' Equity	Liabilities and Stockholders' Equity			Liabilities and Stockholders' Equity	
Current liabilities:	Current liabilities:			Current liabilities:	
Current content liabilities	Current content liabilities	\$ 4,480,150	\$ 4,292,967	Current content liabilities	\$ 4,466,470
Accounts payable	Accounts payable	671,513	837,483	Accounts payable	747,412
Accrued expenses and other liabilities	Accrued expenses and other liabilities	1,514,650	1,449,351	Accrued expenses and other liabilities	1,803,960
Deferred revenue	Deferred revenue	1,264,661	1,209,342	Deferred revenue	1,442,969
Short-term debt	Short-term debt	—	699,823	Short-term debt	399,844
Total current liabilities	Total current liabilities	7,930,974	8,488,966	Total current liabilities	8,860,655
Non-current content liabilities	Non-current content liabilities	3,081,277	3,094,213	Non-current content liabilities	2,578,173
Long-term debt	Long-term debt	14,353,076	14,693,072	Long-term debt	14,143,417
Other non-current liabilities	Other non-current liabilities	2,452,040	2,459,164	Other non-current liabilities	2,561,434
Total liabilities	Total liabilities	27,817,367	28,735,415	Total liabilities	28,143,679
Commitments and contingencies (Note 7)					
Commitments and contingencies (Note 8)				Commitments and contingencies (Note 8)	
Stockholders' equity:	Stockholders' equity:			Stockholders' equity:	
Preferred stock, \$0.001 par value; 10,000,000 shares authorized at December 31, 2022 and December 31, 2021; no shares issued and outstanding at December 31, 2022 and December 31, 2021	—				
Common stock, \$0.001 par value; 4,990,000,000 shares authorized at December 31, 2022 and December 31, 2021; 445,346,776 and 443,963,107 issued and outstanding at December 31, 2022 and December 31, 2021, respectively	4,637,601		4,024,561		

Treasury stock at cost (1,564,478 shares at December 31, 2022 and December 31, 2021)	(824,190)	(824,190)		
Preferred stock, \$0.001 par value; 10,000,000 shares authorized at December 31, 2023 and December 31, 2022; no shares issued and outstanding at December 31, 2023 and December 31, 2022			Preferred stock, \$0.001 par value; 10,000,000 shares authorized at December 31, 2023 and December 31, 2022; no shares issued and outstanding at December 31, 2023 and December 31, 2022	
Common stock, \$0.001 par value; 4,990,000,000 shares authorized at December 31, 2023 and December 31, 2022; 432,759,584 and 445,346,776 issued and outstanding at December 31, 2023 and December 31, 2022, respectively			Common stock, \$0.001 par value; 4,990,000,000 shares authorized at December 31, 2023 and December 31, 2022; 432,759,584 and 445,346,776 issued and outstanding at December 31, 2023 and December 31, 2022, respectively	
Treasury stock at cost (16,078,268 and 1,564,478 shares at December 31, 2023 and December 31, 2022)				5,145,172 4,637,601
Accumulated other comprehensive loss	Accumulated other comprehensive loss	(217,306)	(40,495)	
Retained earnings	Retained earnings	17,181,296	12,689,372	
Total stockholders' equity	Total stockholders' equity	20,777,401	15,849,248	
Total liabilities and stockholders' equity	Total liabilities and stockholders' equity	\$ 48,594,768	\$ 44,584,663	

See accompanying notes to consolidated financial statements.

#### NETFLIX, INC.

#### CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (in thousands, except share data)

	Accumulated					Ac	
	Common Stock and Additional		Treasury Stock	Comprehensive Income (Loss)	Retained Earnings		
	Paid-in Capital	Shares					
Balances as of December 31, 2019	438,806,649	\$ 2,793,929	\$ —	\$ (23,521)	\$ 4,811,749	\$ 7,582,157	
Net income	—	—	—	—	2,761,395	2,761,395	
Other comprehensive income	—	—	—	67,919	—	67,919	

Issuance of common stock upon exercise of options	4,088,612	238,589	—	—	—	—	238,589
Stock-based compensation expense	—	415,180	—	—	—	—	415,180
Balances as of December 31, 2020	Balances as of December 31, 2020	442,895,261	\$ 3,447,698	\$ 44,398	\$ 7,573,144	\$ 11,065,240	Balances as of December 31, 2020
Net income	Net income	—	—	—	—	5,116,228	Net income
Other comprehensive loss	Other comprehensive loss	—	—	—	(84,893)	—	Other comprehensive loss
Issuance of common stock upon exercise of options	Issuance of common stock upon exercise of options	2,632,324	173,643	—	—	—	Issuance of common stock upon exercise of options
Repurchases of common stock	Repurchases of common stock	(1,182,410)	—	(600,022)	—	—	Repurchases of common stock
Shares withheld related to net share settlement	Shares withheld related to net share settlement	(382,068)	—	(224,168)	—	—	Shares withheld related to net share settlement
Stock-based compensation expense	Stock-based compensation expense	—	403,220	—	—	—	Stock-based compensation expense
Balances as of December 31, 2021	Balances as of December 31, 2021	443,963,107	\$ 4,024,561	\$ (824,190)	\$ (40,495)	\$ 12,689,372	\$ 15,849,248
Net income	Net income	—	—	—	—	4,491,924	Net income
Other comprehensive loss	Other comprehensive loss	—	—	—	(176,811)	—	Other comprehensive loss
Issuance of common stock upon exercise of options	Issuance of common stock upon exercise of options	1,383,669	37,588	—	—	—	Issuance of common stock upon exercise of options
Stock-based compensation expense	Stock-based compensation expense	—	575,452	—	—	—	Stock-based compensation expense
Balances as of December 31, 2022	Balances as of December 31, 2022	445,346,776	\$ 4,637,601	\$ (824,190)	\$ (217,306)	\$ 17,181,296	\$ 20,777,401
Net income	Net income	—	—	—	—	—	Net income
Other comprehensive loss	Other comprehensive loss	—	—	—	—	—	Other comprehensive loss
Issuance of common stock upon exercise of options	Issuance of common stock upon exercise of options	—	—	—	—	1,926,598	Issuance of common stock upon exercise of options
Repurchases of common stock	Repurchases of common stock	—	—	—	(14,513,790)	—	Repurchases of common stock
Stock-based compensation expense	Stock-based compensation expense	—	—	—	—	339,368	Stock-based compensation expense
Balances as of December 31, 2023	Balances as of December 31, 2023	432,759,584	\$ 5,145,172	\$ (6,922,200)	\$ (20,777,401)	\$ (14,513,790)	Balances as of December 31, 2023

NETFLIX, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**1. Organization and Summary of Significant Accounting Policies**

**Description of Business**

Netflix, Inc. (the "Company") was incorporated on August 29, 1997 and began operations on April 14, 1998. The Company is one of the world's leading entertainment services with approximately 231 million over 260 million paid memberships in over 190 countries enjoying TV series, films and games across a wide variety of genres and languages. Members can play, pause and resume to watch, watching as much as they want, anytime, anywhere, and can change their plans at any time.

**Basis of Presentation**

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Intercompany balances and transactions have been eliminated.

**Use of Estimates**

The preparation of consolidated financial statements in conformity with generally accepted accounting principles ("GAAP") in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Significant items subject to such estimates and assumptions include the content asset amortization policy and the recognition and measurement of income tax assets and liabilities. The Company bases its estimates on historical experience and on various other assumptions that the Company believes to be reasonable under the circumstances. On an ongoing basis, the Company evaluates these assumptions, judgments and estimates. Actual results may differ from these estimates. estimates

**Recently adopted issued accounting pronouncements not yet adopted**

In October 2021, November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2021-08, 2023-07, *Business Combinations Segment Reporting (Topic 805) 280: Accounting for Contract Assets and Contract Liabilities from Contracts with Customers Improvements to Reportable Segment Disclosures*, which requires public entities to disclose information about their reportable segments' significant expenses and other segment items on an acquirer interim and annual basis. Public entities with a single reportable segment are required to apply the disclosure requirements in a business combination to recognize ASU 2023-07, as well as all existing segment disclosures and measure contract assets reconciliation requirements in ASC 280 on an interim and contract liabilities in accordance annual basis. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and for interim periods within fiscal years beginning after December 15, 2024, with Accounting Standards Codification Topic 606, *Revenue from Contracts with Customers*, early adoption permitted. The Company adopted is currently evaluating the impact of adopting ASU 2021-08 in the first quarter of 2022 and the adoption had no material impact to the Company's consolidated financial statements. 2023-07.

In November 2021, December 2023, the FASB issued ASU 2021-10, *Government Assistance 2023-09, Income Taxes (Topic 832) 740: Improvements to Income Tax Disclosures by Business Entities about Government Assistance*, requiring which requires public entities, on an annual disclosures about transactions with a government that are accounted for by analogizing basis, to a grant or contribution accounting model. The new guidance requires the provide disclosure of specific categories in the nature rate reconciliation, as well as disclosure of the transactions, the accounting income taxes paid disaggregated by jurisdiction. ASU 2023-09 is effective for the transactions, and the effect of the transactions on the financial statements, fiscal years beginning after December 15, 2024, with early adoption permitted. The Company adopted is currently evaluating the impact of adopting ASU 2021-10 during the year ended December 31, 2022, which most significantly impacts disclosures of tax incentives related to the production of content. 2023-09.

**Cash Equivalents and Short-term Investments**

The Company considers investments in instruments purchased with an original maturity of 90 days or less to be cash equivalents. The Company also classifies amounts in transit from payment processors for customer credit card and debit card transactions that it expects to settle within several days as cash equivalents.

The Company classifies short-term investments, which consist of marketable securities with original maturities in excess of 90 days as available-for-sale. Short-term investments are reported at fair value, with allowances for credit losses included in "Interest and other income (expense)" in the Consolidated Statements of Operations and unrealized gains and losses included in "Accumulated other comprehensive income (loss)" within Stockholders' equity in the Consolidated Balance Sheets. The Company uses the specific identification method to determine cost in calculating realized gains and losses upon the sale of short-term investments.

Short-term investments are reviewed periodically for allowances for credit losses and impairment. When evaluating the investments, the Company reviews factors such as the extent to which the fair value of the security is less than the amortized cost basis, adverse conditions specifically related to the security, the financial condition of the issuer, the Company's intent to sell, and whether it would be more likely than not that the Company would be required to sell the investments before the recovery of their amortized cost basis.

**Content**

The Company acquires, licenses and produces content, including original programming, in order to offer members unlimited viewing of video entertainment. The content licenses are for a fixed fee and specific windows of availability. Payment terms for certain content licenses and the production of content require more upfront cash payments relative

to the amortization expense. Payments for content, including additions to content assets and the changes in related liabilities, are classified within "Net cash provided by/(used in) operating activities" on the Consolidated Statements of Cash Flows.

The Company recognizes content assets (licensed and produced) as "Content assets, net" on the Consolidated Balance Sheets. For licensed content, the Company capitalizes the fee per title and records a corresponding liability at the gross amount of the liability when the license period begins, the cost of the title is known and the title is accepted and available for streaming. For produced content, the Company capitalizes costs associated with the production, including development costs, direct costs and production overhead. Participations and residuals are expensed in line with the amortization of production costs.

Based on factors including historical and estimated viewing patterns, the Company amortizes the content assets (licensed and produced) in "Cost of revenues" on the Consolidated Statements of Operations over the shorter of each title's contractual window of availability or estimated period of use or ten years, beginning with the month of first availability. The amortization is on an accelerated basis, as the Company typically expects more upfront viewing, and film amortization is more accelerated than TV series amortization. On average, over 90% of a licensed or produced content asset is expected to be amortized within four years after its month of first availability. The Company reviews factors impacting the amortization of the content assets on a regular basis. The Company's estimates related to these factors require considerable management judgment.

In the normal course of business, the Company, or a third-party producing content on the Company's behalf, may qualify for tax incentives through eligible spend on productions. The accounting for tax incentives is dependent on the particular type of incentive, including the nature of the benefit and the location the incentive is earned. In general, tax incentives are realized as cash receipts and may be received prior to or after a title launches on the Company's service. Upon a title's launch, any amounts the Company is eligible for through qualified production spend but has not received, are recognized in "Other current assets" or "Other non-current assets" on the Company's Consolidated Balance Sheets as receivables. Tax incentives are generally accounted for as a reduction to the cost basis of the Company's content assets (presented in "Content assets, net") and **reduces** content amortization over the life of the title (as presented in "Cost of revenues") on the Consolidated **Statement** **Statements** of Operations.

The Company's business model is subscription based as opposed to a model generating revenues at a specific title level. Content assets (licensed and produced) are predominantly monetized as a group and therefore are reviewed in aggregate at a group level when an event or change in circumstances indicates a change in the expected usefulness of the content or that the fair value may be less than unamortized cost. To date, the Company has not identified any such event or changes in circumstances. If such changes are identified in the future, these aggregated content assets will be stated at the lower of unamortized cost or fair value. In addition, unamortized costs for assets that have been, or are expected to be, abandoned are written off.

#### Acquisitions

The Company uses its best estimates and assumptions to assign fair value to the tangible and intangible assets acquired and liabilities assumed at the acquisition date. In addition, uncertain tax positions, tax-related valuation allowances and pre-acquisition contingencies are initially recorded in connection with a business combination as of the acquisition date.

#### Property and Equipment

Property and equipment are carried at cost less accumulated depreciation. Depreciation is calculated using the straight-line method over the shorter of the estimated useful lives of the respective assets, generally up to 30 years, or the expected lease term for leasehold improvements, if applicable.

#### Trade Receivables

Trade receivables consist primarily of amounts related to members and payment partners that collect membership fees on the Company's behalf. The Company evaluates the need for an allowance for credit losses based on historical collection trends, the financial condition of its payment partners, and external market factors. The Company's allowance for credit losses was not material as of **December 31, 2022** **December 31, 2023** and **December 31, 2021** **December 31, 2022**.

#### Revenue Recognition

The Company's primary source of revenues is from monthly membership fees. Members are billed in advance of the start of their monthly membership and revenues are recognized ratably over each monthly membership period. Revenues are presented net of the taxes that are collected from members and remitted to governmental authorities. The Company is the principal in all its relationships where partners, including consumer electronics ("CE") manufacturers, multichannel video programming distributors ("MVPDs"), mobile operators and internet service providers ("ISPs"), provide access to the service as the Company retains control over service delivery to its members. In circumstances in which the price that the member pays is established by a partner and there is no standalone price for the Netflix service (for instance, in a bundle), the net amount collected from the partner is recognized as revenue.

The Company also earns revenue from advertisements presented on its streaming service, consumer products and various other sources. Revenues earned from sources other than monthly membership fees were not material for the years ended December 31, 2023, 2022, and 2021. See Note 2 *Revenue Recognition* to the consolidated financial statements for further information regarding revenues.

#### Marketing

Marketing expenses consist primarily of advertising expenses and certain payments made to the Company's partners, including consumer electronics ("CE") CE manufacturers, multichannel video programming distributors ("MVPDs"), MVPDs, mobile operators and internet service providers ("ISPs"). Marketing expenses also include payroll, stock-based compensation, facilities, and other related expenses for personnel that support the Company's sales and marketing activities. Advertising expenses include promotional activities such as digital and television advertising. Advertising costs are expensed as incurred. Advertising expenses were **\$1,586 million** **\$1,732 million**, **\$1,669 million** **\$1,586 million** and **\$1,447 million** **\$1,669 million** for the years ended **December 31, 2022** **December 31, 2023**, **2022** and **2021**, and **2020**, respectively. Marketing expenses also include payroll and related expenses for personnel that support the Company's marketing activities.

#### Income Taxes

The Company records a provision for income taxes for the anticipated tax consequences of the reported results of operations using the asset and liability method. Deferred income taxes are recognized by applying enacted statutory tax rates applicable to future years to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases as well as net operating loss and tax credit carryforwards. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The measurement of deferred tax assets is reduced, if necessary, by a valuation allowance for any tax benefits for which future realization is uncertain. We account for the tax effects of global intangible low tax income as a current period expense.

The Company did not recognize certain tax benefits from uncertain tax positions within the provision for income taxes. The Company may recognize a tax benefit only if it is more likely than not the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon settlement. The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. See Note 10 *Income Taxes* to the consolidated financial statements for further information regarding income taxes.

#### Foreign Currency

The functional currency for the Company's subsidiaries is determined based on the primary economic environment in which the subsidiary operates. The Company translates the assets and liabilities of its non-U.S. dollar functional currency subsidiaries into U.S. dollars using exchange rates in effect at the end of each period. Revenues and expenses for these subsidiaries are translated using rates that approximate those in effect during the period. Gains and losses from these translations are recognized in cumulative translation adjustment included in "Accumulated other comprehensive income (loss)" in Stockholders' equity on the Consolidated Balance Sheets.

The Company remeasures monetary assets and liabilities that are not denominated in the functional currency at exchange rates in effect at the end of each period. Gains and losses from these remeasurements are recognized in *Interest* "Interest and other income (expense)" in the Consolidated Statements of Operations. Foreign currency transactions resulted in a loss of \$293 million, a gain of \$282 million, and a gain of \$403 million for the years ended December 31, 2022 December 31, 2023, 2022, and 2021, respectively, and a loss of \$660 million for the year ended December 31, 2020, respectively. These gains and losses were primarily due to the non-cash remeasurement of our Senior Notes denominated in euros and the remeasurement of cash and content liability positions denominated in currencies other than functional currencies.

#### Derivative Financial Instruments

The Company uses derivative instruments to manage foreign exchange risk related to its ongoing business operations with the primary objective of reducing operating income and cash flow volatility associated with fluctuations in foreign exchange rates.

The Company enters into forward contracts to manage the foreign exchange risk on forecasted revenue transactions denominated in currencies other than the U.S. dollar, as well as the foreign exchange risk on forecasted transactions and firm commitments related to the licensing and production of foreign currency-denominated content assets. These forward contracts are designated as cash flow hedges of foreign currency firm commitments and forecasted transactions and generally have maturities of 24 months or less. The hedging contracts may reduce, but do not entirely eliminate, the effect of foreign currency exchange movements, and the Company may choose not to hedge certain exposures.

The Company recognizes derivative instruments at fair value as either assets (presented in "Other current assets" and "Other non-current assets") or liabilities (presented in "Accrued expenses and other liabilities" and "Other non-current liabilities") on the Company's Consolidated Balance Sheets. The Company classifies derivative instruments in the Level 2 category within the fair value hierarchy.

The gain or loss on derivative instruments designated as cash flow hedges of forecasted foreign currency revenue is initially reported as a component of accumulated other comprehensive income ("AOCI") and reclassified into "Revenues" on the Consolidated Statements of Operations in the same period the forecasted transaction affects earnings. The gain or loss on derivative instruments designated as cash flow hedges of firmly committed or forecasted transactions related to the licensing and production of content assets is initially reported as a component of AOCI and reclassified into "Cost of Revenues" on the Consolidated Statements of Operations in the same period the hedged transaction affects earnings, which occurs as the underlying hedged content assets are amortized. Cash flows from hedging activities are classified in the same category as the cash flows for the underlying item being hedged within "Net cash provided by operating activities" on the Consolidated Statements of Cash Flows.

In the event that the likelihood of occurrence of the underlying forecasted transactions is determined to be probable not to occur, the gains or losses on the related cash flow hedges are reclassified from AOCI to "Interest and other income (expense)" in the Consolidated Statements of Operations in the period of redesignation.

See Note 7 *Derivative Financial Instruments* to the consolidated financial statements for further information regarding the Company's derivative financial instruments.

#### Stock-Based Compensation

The Company grants non-qualified stock options to its employees on a monthly basis. Stock-based compensation expense is based on the fair value of the options at the grant date and is recognized, net of forfeitures, over the requisite service period. See Note 9 *Stockholders' Equity* to the consolidated financial statements for further information regarding stock-based compensation.

## 2. Revenue Recognition

The Company's primary source of revenues is from monthly membership fees. Members are billed in advance of the start of their monthly membership and revenues are recognized ratably over each monthly membership period. Revenues are presented net of the taxes that are collected from members and remitted to governmental authorities. The Company is the principal in all its relationships where partners, including CE manufacturers, MVPDs, mobile operators and ISPs, provide access to the service as the Company retains control over service delivery to its members. Typically, payments made to the partners, such as for marketing, are expensed. However, if there is no distinct service provided in exchange for the payments made to the partners or if the price that the member pays is established by the partners and there is no standalone price for the Netflix service (for instance, in a bundle), these payments are recognized as a reduction of revenues.

The following tables summarize *streaming* revenues, paid net membership additions (*losses*), and ending paid memberships by region for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively:

#### United States and Canada (UCAN)

As of Year Ended December 31,	As of Year Ended December 31,
-------------------------------	-------------------------------

		2022			2021			2020			2023			2022			2021		
		(in thousands)			(in thousands)			(in thousands)			(in thousands)			(in thousands)			(in thousands)		
Revenues	Revenues	\$ 14,084,643	\$ 12,972,100	\$ 11,455,396	Revenues	\$ 14,873,783	\$ 14,084,643	\$ 12,972,100											
Paid net membership additions (losses)	Paid net membership additions (losses)	(919)	1,279	6,274	Paid net membership additions (losses)	5,832	(919)	1,279											
Paid memberships at end of period (1)	Paid memberships at end of period (1)	74,296	75,215	73,936	Paid memberships at end of period (1)	80,128	74,296	75,215											

#### Europe, Middle East, and Africa (EMEA)

		As of/ Year Ended December 31,						As of/Year Ended December 31,						2023			2022		
		2022			2021			2020			2023			2022			2021		
		(in thousands)						(in thousands)						(in thousands)					
Revenues	Revenues	\$ 9,745,015	\$ 9,699,819	\$ 7,772,252	Revenues	\$ 10,556,487	\$ 9,745,015	\$ 9,699,819											
Paid net membership additions	Paid net membership additions	2,693	7,338	14,920	Paid net membership additions	12,084	2,693	7,338											
Paid memberships at end of period (1)	Paid memberships at end of period (1)	76,729	74,036	66,698	Paid memberships at end of period (1)	88,813	76,729	74,036											

#### Latin America (LATAM)

		As of/ Year Ended December 31,						As of/Year Ended December 31,						2023			2022		
		2022			2021			2020			2023			2022			2021		
		(in thousands)						(in thousands)						(in thousands)					
Revenues	Revenues	\$ 4,069,973	\$ 3,576,976	\$ 3,156,727	Revenues	\$ 4,446,461	\$ 4,069,973	\$ 3,576,976											
Paid net membership additions	Paid net membership additions	1,738	2,424	6,120	Paid net membership additions	4,298	1,738	2,424											
Paid memberships at end of period (1)	Paid memberships at end of period (1)	41,699	39,961	37,537	Paid memberships at end of period (1)	45,997	41,699	39,961											

#### Asia-Pacific (APAC)

		As of/ Year Ended December 31,						As of/Year Ended December 31,						2023			2022		
		2022			2021			2020			2023			2022			2021		
		(in thousands)						(in thousands)						(in thousands)					
Revenues	Revenues	\$ 3,570,221	\$ 3,266,601	\$ 2,372,300	Revenues	\$ 3,763,727	\$ 3,570,221	\$ 3,266,601											
Paid net membership additions	Paid net membership additions	5,391	7,140	9,259	Paid net membership additions	7,315	5,391	7,140											
Paid memberships at end of period (1)	Paid memberships at end of period (1)	38,023	32,632	25,492	Paid memberships at end of period (1)	45,338	38,023	32,632											

(1) A paid membership (also referred to as a paid subscription) is defined as a membership that has the right to receive Netflix service following sign-up and a method of payment being provided, and that is not part of a free trial or certain other promotions that may be offered by the Company to new or rejoining members. Certain members have the option to add extra member sub accounts. These extra member sub accounts are not included in paid memberships. A membership is canceled and ceases to be reflected in the above metrics as of the effective cancellation date. Voluntary cancellations generally become effective at the end of the prepaid membership period. Involuntary cancellations, as a result of a failed method of payment, become effective immediately. Memberships are assigned to territories based on the geographic location used at time of sign-up as determined by the Company's internal systems, which utilize industry standard geo-location technology.

Total U.S. revenues, inclusive of DVD revenues not reported in the tables above, were \$13.0 billion, \$12.1 billion and \$10.8 billion for the years ended December 31, 2022, 2021 and 2020, respectively. DVD revenues were \$0.1 billion, \$0.2 billion, and \$0.2 billion for the years ended December 31, 2022, 2021 and 2020, respectively.

Deferred revenue consists of membership fees billed that have not been recognized, as well as gift and other prepaid memberships that have not been fully redeemed. As of December 31, 2022 December 31, 2023, total deferred revenue was \$1,265 \$1,443 million, the vast majority of which was related to membership fees billed that are expected to be recognized as revenue within the next month. The remaining deferred revenue balance, which is related to gift cards and other prepaid memberships, will be recognized as revenue over the period of service after redemption, which is expected to occur over the next 12 months. The \$56 million \$178 million increase in deferred revenue as compared to the balance of \$1,209 \$1,265 million for the year ended December 31, 2021 December 31, 2022, is a result of the increase in membership fees billed due to increased memberships and acquisition-related deferred revenue. memberships.

### 3. Earnings per Share

Basic earnings per share is computed using the weighted-average number of outstanding shares of common stock during the period. Diluted earnings per share is computed using the weighted-average number of outstanding shares of common stock and, when dilutive, potential common shares outstanding during the period. Potential common shares consist of incremental shares issuable upon the assumed exercise of stock options. The computation of earnings per share is as follows:

	Year ended December 31,						Year Ended December 31,						2023			2022		
	2022			2021			2020			2023			2022			2021		
	(in thousands, except per share data)																	
Basic earnings per share:	Basic earnings per share:						Basic earnings per share:											
Net income	Net income	\$ 4,491,924		\$ 5,116,228		\$ 2,761,395	Net income	\$ 5,407,990		\$ 4,491,924		\$ 5,116,228						
Shares used in computation:	Shares used in computation:						Shares used in computation:											
Weighted-average common shares outstanding		444,698		443,155		440,922	Weighted-average common shares outstanding											
Weighted-average shares of common stock outstanding							Weighted-average shares of common stock outstanding											
Basic earnings per share	Basic earnings per share	\$ 10.10		\$ 11.55		\$ 6.26	Basic earnings per share	\$ 12.25		\$ 10.10		\$ 11.55						
Diluted earnings per share:	Diluted earnings per share:						Diluted earnings per share:											
Net income	Net income	\$ 4,491,924		\$ 5,116,228		\$ 2,761,395	Net income	\$ 5,407,990		\$ 4,491,924		\$ 5,116,228						
Shares used in computation:	Shares used in computation:						Shares used in computation:											
Weighted-average common shares outstanding		444,698		443,155		440,922	Weighted-average common shares outstanding											
Weighted-average shares of common stock outstanding							Weighted-average shares of common stock outstanding											
Employee stock options	Employee stock options	6,592		12,217		13,286	Employee stock options	7,927		6,592		12,217						

Weighted-average number of shares	Weighted-average number of shares	Weighted-average number of shares
	451,290	455,372
Diluted earnings per share	Diluted earnings per share	Diluted earnings per share
\$ 9.95	\$ 11.24	\$ 6.08

  

Weighted-average number of shares	Weighted-average number of shares	Weighted-average number of shares
	449,498	451,290
Diluted earnings per share	Diluted earnings per share	Diluted earnings per share
\$ 12.03	\$ 9.95	\$ 11.24

Employee stock options with exercise prices greater than the average market price of the common stock were excluded from the diluted calculation as their inclusion would have been anti-dilutive. The following table summarizes the potential common shares excluded from the diluted calculation:

Employee stock options	Year ended December 31,		
	2022	2021	2020
	(in thousands)		
Employee stock options	6,790	348	484

Employee stock options	Year Ended December 31,		
	2023	2022	2021
	(in thousands)		
Employee stock options	4,109	6,790	348

#### 4. Cash, Cash Equivalents, Restricted Cash, and Short-term Investments

The Company's investment policy is consistent. Company classifies short-term investments, which consist of marketable securities with the definition original maturities in excess of available-for-sale securities, 90 days as available-for-sale. The Company does not buy and hold securities principally for the purpose of selling them in the near future. The Company's policy is focused on the preservation of capital, liquidity and return. From time to time, the Company may sell certain securities but the objectives are generally not to generate profits on short-term differences in price.

The following tables summarize the Company's cash, cash equivalents, restricted cash and short-term investments as of December 31, 2022 December 31, 2023 and 2021: 2022:

		As of December 31, 2022					As of December 31, 2023					
		Other			Non-current		Other			Non-current		
		Cash and cash equivalents	Short-term investments	Current Assets	Non-current Assets	Total	Cash and cash equivalents	Short-term investments	Current Assets	Non-current Assets	Total	
(in thousands)												
Cash	Cash	\$ 4,071,584	\$ —	\$ 3,410	\$ 19,874	\$ 4,094,868	Cash	\$ 5,986,629	\$ —	\$ 1,466	\$ 81	\$ 5,988,176
Level 1 securities:	Level 1 securities:						Level 1 securities:					
Money market funds	Money market funds	569,826	—	—	122	569,948	Money market funds	925,652	—	—	55	925,707
Level 2 securities:	Level 2 securities:						Level 2 securities:					
Time Deposits (1)	Time Deposits (1)	505,766	911,276	—	—	1,417,042	Time Deposits (1)	204,632	20,973	—	—	225,605
		<u>\$ 5,147,176</u>	<u>\$ 911,276</u>	<u>\$ 3,410</u>	<u>\$ 19,996</u>	<u>\$ 6,081,858</u>		<u>\$ 7,116,913</u>	<u>\$ 20,973</u>	<u>\$ 1,466</u>	<u>\$ 136</u>	<u>\$ 7,139,488</u>

(1) The majority of the Company's time deposits are international deposits, which mature within one year.

(1)	As of December 31, 2022				
	Cash and cash equivalents		Short-term investments	Other Current Assets	
	Cash and cash equivalents	Short-term investments	Other Current Assets	Non-current Assets	Total
(in thousands)					

Cash	\$ 4,071,584	\$ —	\$ 3,410	\$ 19,874	\$ 4,094,868
Level 1 securities:					
Money market funds	569,826	—	—	122	569,948
Level 2 securities:					
Time Deposits (2)	505,766	911,276	—	—	1,417,042
	<u>\$ 5,147,176</u>	<u>\$ 911,276</u>	<u>\$ 3,410</u>	<u>\$ 19,996</u>	<u>\$ 6,081,858</u>

(2) The majority of the Company's time deposits are domestic deposits, which mature within one year.

	As of December 31, 2021				
	Cash and cash equivalents	Other Current Assets	Non-current Assets	Total	
	(in thousands)				
Cash	\$ 4,103,613	\$ 3,189	\$ 23,972	\$ 4,130,774	
Level 1 securities:					
Money market funds	1,924,191	—	146	1,924,337	
	<u>\$ 6,027,804</u>	<u>\$ 3,189</u>	<u>\$ 24,118</u>	<u>\$ 6,055,111</u>	

Other current assets include restricted cash for deposits related to self insurance self-insurance and letter of credit agreements. Non-current assets include restricted cash related to letter of credit agreements. The fair value of cash equivalents and short-term investments included in the Level 2 category is based on observable inputs, such as quoted prices for similar assets at the measurement date; quoted prices in markets that are not active; or other inputs that are observable, either directly or indirectly.

See Note 6 *Debt* to the consolidated financial statements for further information regarding the fair value of the Company's senior notes.

There were no material gross realized gains or losses for the years ended December 31, 2023 and 2022.

## 5. Balance Sheet Components

### Content Assets, Net

Content assets consisted of the following:

	As of December 31,			
	2022		2021	
	(in thousands)			
Licensed content, net	Licensed content, net	\$ 12,732,549	\$ 13,799,221	
Produced content, net	Produced content, net			
Released, less amortization	Released, less amortization	9,110,518	6,877,743	
In production	In production	10,255,940	9,235,975	
In development and pre-production	In development and pre-production	637,706	1,006,600	
		20,004,164	17,120,318	
Content assets, net	Content assets, net	\$ 32,736,713	\$ 30,919,539	
	Content assets, net	\$ 31,658,056	\$ 32,736,713	

As of December 31, 2022 December 31, 2023, approximately \$5,428 million \$5,777 million, \$2,853 million \$2,860 million, and \$1,984 million \$1,842 million of the \$12,733 million \$12,723 million unamortized cost of the licensed content is expected to be amortized in each of the next three years. As of December 31, 2022 December 31, 2023, approximately \$3,565 million \$3,766 million, \$2,310 million \$2,622 million, and \$1,601 million \$1,793 million of the \$9,111 million \$9,843 million unamortized cost of the produced content that has been released is expected to be amortized in each of the next three years.

As of December 31, 2022 December 31, 2023, the amount of accrued participations and residuals was not material.

The following table represents the amortization of content assets:

Year ended December 31,	Year Ended December 31,
-------------------------	-------------------------

		2022			2021			2020			2023			2022			2021		
		(in thousands)									(in thousands)								
		Licensed content	Produced content (1)	Total	Licensed content	Produced content (1)	Total	Licensed content	Produced content (1)	Total	Licensed content	Produced content (1)	Total	Licensed content	Produced content (1)	Total	Licensed content	Produced content (1)	Total
Licensed content	Licensed content	\$ 7,681,978	\$ 8,055,811	\$ 14,026,132	\$ 7,544,631	\$ 6,344,154	\$ 12,230,367	\$ 10,806,912	\$ 7,145,446	\$ 7,681,978	\$ 14,197,437	\$ 8,055,811	\$ 6,344,154	\$ 14,026,132	\$ 12,230,367	\$ 7,681,978	\$ 8,055,811	\$ 14,026,132	
Produced content (1)	Produced content (1)																		
Total	Total																		

(1) Tax incentives earned on qualified production spend generally reduce the cost-basis of content assets and result in lower content amortization over the life of the title. For the years ended December 31, 2022, December 31, 2023 and 2022, tax incentives resulted in lower content amortization on produced content of approximately \$835 million and \$719 million.

million, respectively.

#### Property and Equipment, Net

Property and equipment and accumulated depreciation consisted of the following:

		As of December 31,				Estimated Useful Lives (in Years)	As of December 31,				Estimated Useful Lives (in Years)		
		2022		2021			2023		2022				
		(in thousands)					(in thousands)						
Land	Land	\$ 85,005	\$ 82,381			Land	\$ 88,429	\$ 85,005					
Buildings	Buildings	52,106	48,123	30 years		Buildings	150,736	52,106	30 years				
Leasehold improvements	Leasehold improvements	1,040,570	863,342	Over life of lease		Leasehold improvements	1,032,492	1,040,570	Over life of lease				
Furniture and fixtures	Furniture and fixtures	153,682	139,809	3 years		Furniture and fixtures	144,737	153,682	3 years				
Information technology	Information technology	442,681	380,452	3 years		Information technology	414,092	442,681	3 years				
Corporate aircraft	Corporate aircraft	115,578	110,978	8-10 years		Corporate aircraft	99,175	115,578	8-10 years				
Machinery and equipment	Machinery and equipment	26,821	32,426	3-5 years		Machinery and equipment	10,334	26,821	3-5 years				
Capital work-in-progress	Capital work-in-progress	235,555	282,248			Capital work-in-progress	406,492	235,555					
Property and equipment, gross	Property and equipment, gross	2,151,998	1,939,759			Property and equipment, gross	2,346,487	2,151,998					
Less: Accumulated depreciation	Less: Accumulated depreciation	(753,741)	(616,306)			Less: Accumulated depreciation	(855,043)	(753,741)					
Property and equipment, net	Property and equipment, net	\$ 1,398,257	\$ 1,323,453			Property and equipment, net	\$ 1,491,444	\$ 1,398,257					

#### Leases

The Company has entered into operating leases primarily for real estate. These leases generally have terms which range from 1 year to 15 years, and often include one or more options to renew. These renewal terms can extend the lease term from 1 year to 20 years, and are included in the lease term when it is reasonably certain that the Company will exercise the option. These operating leases are included in "Other non-current assets" on the Company's Consolidated Balance Sheets, and represent the Company's right to use the underlying asset for the lease term. The Company's obligations to make lease payments are included in "Accrued expenses and other liabilities" and "Other non-current liabilities" on the Company's Consolidated Balance Sheets. Operating lease right-of-use assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. The Company has entered into various short-term operating leases with an initial term of twelve months or less. These leases are not recorded on the Company's Consolidated Balance Sheets. All operating lease expense is recognized on a straight-line basis over the lease term. Because the rate implicit in each

lease is not readily determinable, the Company uses its incremental borrowing rate to determine the present value of the lease payments. The Company has certain contracts for real estate which may contain lease and non-lease components which it has elected to treat as a single lease component.

The components of lease costs for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021 were as follows:

	Year ended December 31,						Year ended December 31,								
	2022			2021			2020			2023			2022		
	(in thousands)						(in thousands)								
Operating lease cost	Operating lease cost	\$ 413,664		\$ 389,805		\$ 323,905	Operating lease cost	\$ 430,856		\$ 413,664		\$ 389,805			
Short-term lease cost	Short-term lease cost	194,764		152,765		116,606	Short-term lease cost	207,822		194,764		152,765			
Total lease cost	Total lease cost	\$ 608,428		\$ 542,570		\$ 440,511	Total lease cost	\$ 638,678		\$ 608,428		\$ 542,570			

Information related to the Company's operating right-of-use assets and related operating lease liabilities were as follows:

	Year ended December 31,						Year ended December 31,								
	2022			2021			2020			2023			2022		
	(in thousands)						(in thousands)								
Cash paid for operating lease liabilities	Cash paid for operating lease liabilities	\$ 413,034		\$ 349,586		\$ 259,559	Cash paid for operating lease liabilities	\$ 451,525		\$ 413,034		\$ 349,586			
Right-of-use assets obtained in exchange for new operating lease obligations	Right-of-use assets obtained in exchange for new operating lease obligations	252,393		764,142		729,942	Right-of-use assets obtained in exchange for new operating lease obligations	196,639		252,393		764,142			

	As of December 31,						As of December 31,					
	2022			2021			2023			2022		
	(in thousands, except lease term and discount rate)						(in thousands, except lease term and discount rate)					
Operating lease right-of-use assets, net	Operating lease right-of-use assets, net	\$ 2,227,122		\$ 2,446,573			Operating lease right-of-use assets, net	\$ 2,076,899		\$ 2,227,122		
Current operating lease liabilities	Current operating lease liabilities	\$ 355,985		\$ 315,189			Current operating lease liabilities	\$ 383,312		\$ 355,985		
Non-current operating lease liabilities	Non-current operating lease liabilities	2,222,503		2,408,486			Non-current operating lease liabilities	2,046,801		2,222,503		
Total operating lease liabilities	Total operating lease liabilities	\$ 2,578,488		\$ 2,723,675			Total operating lease liabilities	\$ 2,430,113		\$ 2,578,488		
Weighted-average remaining lease term	Weighted-average remaining lease term	8.3 years		9.2 years		term	Weighted-average remaining lease term	7.5 years		8.3 years		
Weighted-average discount rate	Weighted-average discount rate	3.2 %		3.1 %		discount rate	Weighted-average discount rate	3.3 %		3.2 %		

Maturities of operating lease liabilities as of December 31, 2022 December 31, 2023 were as follows (in thousands):

Due in 12 month period ended December 31,			
2023	\$ 433,167		
2024	2024	406,293	2024
2025	2025	377,371	2025
2026	2026	368,496	2026
2027	2027	310,903	2027
2028		2028	282,465
Thereafter	Thereafter	1,036,327	Thereafter
		2,932,557	2,736,383
Less imputed interest	Less imputed interest	(354,069)	Less imputed interest (306,270)
Total operating lease liabilities	Total operating lease liabilities	2,578,488	Total operating lease liabilities \$2,430,113

The Company has additional operating leases for real estate of \$419 million \$343 million which have not commenced as of December 31, 2022 December 31, 2023, and as such, have not been recognized on the Company's Consolidated Balance Sheets. These operating leases are expected to commence in 2023 and 2024 with lease terms between 2 and 10 11 years.

#### Other Current Assets

Other current assets consisted of the following:

		As of		As of	
		December 31, 2022		December 31, 2021	
		(in thousands)			
Trade receivables	Trade receivables	\$ 988,898	\$ 804,320	Trade receivables	\$ 1,287,054
Prepaid expenses	Prepaid expenses	392,735	323,818	Prepaid expenses	408,936
Other (1)	Other (1)	1,826,388	913,883	Other (1)	1,084,257
Total other current assets	Total other current assets	\$ 3,208,021	\$ 2,042,021	Total other current assets	\$ 2,780,247

(1) \$555 million and \$598 million of receivables related to tax incentives earned on production spend are included in Other as of December 31, 2022 December 31, 2023 and 2022, respectively.

The increase decrease in Other was primarily driven by receipt of amounts due to under a modification of a modified content licensing arrangement.

#### 6. Debt

As of December 31, 2022 December 31, 2023, the Company had aggregate outstanding notes of \$14,353 million \$14,543 million, net of \$79 million \$65 million of issuance costs, with varying maturities (the "Notes"). Of the outstanding balance, \$400 million, net of issuance costs, is classified as short-term debt on the Consolidated Balance Sheets. As of December 31, 2021 December 31, 2022, the Company had aggregate outstanding long-term notes of \$15,393 million \$14,353 million, net of \$92 \$79 million of issuance costs. Each of the Notes were issued at par and are senior unsecured obligations of the Company. Interest is payable semi-annually at fixed rates. A portion of the outstanding Notes is denominated in foreign currency (comprised of €5,170 million) and is remeasured into U.S. dollars at each balance sheet date (with remeasurement gain loss totaling \$353 million \$176 million for the year ended December 31, 2022 December 31, 2023).

The following table provides a summary of the Company's outstanding debt and the fair values based on quoted market prices in less active markets as of December 31, 2022 December 31, 2023 and December 31, 2021 December 31, 2022:

Principal Amount at Par	Level 2 Fair Value as of	Principal Amount at Par	Level 2 Fair Value as of
-------------------------	--------------------------	-------------------------	--------------------------

	December 31, 2022		December 31, 2021		December 31, 2022		December 31, 2021		December 31, 2023		December 31, 2022		December 31, 2023		December 31, 2022		
			Issuance Date	Maturity			Issuance Date	Maturity			Issuance Date	Maturity			Issuance Date	Maturity	
		(in millions)				(in millions)				(in millions)				(in millions)			
5.500% Senior Notes	\$ —	\$ 700	February 2015	February 2022	\$ —	\$ 704											
5.750% Senior Notes	5.750% Senior Notes	400	400	February 2014	March 2024	404	437	5.750% Senior Notes	\$ 400	\$ 400	February 2014	March 2024	\$ 400	\$ 404			
5.875% Senior Notes	5.875% Senior Notes	800	800	February 2015	February 2025	811	899	5.875% Senior Notes	800	800	February 2015	February 2025	807	811			
3.000% Senior Notes	3.000% Senior Notes			April 2020	June 2025	495	581	3.000% Senior Notes	(1)	519	503	June 2025	516	495			
3.625% Senior Notes	3.625% Senior Notes	500	500	April 2020	June 2025	479	529	3.625% Senior Notes	500	500	April 2020	June 2025	491	479			
4.375% Senior Notes	4.375% Senior Notes	1,000	1,000	October 2016	November 2026	980	1,111	4.375% Senior Notes	1,000	1,000	October 2016	November 2026	996	980			
3.625% Senior Notes	3.625% Senior Notes			May 2017	May 2027	1,338	1,702	3.625% Senior Notes	(1)	1,434	1,391	May 2027	1,454	1,338			
4.875% Senior Notes	4.875% Senior Notes	1,600	1,600	October 2017	April 2028	1,557	1,829	4.875% Senior Notes	1,600	1,600	April 2028	1,621	1,557				
5.875% Senior Notes	5.875% Senior Notes	1,900	1,900	April 2018	November 2028	1,930	2,293	5.875% Senior Notes	1,900	1,900	April 2018	November 2028	2,009	1,930			
4.625% Senior Notes	4.625% Senior Notes			October 2018	May 2029	1,151	1,565	4.625% Senior Notes	(1)	1,215	1,177	May 2029	1,300	1,151			
6.375% Senior Notes	6.375% Senior Notes	800	800	October 2018	May 2029	830	999	6.375% Senior Notes	800	800	May 2029	872	830				
3.875% Senior Notes	3.875% Senior Notes			April 2019	November 2029	1,201	1,651	3.875% Senior Notes	(1)	1,325	1,284	2019	1,372	1,201			
5.375% Senior Notes	5.375% Senior Notes	900	900	April 2019	November 2029	885	1,068	5.375% Senior Notes	900	900	2019	931	885				
3.625% Senior Notes	3.625% Senior Notes			October 2019	June 2030	1,078	1,493	3.625% Senior Notes	(1)	1,215	1,177	June 2030	1,237	1,078			
4.875% Senior Notes	4.875% Senior Notes	1,000	1,000	October 2019	June 2030	944	1,169	4.875% Senior Notes	1,000	1,000	June 2030	1,012	944				
		\$ 14,432	\$ 15,485			\$ 14,083	\$ 18,030			\$ 14,608	\$ 14,432			\$ 15,018	\$ 14,083		

(1) The following Senior Notes have a principal amount denominated in euro: 3.000% Senior Notes for €470 million, 3.625% Senior Notes for €1,300 million, 4.625% Senior Notes for €1,100 million, 3.875% Senior Notes for €1,200 million, and 3.625% Senior Notes for €1,100 million.

Each of the Notes are repayable in whole or in part upon the occurrence of a change of control, at the option of the holders, at a purchase price in cash equal to 101% of the principal plus accrued interest. The Company may redeem the Notes prior to maturity in whole or in part at an amount equal to the principal amount thereof plus accrued and unpaid interest and an applicable premium. The Notes include, among other terms and conditions, limitations on the Company's ability to create, incur or allow certain liens; enter into sale and lease-back transactions; create, assume, incur or guarantee additional indebtedness of certain of the Company's subsidiaries; and consolidate or merge with, or convey,

transfer or lease all or substantially all of the Company's and its subsidiaries assets, to another person. As of **December 31, 2022** December 31, 2023 and **December 31, 2021** December 31, 2022, the Company was in compliance with all related covenants.

#### Revolving Credit Facility

As of December 31, 2022 On March 6, 2023, the Company has amended its \$1 billion unsecured revolving credit facility ("Revolving Credit Agreement"), to replace the London interbank offered rate to a variable secured overnight financing rate (the "Term SOFR Rate") as the rate to which interest payments are indexed, among other things. The Revolving Credit Agreement matures on June 17, 2026. Revolving loans may be borrowed, repaid and reborrowed until June 17, 2026, at which time all amounts borrowed must be repaid. The Company may use the proceeds of future borrowings under the Revolving Credit Agreement for working capital and general corporate purposes. As of **December 31, 2022** December 31, 2023, no amounts have been borrowed under the Revolving Credit Agreement.

The borrowings under the Revolving Credit Agreement bear interest, at the Company's option, of either (i) a floating rate equal to a base rate (the "Alternate Base Rate") or (ii) a rate equal to an adjusted London interbank offered rate (the "Adjusted LIBO Rate") the Term SOFR Rate (or the applicable benchmark replacement), plus a margin of 0.75%. The Alternate Base Rate is defined as the greatest of (A) the rate of interest published by the Wall Street Journal, from time to time, as the prime rate, (B) the federal funds rate, plus 0.50% and (C) the Adjusted LIBO Term SOFR Rate for a one-month interest period, tenor, plus 1.00%. The Adjusted LIBO Term SOFR Rate is defined as the London interbank offered rate for deposits in U.S. dollars, for the relevant interest period, adjusted for statutory reserve requirements, but in no event shall the Adjusted LIBO Rate be less than 0.00% per annum. Regulatory authorities that oversee financial markets have announced that after the end of 2021, they would no longer compel banks currently reporting information used to set the Adjusted LIBO Rate to continue to make rate submissions, and that publication of the Adjusted LIBO Rate based upon U.S. Dollars is expected to cease on June 30, 2023. The Revolving Credit Agreement contains customary provisions for the replacement of the Adjusted LIBO Rate with an alternate benchmark rate, including a rate based on the forward-looking secured overnight financing rate published administered by the Federal Reserve Bank of New York as or a successor administrator, for the Adjusted LIBO relevant interest period, but in no event shall the Term SOFR Rate is phased out in the lending market. The Company does not anticipate that the replacement of the Adjusted LIBO Rate with such alternative benchmark rate, as provided in the Revolving Credit Agreement, will materially impact its liquidity or financial position.

be less than 0.00% per annum.

The Company is also obligated to pay a commitment fee on the undrawn amounts of the Revolving Credit Agreement at an annual rate of 0.10%. The Revolving Credit Agreement requires the Company to comply with certain covenants, including covenants that limit or restrict the ability of the Company's subsidiaries to incur debt and limit or restrict the ability of the Company and its subsidiaries to grant liens and enter into sale and leaseback transactions; and, in the case of the Company or a guarantor, merge, consolidate, liquidate, dissolve or sell, transfer, lease or otherwise dispose of all or substantially all of the assets of the Company and its subsidiaries, taken as a whole. As of **December 31, 2022** December 31, 2023 and **December 31, 2021** December 31, 2022, the Company was in compliance with all related covenants.

#### 7. Derivative Financial Instruments

In the fiscal year ended December 31, 2023, the Company entered into derivative financial instruments to manage foreign exchange risk related to its ongoing business operations with the primary objective of reducing operating income and cash flow volatility associated with fluctuations in foreign exchange rates. The Company did not use any derivative instruments prior to the fiscal year ended December 31, 2023.

##### Notional Amount of Derivative Contracts

The net notional amounts of the Company's outstanding derivative instruments were as follows:

	As of December 31,	
	2023	2022
	(in thousands)	
Derivatives designated as hedging instruments:		
Foreign exchange contracts		
Cash flow hedges	\$ 8,783,273	\$ —
Total	\$ 8,783,273	\$ —

##### Fair Value of Derivative Contracts

The fair value of the Company's outstanding derivative instruments were as follows:

	As of December 31, 2023			
	Derivative Assets		Derivative Liabilities	
	Other current assets	Other non-current assets	Accrued expenses and other liabilities	Other non-current liabilities
(in thousands)				
Derivatives designated as hedging instruments:				

Derivatives designated as hedging instruments:

Foreign exchange contracts	\$ 26,416	\$ 4,518	\$ 140,089	\$ 46,575
Total	<u>\$ 26,416</u>	<u>\$ 4,518</u>	<u>\$ 140,089</u>	<u>\$ 46,575</u>

The Company classifies derivative instruments in the Level 2 category within the fair value hierarchy. These instruments are valued using industry standard valuation models that use observable inputs such as interest rate yield curves, and forward and spot prices for currencies.

As of December 31, 2023, the pre-tax net accumulated loss on our foreign currency cash flow hedges included in AOCI on the Consolidated Balance Sheets expected to be recognized in earnings within the next 12 months is \$128 million.

#### Master Netting Agreements

In order to mitigate counterparty credit risk, the Company enters into master netting agreements with its counterparties for its foreign currency exchange contracts, which permit the parties to settle amounts on a net basis under certain conditions. The Company has elected to present its derivative assets and liabilities on a gross basis on its Consolidated Balance Sheets.

The Company also enters into collateral security arrangements with its counterparties that require the parties to post cash collateral when certain contractual thresholds are met. No cash collateral was received or posted by the Company as of December 31, 2023.

The potential offsetting effect to the Company's derivative assets and liabilities under its master netting agreements and collateral security agreements were as follows:

	As of December 31, 2023					
	Gross Amount Not Offset in the Consolidated Balance Sheets					
	Gross Amount		Net Amount Presented		Collateral Received and Posted	
	Recognized in the Consolidated Balance Sheets	Gross Amount Offset in the Consolidated Balance Sheets	in the Consolidated Balance Sheets	Financial Instruments	Posted	Net Amount
(in thousands)						
Derivative assets	\$ 30,934	—	\$ 30,934	\$ (27,246)	—	\$ 3,688
Derivative liabilities	186,664	—	186,664	(27,246)	—	159,418

#### Effect of Derivative Instruments on Consolidated Financial Statements

The pre-tax gains (losses) on the Company's cash flow hedges recognized in AOCI were as follows:

Cash flow hedges:	Year Ended December 31,		
	2023 2022 2021		
	(in thousands)		
Foreign exchange contracts (1)			
Amount included in the assessment of effectiveness	\$ (155,730)	\$ —	\$ —
Total	\$ (155,730)	\$ —	\$ —

(1) No amounts were excluded from the assessment of effectiveness.

No gains or losses on derivative instruments were reclassified from AOCI into the Consolidated Statements of Operations in the year ended December 31, 2023.

#### 8. Commitments and Contingencies

##### Content

At December 31, 2023, the Company had \$21.7 billion of obligations comprised of \$4.5 billion included in "Current content liabilities" and \$2.6 billion of "Non-current content liabilities" on the Consolidated Balance Sheets and \$14.6 billion of obligations that are not reflected on the Consolidated Balance Sheets as they did not yet meet the criteria for recognition.

At December 31, 2022, the Company had \$21.8 billion of obligations comprised of \$4.5 billion included in "Current content liabilities" and \$3.1 billion of "Non-current content liabilities" on the Consolidated Balance Sheets and \$14.2 billion of obligations that are not reflected on the Consolidated Balance Sheets as they did not yet meet the criteria for asset recognition.

At December 31, 2021, the Company had \$23.2 billion of obligations comprised of \$4.3 billion included in "Current content liabilities" and \$3.1 billion of "Non-current content liabilities" on the Consolidated Balance Sheets and \$15.8 billion of obligations that are not reflected on the Consolidated Balance Sheets as they did not yet meet the criteria for asset recognition.

The expected timing of payments for these content obligations is as follows:

	As of December 31,	
	2022	2021
	(in thousands)	
Less than one year	\$ 10,038,483	\$ 10,019,306
Due after one year and through 3 years	9,425,551	9,238,315
Due after 3 years and through 5 years	2,124,307	3,238,977
Due after 5 years	243,606	664,762
<b>Total content obligations</b>	<b>\$ 21,831,947</b>	<b>\$ 23,161,360</b>

	As of December 31,	
	2023	2022
	(in thousands)	
Less than one year	\$ 10,328,923	\$ 10,038,483
Due after one year and through 3 years	8,784,302	9,425,551
Due after 3 years and through 5 years	2,016,358	2,124,307
Due after 5 years	583,766	243,606
<b>Total content obligations</b>	<b>\$ 21,713,349</b>	<b>\$ 21,831,947</b>

Content obligations include amounts related to the acquisition, licensing and production of content. Obligations that are in non-U.S. dollar currencies are translated to the U.S. dollar at period end rates. An obligation for the production of content includes non-cancelable commitments under creative talent and employment agreements as well as other production related commitments. An obligation for the acquisition and licensing of content is incurred at the time the Company enters into an agreement to obtain future titles. Once a title becomes available, a content liability is recorded on the Consolidated Balance Sheets. Certain agreements include the obligation to license rights for unknown future titles, the ultimate quantity and/or fees for which are not yet determinable as of the reporting date. Traditional film output deals, or certain TV series license agreements where the number of seasons to be aired is unknown, are examples of such license agreements. The Company does not include any estimated obligation for these future titles beyond the known minimum amount. However, the unknown obligations are expected to be significant.

#### **Legal Proceedings**

From time to time, in the normal course of its operations, the Company is subject to litigation matters and claims, including claims relating to employee relations, business practices and patent infringement. Litigation can be expensive and disruptive to normal business operations. Moreover, the results of complex legal proceedings are difficult to predict and the Company's view of these matters may change in the future as the litigation and events related thereto unfold. The Company expenses legal fees as incurred. The Company records a provision for contingent losses when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. An unfavorable outcome to any legal matter, if material, could have an adverse effect on the Company's operations or its financial position, liquidity or results of operations.

The Company is involved in litigation matters not listed herein but does not consider the matters to be material either individually or in the aggregate at this time. The Company's view of the matters not listed may change in the future as the litigation and events related thereto unfold.

#### **Non-Income Taxes**

**8. The Company is routinely under audit by various tax authorities with regard to non-income tax matters. The subject matter of non-income tax audits primarily arises from disputes on the tax treatment and tax rate applied to our revenue in certain jurisdictions. We accrue non-income taxes that may result from examinations by, or any negotiated agreements with, these tax authorities when a loss is probable and reasonably estimable.**

Similar to other U.S. companies doing business in Brazil, the Company is involved in a number of matters with Brazilian tax authorities regarding non-income tax assessments. Although the Company believes it has meritorious defenses to these matters, there is inherent complexity and uncertainty with respect to these matters, and the final outcome may be materially different from our expectations. The current potential exposure with respect to the various issues with Brazilian tax authorities regarding non-income tax assessments is estimated to be approximately \$300 million, which is expected to increase over time.

#### **Guarantees—Indemnification Obligations**

In the ordinary course of business, the Company has entered into contractual arrangements under which it has agreed to provide indemnification of varying scope and terms to business partners and other parties with respect to certain matters, including, but not limited to, losses arising out of the Company's breach of such agreements and out of intellectual property infringement claims made by third parties. In these circumstances, payment may be conditional on the other party making a claim pursuant to the procedures specified in the particular contract.

The Company's obligations under these agreements may be limited in terms of time or amount, and in some instances, the Company may have recourse against third parties for certain payments. In addition, the Company has entered into indemnification agreements with its directors and certain of its officers that will require it, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers. The terms of such obligations vary.

It is not possible to make a reasonable estimate of the maximum potential amount of future payments under these or similar agreements due to the conditional nature of the Company's obligations and the unique facts and circumstances involved in each particular agreement. No amount has been accrued in the accompanying consolidated financial statements with respect to these indemnification guarantees.

## 9. Stockholders' Equity

### Voting Rights

The holders of each share of common stock shall be entitled to one vote per share on all matters to be voted upon by the Company's stockholders.

### Stock Option Plan

On June 4, 2020, In June 2020, the Company's stockholders approved the 2020 Stock Plan, which was adopted by the Company's Board of Directors on March 4, 2020 in March 2020 subject to stockholder approval. The 2020 Stock Plan is the successor to the 2011 Stock Plan. The 2020 Stock Plan provides for the grant of incentive stock options to employees and for the grant of non-statutory stock options, stock appreciation rights, restricted stock and restricted stock units to employees, directors and consultants. The 2020 Stock Plan authorized 17,500,000 new shares to be available for award grants. As of the date the 2020 Stock Plan was adopted by the Company's Board of Directors, 5,530,106 shares were available to be granted under the 2011 Stock Plan. These shares are available for award grants under the 2020 Stock Plan.

A summary of the activities related to the Company's stock option plans is as follows:

	Options Outstanding			Options Outstanding			Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)		
	Shares Available for Grant	Number of Shares	Weighted-Average Exercise Price (per Share)	Shares Available for Grant	Number of Shares	Weighted-Average Exercise Price (per share)				
Balances as of December 31, 2019	6,111,561	20,859,326	\$ 124.28							
New Shares Authorized	17,500,000	—	—							
Granted	(1,909,476)	1,909,476	432.34							
Exercised		(4,088,612)	58.35							
Expired	—	(3,380)	27.54							
Balances as of December 31, 2020	21,702,085	18,676,810	\$ 170.23	Balances as of December 31, 2020	21,702,085	18,676,810	\$ 170.23			
Granted	Granted	(1,556,725)	554.11	Granted	(1,556,725)	1,556,725	554.11			
Exercised	Exercised		(2,632,324)	Exercised	—	(2,632,324)	65.97			
Expired	Expired	—	(5,360)	Expired	—	(5,360)	34.63			
Balances as of December 31, 2021	20,145,360	17,595,851	\$ 219.83	Balances as of December 31, 2021	20,145,360	17,595,851	\$ 219.83			
Granted	Granted	(3,691,257)	267.94	Granted	(3,691,257)	3,691,257	267.94			
Exercised	Exercised	—	(1,383,669)	Exercised	—	(1,383,669)	27.19			
Expired	Expired	—	(6,578)	Expired	—	(6,578)	11.10			
Balances as of December 31, 2022	16,454,103	19,896,861	\$ 242.22	Balances as of December 31, 2022	16,454,103	19,896,861	\$ 242.22			
Vested and exercisable at December 31, 2022		19,896,861	\$ 242.22							
Granted				Granted	(1,729,218)	1,729,218	372.49			
Exercised				Exercised	—	(1,926,598)	87.30			
Expired				Expired	—	(4,372)	36.39			

Balances as of December 31, 2023	Balances as of December 31, 2023	14,724,885	<u>19,695,109</u>	\$ 268.86	5.35	\$ 4,429,404
Vested and expected to vest as of December 31, 2023	Vested and expected to vest as of December 31, 2023		<u>19,695,109</u>	\$ 268.86	5.35	\$ 4,429,404
Exercisable as of December 31, 2023	Exercisable as of December 31, 2023		<u>19,447,739</u>	\$ 267.37	5.30	\$ 4,404,586

The aggregate intrinsic value of the Company's outstanding stock options as of December 31, 2022 was \$1,951 million and the table above represents the total pretax intrinsic value (the difference between the Company's closing stock price on the last trading day of 2022/2023 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on the last trading day of 2022/2023. This amount changes based on the fair market value of the Company's common stock. Total intrinsic value of options exercised for the years ended December 31, 2022, 2021 and 2020 was \$346 million, \$1,363 million and \$1,596 million, respectively. The weighted-average remaining contractual term

A summary of the Company's outstanding stock options as of December 31, 2022 included in the table above was 5.61 years.

Cash received from amounts related to option exercises, for the years ended December 31, 2022, 2021 and 2020 was \$36 million, \$174 million and \$235 million, respectively. The Company records stock option exercises based on trade date, as follows:

	Year Ended December 31,		
	(in thousands)		
	2023	2022	2021
Total intrinsic value of options exercised	\$ 610,594	\$ 345,839	\$ 1,362,599
Cash received from options exercised	169,990	35,746	174,414

### Stock-Based Compensation

Stock options granted are generally vested in full upon grant date and exercisable for the full ten year contractual term regardless of employment status. Stock options granted to certain named executive officers vest on the one-year anniversary of the grant date, subject to the employee's continuous employment or service with the Company through the vesting date. The following table summarizes the assumptions used to value option grants using the lattice-binomial model and the valuation data:

	Dividend yield	Year Ended December 31,			Year Ended December 31,		
		2022	2021	2020	2023	2022	2021
Dividend yield	Dividend yield	— %	— %	— %	Dividend yield	— %	— %
Expected volatility	Expected volatility	38% - 52%	34% - 41%	37% - 45%	Expected volatility	40% - 46%	38% - 52%
Risk-free interest rate	Risk-free interest rate	1.71% - 3.79%	1.08% - 1.62%	0.67% - 1.71%	Risk-free interest rate	3.57% - 4.56%	1.71% - 3.79%
Suboptimal exercise factor	Suboptimal exercise factor	4.71 - 4.82	3.81 - 3.98	3.34 - 3.67	Suboptimal exercise factor	4.22 - 4.30	4.71 - 4.82
Valuation data:	Valuation data:				Valuation data:		
Weighted-average fair value (per share)	Weighted-average fair value (per share)	\$ 155.88	\$ 259.01	\$ 217.42	Weighted-average fair value (per share)	\$ 211.27	\$ 155.88
Total stock-based compensation expense (in thousands)	Total stock-based compensation expense (in thousands)	575,452	403,220	415,180	Total stock-based compensation expense (in thousands)	339,368	575,452
Total income tax impact on provision (in thousands)	Total income tax impact on provision (in thousands)	127,289	89,642	91,718	Total income tax impact on provision (in thousands)	61,588	127,289
							89,642

The Company considers several factors in determining the suboptimal exercise factor, including the historical and estimated option exercise behavior.

The Company calculates expected volatility based solely on implied volatility. The Company believes that implied volatility of publicly traded options in its common stock is more reflective of market conditions, and given consistently high trade volumes of the options, can reasonably be expected to be a better indicator of expected volatility than historical volatility of its common stock.

In valuing shares issued under the Company's employee stock option plans, the Company bases the risk-free interest rate on U.S. Treasury zero-coupon issues with terms similar to the contractual term of the options. The Company does not anticipate paying any cash dividends in the foreseeable future and therefore uses an expected dividend yield of zero in the option valuation model. The Company does not use a post-vesting termination rate as options are generally fully vested upon grant date.

The total fair value of stock options that vested during the year ended December 31, 2023 was \$311 million. The Company did not grant any stock options subject to vesting conditions in the years ended December 31, 2022 and 2021. As of December 31, 2023, \$26 million of total unrecognized compensation cost related to nonvested stock options is expected to be recognized over a weighted-average period of 0.45 years.

#### Stock Repurchases

In March 2021, the Company's Board of Directors authorized the repurchase of up to \$5 billion of its common stock, with no expiration date, and in September 2023, the Board of Directors increased the share repurchase authorization by an additional \$10 billion, also with no expiration date. Stock repurchases may be effected through open market repurchases in compliance with Rule 10b-18 under the Exchange Act, including through the use of trading plans intended to qualify under Rule 10b5-1 under the Exchange Act, privately-negotiated transactions, accelerated stock repurchase plans, block purchases, or other similar purchase techniques and in such amounts as management deems appropriate. The Company is not obligated to repurchase any specific number of shares, and the timing and actual number of shares repurchased will depend on a variety of factors, including the Company's stock price, general economic, business and market conditions, and alternative investment opportunities. The Company may discontinue any repurchases of its common stock at any time without prior notice. There were no repurchases during December 31, 2022. December 31, 2023, the Company repurchased 14,513,790 shares for an aggregate amount of \$6,045 million. As of December 31, 2022 December 31, 2023, \$4.4 \$8.4 billion remain remains available for repurchases. Shares repurchased by the Company are accounted for when the transaction is settled. Direct costs incurred to acquire the shares are included in the total cost of the shares.

#### Accumulated Other Comprehensive Income (Loss)

The following table summarizes the changes in accumulated balances of other comprehensive income (loss), net of tax:

	Change in Unrealized Gains				
	Foreign Currency Translation		(Losses) on Cash Flow		
	Adjustments	Hedges	Total		
(in thousands)					
Balances as of December 31, 2020	\$ 44,398	\$ —	\$ —	\$ —	44,398
Other comprehensive income (loss) before reclassifications	(84,893)	—	—	—	(84,893)
Balances as of December 31, 2021	(40,495)	—	—	—	(40,495)
Other comprehensive income (loss) before reclassifications	(176,811)	—	—	—	(176,811)
Balances as of December 31, 2022	(217,306)	—	—	—	(217,306)
Other comprehensive income (loss) before reclassifications	113,384	(120,023)	—	—	(6,639)
Balances as of December 31, 2023	\$ (103,922)	\$ (120,023)	\$ —	\$ —	(223,945)

#### 10. Income Taxes

Income before provision for income taxes was as follows:

	Year Ended December 31,					Year Ended December 31,								
	2022			2021		2020			2023		2022		2021	
	(in thousands)					(in thousands)								
United States	United States	\$ 4,690,442	\$ 5,365,547	\$ 2,789,064	United States	\$ 5,602,762	\$ 4,623,218	\$ 5,349,749	United States	\$ 602,643	\$ 640,711	\$ 490,354		
Foreign	Foreign	573,487	474,556	410,285	Income	Income	Income	Income	Income	6,205,405	5,263,929	5,840,103		
Income before income taxes	before income taxes	\$ 5,263,929	\$ 5,840,103	\$ 3,199,349										

The components of provision for income taxes for all periods presented were as follows:

		Year Ended December 31,			Year Ended December 31,			
		2022			2023			
		2021	2020	(in thousands)	2022	2021	(in thousands)	
Current tax provision:	Current tax provision:				Current tax provision:			
Federal	Federal	\$ 109,910	\$ 57,526	\$ 24,221	Federal	\$ 854,170	\$ 109,910	\$ 57,526
State	State	119,795	109,641	65,821	State	181,684	119,795	109,641
Foreign	Foreign	676,827	357,189	277,846	Foreign	304,539	676,827	357,189
Total current	Total current	906,532	524,356	367,888	Total current	1,340,393	906,532	524,356
Deferred tax provision:	Deferred tax provision:				Deferred tax provision:			
Federal	Federal	(52,434)	188,937	(57,765)	Federal	(412,760)	(52,434)	188,937
State	State	(30,691)	(2,700)	164,685	State	(55,475)	(30,691)	(2,700)
Foreign	Foreign	(51,402)	13,282	(36,854)	Foreign	(74,743)	(51,402)	13,282
Total deferred	Total deferred	(134,527)	199,519	70,066	Total deferred	(542,978)	(134,527)	199,519
Provision for income taxes	Provision for income taxes	\$ 772,005	\$ 723,875	\$ 437,954	Provision for income taxes	\$ 797,415	\$ 772,005	\$ 723,875

A reconciliation of the provision for income taxes with the amount computed by applying the 21% statutory Federal income tax rate to income before income taxes is as follows:

	Year Ended December 31,		
	2022	2021	2020
(in thousands)			
Expected tax expense at U.S. Federal statutory rates	\$ 1,105,428	\$ 1,226,422	\$ 671,864
State income taxes, net of Federal income tax effect	92,084	111,400	65,808
Foreign earnings at other than U.S. rates	112,628	(23,963)	12,212
Federal and California R&D tax credits	(146,615)	(82,909)	(113,882)
Valuation allowance on California R&D tax credits	—	—	183,283
Excess tax benefits on stock-based compensation	(75,211)	(290,899)	(339,436)
Tax effects of the Tax Cuts and Jobs Act	(368,976)	(254,763)	(87,194)
Nondeductible Officers Compensation	33,836	26,874	30,351
Other	18,831	11,713	14,948
Provision for income taxes	\$ 772,005	\$ 723,875	\$ 437,954
Effective Tax Rate	15 %	12 %	14 %

	Year Ended December 31,		
	2023	2022	2021
(in thousands)			
Expected tax expense at U.S. Federal statutory tax rate	\$ 1,303,123	\$ 1,105,428	\$ 1,226,422
State income taxes, net of Federal income tax effect	104,717	92,084	111,400
Foreign earnings at other than U.S. rates	(32,292)	104,665	(86,489)
Research and development tax credit	(87,036)	(146,615)	(82,909)
Excess tax benefits on stock-based compensation	(119,043)	(75,211)	(290,899)
Foreign-derived intangible income deduction	(426,597)	(361,013)	(192,238)
Nontaxable and nondeductible items	41,782	44,046	37,144
Other	12,761	8,621	1,444
Provision for income taxes	\$ 797,415	\$ 772,005	\$ 723,875

Effective Tax Rate	13 %	15 %	12 %
--------------------	------	------	------

The components of deferred tax assets and liabilities were as follows:

	As of December 31,	
	2022	2021
	(in thousands)	
<b>Deferred tax assets:</b>		
Stock-based compensation	\$ 443,456	\$ 351,238
Federal and California tax R&D credits	342,589	484,793
Foreign tax credits	11,899	2,045
Capitalized Research Expenses	323,998	—
Accruals and reserves	119,732	165,214
Operating leases	551,418	570,830
Foreign Net Operating Losses	20,092	8,043
Unrealized Gain/Loss	(47,283)	13,772
Other	2,234	5,420
<b>Gross deferred tax assets</b>	<b>1,768,135</b>	<b>1,601,355</b>
Depreciation & amortization	(456,717)	(388,115)
Operating leases	(473,928)	(506,403)
Acquisitions	(232,607)	(240,334)
<b>Gross deferred tax liabilities</b>	<b>(1,163,252)</b>	<b>(1,134,852)</b>
Valuation allowance	(343,342)	(318,408)
<b>Net deferred tax assets</b>	<b>\$ 261,541</b>	<b>\$ 148,095</b>

	As of December 31,	
	2023	2022
	(in thousands)	
<b>Deferred tax assets:</b>		
Stock-based compensation	\$ 486,876	\$ 443,456
Tax credits and net operating loss carryforwards	544,431	409,411
Capitalized research expenses	593,439	323,998
Accruals and reserves	137,251	119,732
Operating lease liabilities	516,574	551,418
Unrealized losses	62,213	—
Other	11,615	2,234
<b>Total deferred tax assets</b>	<b>2,352,399</b>	<b>1,850,249</b>
Valuation allowance	(442,293)	(343,342)
<b>Net deferred tax assets</b>	<b>1,910,106</b>	<b>1,506,907</b>
<b>Deferred tax liabilities:</b>		
Depreciation & amortization	(357,477)	(456,717)
Operating right-of-use lease assets	(435,216)	(473,928)
Unrealized gains	—	(47,283)
Acquired intangibles	(233,433)	(267,438)
Other	(9,430)	—
<b>Total deferred tax liabilities</b>	<b>(1,035,556)</b>	<b>(1,245,366)</b>
<b>Net deferred tax assets</b>	<b>\$ 874,550</b>	<b>\$ 261,541</b>

All the following table shows the deferred tax assets are classified as "Other non-current assets" on the and liabilities within our Consolidated Balance Sheets as Sheets:

	As of December 31,	
	2023	2022
	(in thousands)	
Total deferred tax assets:		
Other non-current assets	\$ 1,000,760	\$ 261,541
Total deferred tax liabilities:		
Other non-current liabilities	(126,210)	—
Net deferred tax assets	<u>\$ 874,550</u>	<u>\$ 261,541</u>

As of December 31, 2022 December 31, 2023, for tax return purposes, the Company had \$582 million of California R&D tax credit carryforwards which can be carried forward indefinitely, \$838 million of state net operating loss carryforwards which will begin to expire in 2026, \$19 million of foreign tax credit carryforwards which will begin to expire in 2033, and December 31, 2021. \$421 million of foreign net operating loss carryforwards which will begin to expire in 2024.

In evaluating its ability to realize the net deferred tax assets, the Company considered all available positive and negative evidence, including its past operating results and the forecast of future market growth, forecasted earnings, future taxable income, and prudent and feasible tax planning strategies. As of December 31, 2022 December 31, 2023, the valuation allowance of \$343 million \$442 million was primarily related to the California R&D tax credits, state net operating loss carryforwards, and certain foreign tax attributes credits that the Company does not expect to realize.

At December 31, 2023, we have not provided for applicable U.S. income and foreign withholding taxes on approximately \$52 million of December 31, 2022 our foreign undistributed earnings because such earnings are intended to be indefinitely reinvested. At December 31, 2023, the Company's California R&D we provided taxes and recorded a deferred tax credit carryforwards liability on our undistributed foreign earnings for tax return purposes was \$504 million, which we are not indefinitely reinvested.

The unrecognized tax benefits that are not expected to result in payment or receipt of cash within one year are classified as "Other non-current liabilities" and a reduction of deferred tax assets which is classified as "Other non-current assets" in the Consolidated Balance Sheets. As of December 31, 2022, December 31, 2023 and 2022, the total amount of gross unrecognized tax benefits was \$227 million, \$327 million and \$227 million, respectively, of which \$155 million, if recognized, would favorably impact the Company's effective tax rate. As of December 31, 2021, the total amount of gross unrecognized tax benefits was \$203 million, of which \$136 million, \$188 million and \$155 million, respectively, if recognized, would favorably impact the Company's effective tax rate. The aggregate changes in the Company's total gross amount of unrecognized tax benefits are summarized as follows (in thousands): follows:

Balances as of December 31, 2020	\$ 140,124
Increases related to tax positions taken during prior periods	27,116
Decreases related to tax positions taken during prior periods	—
Increases related to tax positions taken during the current period	35,317
Decreases related to expiration of statute of limitations	—
Balances as of December 31, 2021	202,557
Increases related to tax positions taken during prior periods	—
Decreases related to tax positions taken during prior periods	(2,445)
Increases related to tax positions taken during the current period	26,865
Decreases related to expiration of statute of limitations	—
Balances as of December 31, 2022	<u>\$ 226,977</u>

	As of December 31,		
	2023	2022	2021
	(in thousands)		
Balance at the beginning of the year	\$ 226,977	\$ 202,557	\$ 140,124
Increases related to tax positions taken during the current period	65,630	26,865	35,317
Increases related to tax positions taken during prior periods	76,794	—	27,116
Decreases related to tax positions taken during prior periods	(10,117)	(2,445)	—
Decreases related to settlements with taxing authorities	(32,179)	—	—
Decreases related to expiration of statute of limitations	—	—	—

Balance at the end of the year \$ 327,105 \$ 226,977 \$ 202,557

The Company includes interest and penalties related to unrecognized tax benefits within the provision for income taxes and in "Other non-current liabilities" in the Consolidated Balance Sheets. Interest During the years ended December 31, 2023, 2022 and 2021, the Company recorded \$25 million, \$2 million, and less than \$1 million, respectively, of interest and penalties included in the Company's provision for income taxes were not material in all the periods presented. taxes. The amount of interest and penalties accrued at December 31, 2023 and 2022 was \$28 million and \$3 million, respectively.

The Company files U.S. Federal, state and foreign tax returns. The Company is currently under examination by the IRS for years 2016 through 2018 and is subject to examination for 2019 through 2021, 2022. The foreign and state tax returns for years 2015 through 2021, 2022 are subject to examination by various state and foreign jurisdictions. While the Company is in various stages of inquiries and examinations for some state and federal examination with certain taxing authorities and we believe that our tax positions will more likely than not be sustained. Nonetheless, sustained, it is nonetheless possible that future obligations related to these matters could arise. We believe that adequate amounts have been reserved for any adjustments that may ultimately result from an examination.

Given the potential outcome of the current examinations, as well as the impact of the current examinations on the potential expiration of the statute of limitations, it is reasonably possible that the balance of unrecognized tax benefits could significantly change within the next twelve months. However, an estimate of the range of reasonably possible adjustments cannot be made at this time.

## 11. Employee Benefit Plan

The Company maintains a 401(k) savings plan covering substantially all of its employees. Eligible employees may contribute up to 80% of their annual salary through payroll deductions, but not more than the statutory limits set by the Internal Revenue Service. The Company matches employee contributions at the discretion of the Board. During the years ended December 31, 2023, 2022, 2021 and 2020, the Company's matching contributions totaled \$102 million, \$114 million, \$85 million, \$102 million and \$69 million, respectively.

## *Multiemployer Benefit Plans*

The Company contributes to various multiemployer defined pension plans under the terms of collective bargaining agreements that cover our union-represented employees. The risks of participating in multiemployer pension plans are different from single-employer plans such that (i) contributions made by the Company to the multiemployer pension plans may be used to provide benefits to employees of other participating employers; (ii) if the Company chooses to stop participating in the multiemployer pension plans, it may be required to pay those plans an amount based on the underfunded status of the plan; and (iii) if the Company stops contributing to the multiemployer pension plan, the unfunded obligations of the plan may become the obligation of the remaining participating employers. The Company also contributes to various other multiemployer benefit plans that provide health and welfare benefits to both active and retired participants. The Company does not participate in any multiemployer benefit plans that are individually significant to the Company.

The following table summarizes the Company's contributions to multiemployer pension and health plans for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021, respectively:

	Year Ended December 31,			Year Ended December 31,				
	2022	2021	2020	2023	2022	2021		
	(in thousands)			(in thousands)				
Pension benefits	Pension benefits	\$ 127,885	\$ 111,133	\$ 78,060	Pension benefits	\$ 57,285	\$ 127,885	\$ 111,133
Health benefits	Health benefits	96,285	83,153	52,322	Health benefits	85,157	96,285	83,153
Total contributions	Total contributions	\$ 224,170	\$ 194,286	\$ 130,382	Total contributions	\$ 142,442	\$ 224,170	\$ 194,286

## 12. Segment and Geographic Information

The Company operates as one operating segment. The Company's chief operating decision maker ("CODM") is its co-chief executive officers, who review financial information presented on a consolidated basis for purposes of making operating decisions, assessing financial performance and allocating resources.

Total U.S. revenues were \$13.0 billion \$13.8 billion, \$12.1 billion \$13.0 billion and \$10.8 billion \$12.1 billion for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021, respectively. See Note 2 *Revenue Recognition* for additional information about streaming revenue by region.

The Company's long-lived tangible assets, as well as the Company's operating lease right-of-use assets recognized on the Consolidated Balance Sheets were located as follows:

**EXHIBIT INDEX**

<u>Exhibit</u>		<u>Exhibit</u>		<u>Incorporated by Reference</u>				Filed	<u>Exhibit</u>		<u>Incorporated by Reference</u>				Filed
<u>Number</u>	<u>Number</u>	<u>Exhibit Description</u>	<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	<u>Herewith</u>		<u>Number</u>	<u>Exhibit Description</u>	<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	<u>Herewith</u>
3.1	3.1	<a href="#">Restated Certificate of Incorporation</a>	8-K	001-35727	3.1	June 8, 2022			3.1	<a href="#">Restated Certificate of Incorporation</a>	8-K	001-35727	3.1	June 8, 2022	
3.2	3.2	<a href="#">Amended and Restated Bylaws</a>	8-K	001-35727	3.2	June 8, 2022			3.2	<a href="#">Amended and Restated Bylaws</a>	8-K	001-35727	3.2	February 24, 2023	
4.1	4.1	<a href="#">Form of Common Stock Certificate</a>	S-1/A	333-83878	4.1	April 16, 2002			4.1	<a href="#">Form of Common Stock Certificate</a>	S-1/A	333-83878	4.1	April 16, 2002	
4.2	4.2	<a href="#">Indenture, dated as of February 19, 2014, by and between the Company and Wells Fargo Bank, National Association, as Trustee.</a>	8-K	001-35727	4.1	February 19, 2014			4.2	<a href="#">Indenture, dated as of February 19, 2014, by and between the Company and Wells Fargo Bank, National Association, as Trustee.</a>	8-K	001-35727	4.1	February 19, 2014	
4.3	4.3	<a href="#">Indenture, dated as of February 5, 2015, by and between the Company and Wells Fargo Bank, National Association, as Trustee.</a>	8-K	001-35727	4.1	February 5, 2015			4.3	<a href="#">Indenture, dated as of February 5, 2015, by and between the Company and Wells Fargo Bank, National Association, as Trustee.</a>	8-K	001-35727	4.1	February 5, 2015	
4.4	4.4	<a href="#">Indenture, dated as of February 5, 2015, by and between the Company and Wells Fargo Bank, National Association, as Trustee.</a>	8-K	001-35727	4.2	February 5, 2015			4.4	<a href="#">Indenture, dated as of February 5, 2015, by and between the Company and Wells Fargo Bank, National Association, as Trustee.</a>	8-K	001-35727	4.2	February 5, 2015	
4.5	4.5	<a href="#">Indenture, dated as of October 27, 2016, by and between the Company and Wells Fargo Bank, National Association, as Trustee.</a>	8-K	001-35727	4.1	October 27, 2016			4.5	<a href="#">Indenture, dated as of October 27, 2016, by and between the Company and Wells Fargo Bank, National Association, as Trustee.</a>	8-K	001-35727	4.1	October 27, 2016	

4.6	4.6	<a href="#">First Supplemental Indenture, dated as of September 24, 2014, by and between the Company and Wells Fargo Bank, National Association, as Trustee.</a>	10-Q	001-35727	4.7	April 20, 2017	4.6	<a href="#">First Supplemental Indenture, dated as of September 24, 2014, by and between the Company and Wells Fargo Bank, National Association, as Trustee.</a>	10-Q	001-35727	4.7	April 20, 2017
4.7	4.7	<a href="#">Indenture, dated as of May 2, 2017, by and between the Company and Wells Fargo Bank, National Association, as Trustee.</a>	8-K	001-35727	4.1	May 3, 2017	4.7	<a href="#">Indenture, dated as of May 2, 2017, by and between the Company and Wells Fargo Bank, National Association, as Trustee.</a>	8-K	001-35727	4.1	May 3, 2017
4.8	4.8	<a href="#">Indenture, dated as of October 26, 2017, by and between the Company and Wells Fargo Bank National Association, as Trustee</a>	8-K	001-35727	4.1	October 26, 2017	4.8	<a href="#">Indenture, dated as of October 26, 2017, by and between the Company and Wells Fargo Bank National Association, as Trustee</a>	8-K	001-35727	4.1	October 26, 2017
4.9	4.9	<a href="#">Indenture, dated as of April 26, 2018, by and between the Company and Wells Fargo Bank National Association, as Trustee</a>	8-K	001-35727	4.1	April 26, 2018	4.9	<a href="#">Indenture, dated as of April 26, 2018, by and between the Company and Wells Fargo Bank National Association, as Trustee</a>	8-K	001-35727	4.1	April 26, 2018
4.10	4.10	<a href="#">Indenture, dated as of October 26, 2018, by and between the Company and Wells Fargo Bank National Association, as Trustee (6.375% Senior Notes due 2029)</a>	8-K	001-35727	4.1	October 26, 2018	4.10	<a href="#">Indenture, dated as of October 26, 2018, by and between the Company and Wells Fargo Bank National Association, as Trustee (6.375% Senior Notes due 2029)</a>	8-K	001-35727	4.1	October 26, 2018
4.11	4.11	<a href="#">Indenture, dated as of October 26, 2018, by and between the Company and Wells Fargo Bank National Association, as Trustee (4.625% Senior Notes due 2029)</a>	8-K	001-35727	4.3	October 26, 2018	4.11	<a href="#">Indenture, dated as of October 26, 2018, by and between the Company and Wells Fargo Bank National Association, as Trustee (4.625% Senior Notes due 2029)</a>	8-K	001-35727	4.3	October 26, 2018

4.12	<a href="#">4.12</a>	<u>Indenture, dated as of April 29, 2019, by and between the Company and Wells Fargo Bank National Association, as Trustee (5.375% Senior Notes due 2029).</u>	8-K	001-35727	4.1	April 29, 2019	<a href="#">4.12</a>	<u>Indenture, dated as of April 29, 2019, by and between the Company and Wells Fargo Bank National Association, as Trustee (5.375% Senior Notes due 2029).</u>	8-K	001-35727	4.1	April 29, 2019
4.13	<a href="#">4.13</a>	<u>Indenture, dated as of April 29, 2019, by and between the Company and Wells Fargo Bank National Association, as Trustee (3.875% Senior Notes due 2029).</u>	8-K	001-35727	4.3	April 29, 2019	<a href="#">4.13</a>	<u>Indenture, dated as of April 29, 2019, by and between the Company and Wells Fargo Bank National Association, as Trustee (3.875% Senior Notes due 2029).</u>	8-K	001-35727	4.3	April 29, 2019
4.14	<a href="#">4.14</a>	<u>Indenture, dated as of October 25, 2019, by and between the Company and Wells Fargo Bank National Association, as Trustee (4.875% Senior Notes due 2030).</u>	8-K	001-35727	4.1	October 25, 2019	<a href="#">4.14</a>	<u>Indenture, dated as of October 25, 2019, by and between the Company and Wells Fargo Bank National Association, as Trustee (4.875% Senior Notes due 2030).</u>	8-K	001-35727	4.1	October 25, 2019
4.15	<a href="#">4.15</a>	<u>Indenture, dated as of October 25, 2019, by and between the Company and Wells Fargo Bank National Association, as Trustee (3.625% Senior Notes due 2030).</u>	8-K	001-35727	4.3	October 25, 2019	<a href="#">4.15</a>	<u>Indenture, dated as of October 25, 2019, by and between the Company and Wells Fargo Bank National Association, as Trustee (3.625% Senior Notes due 2030).</u>	8-K	001-35727	4.3	October 25, 2019
4.16	<a href="#">4.16</a>	<u>Indenture, dated as of April 28, 2020, by and between the Company and Wells Fargo Bank National Association, as Trustee (3.625% Senior Notes due 2025).</u>	8-K	001-35727	4.1	April 28, 2020	<a href="#">4.16</a>	<u>Indenture, dated as of April 28, 2020, by and between the Company and Wells Fargo Bank National Association, as Trustee (3.625% Senior Notes due 2025).</u>	8-K	001-35727	4.1	April 28, 2020

Exhibit	Exhibit	Exhibit Description	Incorporated by Reference	Filed	Exhibit	Exhibit Description	Incorporated by Reference	Filed
---------	---------	---------------------	---------------------------	-------	---------	---------------------	---------------------------	-------

Number	Number	Form	File No.	Exhibit	Filing Date	Herewith	Number	Form	File No.	Exhibit	Filing Date	Herewith
4.17	<a href="#">4.17 <u>Indenture, dated as of April 28, 2020, by and between the Company and Wells Fargo Bank National Association, as Trustee (3.000% Senior Notes due 2025)</u></a>	8-K	001-35727	4.3	April 28, 2020		<a href="#">4.17 <u>Indenture, dated as of April 28, 2020, by and between the Company and Wells Fargo Bank National Association, as Trustee (3.000% Senior Notes due 2025)</u></a>	8-K	001-35727	4.3	April 28, 2020	
4.18	<a href="#">4.18 <u>Description of Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934</u></a>					X	<a href="#">4.18 <u>Description of Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934</u></a>	10-K	001-35727	4.2	January 26, 2023	
10.1†	<a href="#">10.1† <u>Form of Indemnification Agreement entered into by the registrant with each of its executive officers and directors</u></a>	S-1/A	333-83878	10.1	March 20, 2002		<a href="#">10.1† <u>Form of Indemnification Agreement entered into by the registrant with each of its executive officers and directors</u></a>	S-1/A	333-83878	10.1	March 20, 2002	
10.2†	<a href="#">10.2† <u>2011 Stock Plan</u></a>	Def 14A	000-49802	A	April 20, 2011							
10.3†	<a href="#">10.3† <u>2020 Stock Plan</u></a>	Def 14A	001-35727	A	April 22, 2020							
10.4†	<a href="#">10.4† <u>Description of Director Equity Compensation Plan</u></a>	8-K	001-35727	Item 5.02	January 24, 2018							
10.5†	<a href="#">10.5† <u>Amended and Restated Performance Bonus Plan</u></a>	8-K	001-35727	10.1	December 9, 2022							
10.6†	<a href="#">10.6† <u>Amended and Restated Executive Severance and Retention Incentive Plan</u></a>	8-K	001-35727	10.1	September 10, 2021							
10.2†							<a href="#">10.2† <u>2011 Stock Plan</u></a>	Def 14A	000-49802	A	April 20, 2011	
10.3†							<a href="#">10.3† <u>2020 Stock Plan</u></a>	Def 14A	001-35727	A	April 22, 2020	
10.4†							<a href="#">10.4† <u>Description of Director Equity Compensation Plan</u></a>	8-K	001-35727	Item 5.02	January 24, 2018	
10.5†							<a href="#">10.5† <u>Amended and Restated Performance Bonus Plan</u></a>	8-K	001-35727	10.1	December 9, 2022	

	<a href="#">10.6†</a>							<a href="#">10.6†</a>	<u>Amended and Restated Executive Severance and Retention Incentive Plan</u>	8-K	001-35727	10.1	September 10, 2021
<a href="#">10.7</a>	<a href="#">10.7</a>	<u>Revolving Credit Agreement among the Company, Deutsche bank AG New York Branch, Goldman Sachs Bank USA, JPMorgan Chase Bank, N.A., Morgan Stanley Senior Funding, Inc. and Wells Fargo Bank, N.A. and the administrative agent, dated as of July 27, 2017</u>	10-Q	001-35727	10.15	October 18, 2017	<a href="#">10.7</a>	<u>Revolving Credit Agreement among the Company, Deutsche bank AG New York Branch, Goldman Sachs Bank USA, JPMorgan Chase Bank, N.A., Morgan Stanley Senior Funding, Inc. and Wells Fargo Bank, N.A. and the administrative agent, dated as of July 27, 2017</u>	10-Q	001-35727	10.15	October 18, 2017	
<a href="#">10.8</a>	<a href="#">10.8</a>	<u>First Amendment Agreement, dated as of March 29, 2019, among Netflix, Inc., the Lenders party thereto and Morgan Stanley Senior Funding, Inc., as administrative agent.</u>	8-K	001-35727	10.1	April 1, 2019	<a href="#">10.8</a>	<u>First Amendment Agreement, dated as of March 29, 2019, among Netflix, Inc., the Lenders party thereto and Morgan Stanley Senior Funding, Inc., as administrative agent.</u>	8-K	001-35727	10.1	April 1, 2019	
<a href="#">10.9</a>	<a href="#">10.9</a>	<u>Second Amendment Agreement, dated as of June 17, 2021, among Netflix, Inc., the Lenders party thereto and Morgan Stanley Senior Funding, Inc., as administrative agent.</u>	8-K	001-35727	10.1	June 17, 2021	<a href="#">10.9</a>	<u>Second Amendment Agreement, dated as of June 17, 2021, among Netflix, Inc., the Lenders party thereto and Morgan Stanley Senior Funding, Inc., as administrative agent.</u>	8-K	001-35727	10.1	June 17, 2021	
	<a href="#">10.10†</a>	<u>Form of Stock Option Agreement under the 2011 Stock Plan</u>	10-K	001-35727	10.11	January 27, 2022							

<a href="#">10.10</a>			<a href="#">10.10</a>	<u>Third Amendment Agreement, dated as of March 6, 2023, among Netflix, Inc., the Lenders party thereto and Morgan Stanley Senior Funding, Inc., as administrative agent.</u>	10-Q	001-35727	10.2	April 21, 2023
<a href="#">10.11†</a>	<a href="#">10.11†</a>	<u>Form of Stock Option Agreement under the 2020 Stock Plan</u>	<a href="#">10.11†</a>	<u>Form of Stock Option Agreement under the 2011 Stock Plan</u>	10-K	001-35727	10.11	January 27, 2022
<a href="#">10.12†</a>	<a href="#">10.12†</a>	<u>Form of Stock Option Agreement under the 2020 Stock Plan (Options Subject to Vesting)</u>	8-K	001-35727	10.1	December 23, 2022	<a href="#">10.12†</a>	<u>Form of Stock Option Agreement under the 2020 Stock Plan</u>
<a href="#">10.13†</a>			<a href="#">10.13†</a>	<u>Netflix, Inc. 2020 Stock Plan Form of Restricted Stock Unit Award Agreement</u>	8-K	001-35727	10.1	December 8, 2023
<a href="#">10.14†</a>			<a href="#">10.14†</a>	<u>Netflix, Inc. 2020 Stock Plan Form of Performance-Based Restricted Stock Unit Award Agreement</u>	8-K	001-35727	10.2	December 8, 2023
<a href="#">10.15†</a>			<a href="#">10.15†</a>	<u>Netflix, Inc. Executive Officer Severance Plan</u>	8-K	001-35727	10.3	December 8, 2023
<a href="#">10.16†</a>			<a href="#">10.16†</a>	<u>Executive Severance and Retention Incentive Plan as Amended and Restated effective January 1, 2024</u>	8-K	001-35727	10400	December 8, 2023
<a href="#">21.1</a>	<a href="#">21.1</a>	<u>List of Significant Subsidiaries</u>	<a href="#">21.1</a>	<u>List of Significant Subsidiaries</u>				X
<a href="#">23.1</a>	<a href="#">23.1</a>	<u>Consent of Ernst &amp; Young LLP</u>	<a href="#">23.1</a>	<u>Consent of Ernst &amp; Young LLP</u>				X
24	24	Power of Attorney (see signature page)	24	Power of Attorney (see signature page)				

31.1	<a href="#">31.1 Certification of Co-Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	X	<a href="#">31.1 Certification of Co-Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	X
31.2	<a href="#">31.2 Certification of Co-Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	X		
31.3	<a href="#">31.3 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	X		
32.1*	<a href="#">32.1* Certifications of Co-Chief Executive Officers and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>	X		

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
31.2	<a href="#">Certification of Co-Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>					X
31.3	<a href="#">Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>					X
32.1*	<a href="#">Certifications of Co-Chief Executive Officers and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>					X
97.1	<a href="#">Netflix, Inc. Clawback Policy</a>					X
101	The following financial statements from the Company's Annual Report on Form 10-K for the year ended <b>December 31, 2022</b> , December 31, 2023, formatted in Inline XBRL: (i) Consolidated Statements of Operations, (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Statements of Cash Flows, (iv) Consolidated Balance Sheets, (v) Consolidated Statements of Stockholders' Equity and (vi) Notes to Consolidated Financial Statements, tagged as blocks of text and including detailed tags					X
104	The cover page from the Company's Annual Report on Form 10-K for the year ended <b>December 31, 2022</b> December 31, 2023, formatted in Inline XBRL					X

\* These certifications are not deemed filed by the SEC and are not to be incorporated by reference in any filing we make under the Securities Act of 1933 or the Securities Exchange Act of 1934, irrespective of any general incorporation language in any filings.

† Indicates a management contract or compensatory plan

#### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Netflix, Inc.

Dated: January 26, **2023** 2024

By: **/s/ TED SARANDOS**  
Ted Sarandos  
Co-Chief Executive Officer  
(*principal executive officer*)

Dated: January 26, **2023** 2024

By: **/s/ GREG PETERS**  
Greg Peters  
Co-Chief Executive Officer  
(*principal executive officer*)

Dated: January 26, 2023

By: **/s/ SPENCER NEUMANN**  
Spencer Neumann  
Chief Financial Officer  
(*principal financial and accounting officer*)

#### POWER OF ATTORNEY

KNOWN ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Ted Sarandos, **Greg Peters**, and Spencer Neumann, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign any and all amendments to this Report, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming that all said attorneys-in-fact and agents, or any of them or their or his substitute or substituted, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ TED SARANDOS		
Ted Sarandos	Co-Chief Executive Officer and Director (principal executive officer)	January 26, 2023 2024
/s/ GREG PETERS		
Greg Peters	Co-Chief Executive Officer and Director (principal executive officer)	January 26, 2023 2024
/s/ SPENCER NEUMANN		
Spencer Neumann	Chief Financial Officer (principal financial <b>and</b> officer)	January 26, 2024
/s/ JEFFREY KARBOWSKI		
Spencer Neumann Jeffrey Karbowski	Chief Accounting Officer (principal accounting officer)	January 26, 2023 2024
/s/ REED HASTINGS		
Reed Hastings	Executive Chairman and Director	January 26, 2023 2024
/s/ RICHARD BARTON		
Richard Barton	Director	January 26, 2023 2024
/s/ MATHIAS DÖPFNER		
Mathias Döpfner	Director	January 26, 2023 2024
/s/ TIMOTHY M. HALEY		
Timothy M. Haley	Director	January 26, 2023 2024
/s/ JAY C. HOAG		
Jay C. Hoag	Director	January 26, 2023 2024
/s/ LESLIE J. KILGORE		
Leslie J. Kilgore	Director	January 26, 2023 2024
/s/ STRIVE MASIYIWA		
Strive Masiyiwa	Director	January 26, 2023 2024
/s/ ANN MATHER		
Ann Mather	Director	January 26, 2023 2024
/s/ BRAD SMITH		
Brad Smith	Director	January 26, 2023
/s/ SUSAN RICE		
Susan Rice	Director	January 26, 2024
/s/ BRAD SMITH		
Brad Smith	Director	January 26, 2024
/s/ ANNE SWEENEY		
Anne Sweeney	Director	January 26, 2023 2024

**DESCRIPTION OF THE REGISTRANT'S SECURITIES  
REGISTERED PURSUANT TO SECTION 12 OF THE  
SECURITIES EXCHANGE ACT OF 1934**

The following description sets forth certain material terms and provisions of the securities of Netflix, Inc. (the "Company") that are registered under Section 12 of the Securities Exchange Act of 1934, as amended. This description also summarizes relevant provisions of Delaware law. The following summary does not purport to be complete and is subject to, and is qualified in its entirety by reference to, the applicable provisions of Delaware law and our amended and restated certificate of incorporation (the "Charter") and our amended and restated bylaws (the "Bylaws"), copies of which are incorporated by reference as an exhibit to the Annual Report on Form 10-K of which this Exhibit 4.18 is a part. We encourage you to read our Charter, our Bylaws and the applicable provisions of Delaware law for additional information.

Our Charter authorizes us to issue up to 4,990,000,000 shares of common stock, par value \$0.001 per share, and 10,000,000 shares of preferred stock, par value \$0.001 per share, in one or more series.

Holders of our common stock are entitled to one vote per share on all matters to be voted upon by the stockholders. Subject to the preferences that may be applicable to any outstanding shares of preferred stock, common stockholders are entitled to receive ratably such dividends, if any, as may be declared from time to time by our board of directors out of funds legally available for that purpose. In the event of our liquidation, dissolution or winding up, the common stockholders are entitled to share ratably in all assets remaining after payment of liabilities, subject to prior distribution rights of any shares of preferred stock then outstanding. Common stockholders have no preemptive or conversion rights or other subscription rights. There are no redemption or sinking fund provisions applicable to the common stock. The common stock currently outstanding is fully paid and nonassessable.

The transfer agent and registrar for the common stock is Computershare Trust Company.

Our common stock is listed on The Nasdaq Stock Market LLC under the trading symbol "NFLX."

Our board of directors is authorized, without any action by the stockholders, subject to any limitations prescribed by law, to designate and issue preferred stock in one or more series and to designate the powers, preferences and rights of each series, which may be greater than the rights of the common stock. It is not possible to state the actual effect of the issuance of any shares of preferred stock upon the rights of holders of the common stock until our board of

directors determines the specific rights of the holders of such preferred stock. However, the effects might include, among other things:

- impairing the dividend rights of the common stock;
- diluting the voting power of the common stock;
- impairing the liquidation rights of the common stock; and
- delaying, deferring or preventing a change in control.

**Anti-Takeover Provisions**

Certain provisions of Delaware law and our Charter and Bylaws could make the following more difficult:

- our acquisition by means of a tender offer;
- acquisition of control by means of a proxy contest or otherwise; and
- removal of our incumbent officers and directors.

These provisions, summarized below, are expected to discourage certain types of coercive takeover practices and inadequate takeover bids, and are designed to encourage persons seeking to acquire control of the Company to negotiate with the board of directors. The Company believes that the benefits of increased protection against an unfriendly or unsolicited proposal to acquire or restructure the Company outweigh the disadvantages of discouraging such proposals. Among other things, negotiation of such proposals could result in an improvement of their terms.

**Delaware Anti-Takeover Law.** Delaware corporations may elect not to be governed by Section 203 of the General Corporation Law of Delaware (the "DGCL"), i.e., Delaware's anti-takeover law. The Company has not made this election. Delaware's anti-takeover law provides that an "interested stockholder," defined as a person who owns 15% or more of the outstanding voting stock of a corporation or a person who is an associate or affiliate of the corporation and, within the preceding three-year period, owned 15% or more of the outstanding voting stock, may not engage in specified business combinations with the corporation for a period of three years after the date on which the person became an interested stockholder. The law defines the term "business combination" to encompass a wide variety of transactions with or caused by an interested stockholder, including mergers, asset sales and transactions in which the interested stockholder receives or could receive a benefit on other than a pro rata basis with other shareholders. With the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of our capital stock entitled to vote in the election of directors, voting together as a single class, we may amend our Charter in the future to no longer be governed by the anti-takeover law. This amendment would have the effect of allowing any person who owns

---

**EXHIBIT 4.18**

at least 15% of our outstanding voting stock to pursue a takeover transaction that was not approved by our board of directors. However, because the Company has not elected to opt-out of this provision, for transactions not approved in advance by our board of directors, the provision might discourage takeover attempts that might result in a premium over the market price for shares of our common stock.

**Limitations of Director Liability and Indemnification.** Our Charter provides that directors shall not be personally liable to the corporation or to its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL. Delaware law currently provides that this waiver may not apply to liability:

- for any breach of the director's duty of loyalty to us or our stockholders;
- for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- under Section 174 of the DGCL (governing distributions to stockholders); or
- for any transaction from which the director derived any improper personal benefit.

In the event the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of our directors will be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. Our Bylaws further provide that we will indemnify each of our directors and officers, trustees, fiduciaries, employees and agents to the fullest extent permitted by Delaware law.

**Election and Removal of Directors.** At the 2022 annual meeting of stockholders, our stockholders approved a proposal from our board of directors to amend our Charter to phase out the classification of our board of directors (the "Declassification Amendment"). Pursuant to the Declassification Amendment, directors will be elected to one-year terms starting in the 2023 annual meeting of stockholders with the entire board of directors standing for annual elections in 2025 and beyond. For the directors elected prior to the 2023 annual meeting of stockholders, the current three-year terms of directors will remain in effect, and they will serve out their remaining three-year terms. Until such time as the classification of the Board shall terminate at the 2025 annual meeting of stockholders, if the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, but in no case will a decrease in the number of directors have the effect of removing or shortening the term of any incumbent director. Our Charter provides that a director can only be removed from the board of directors only by the affirmative vote of stockholders holding a majority of the outstanding voting power of all classes of stock entitled to vote in an election of directors, voting together as a single class, and, as long as the board of directors is classified, such removal may be only for cause. The board of directors has the

exclusive right to increase or decrease the size of the board and to fill vacancies on the board. These provisions may tend to discourage a third party from making a tender offer or otherwise attempting to obtain control of the Company because they generally make it more difficult for stockholders to replace a majority of the directors.

**Stockholder Meetings.** Under our Charter, only our chairman of the board, a chief executive officer, president, the board of directors pursuant to a resolution adopted by a majority of the total number of authorized directors or the corporate secretary upon the request, in accordance with and subject to our Bylaws, by stockholders holding an aggregate net long position of not less than 20% of the outstanding shares of common stock continuously for at least one year may call a special meeting of stockholders.

**Requirements for Advance Notification of Stockholder Nominations and Proposals.** Our Bylaws contain advance notice procedures with respect to stockholder proposals and the nomination of candidates for election as directors, other than nominations made by or at the direction of the board of directors or a committee of the board of directors.

**Elimination of Stockholder Action by Written Consent.** Our Charter eliminates the right of stockholders to act by written consent without a meeting. This provision will make it more difficult for stockholders to take action opposed by the board of directors.

**No Cumulative Voting.** Our Charter does not provide for cumulative voting in the election of directors, which, under Delaware law, precludes stockholders from cumulating their votes in the election of directors, frustrating the ability of minority stockholders to obtain representation on the board of directors.

**Undesignated Preferred Stock.** The authorization of undesignated preferred stock makes it possible for the board of directors, without stockholder approval, to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to obtain control of the Company. These and other provisions may have the effect of deferring hostile takeovers or delaying changes in the control or management of the Company.

**Amendment of Certain Provisions in the Bylaws.** Our Bylaws require the affirmative vote of the holders of at least a majority of the outstanding voting power of our stock entitled to vote generally in the election of directors, voting as a single class, to amend any provision of our Bylaws concerning:

- number of directors;
- election and qualification of directors;
- resignation of directors and filling of vacancies on the board of directors;

- removal of directors;
- indemnification of the directors, officers, employees and agents of the Company; and
- amendments to our Bylaws.

NETFLIX, INC.

## 2020 STOCK PLAN

### GLOBAL MONTHLY-GRANT STOCK OPTION AGREEMENT

Unless specifically indicated in this Global Monthly-Grant Stock Option Agreement, including any addendum attached hereto ("Addendum") containing country-specific terms and conditions (collectively, this "Agreement"), the terms defined in the 2020 Stock Plan (the "Plan") will have the same defined meanings in this Agreement.

#### I. NOTICE OF STOCK OPTION GRANT

From time to time during your employment with the Company or one of its Subsidiaries, you (also known as the "Optionee") may be granted Options to purchase Common Stock of the Company, subject to the terms and conditions of the Plan and this Agreement. Upon each grant, the number of Shares granted, the date of grant, and the exercise price per share (the "Exercise Price") shall be communicated to you by the Company. All Options granted to you pursuant to this Agreement shall be vested upon grant and treated as Non-statutory Stock Options ("NSOs"). At present, the Company grants Options on the first trading day of each month in accordance with the Company's disclosed stock option formulae. Notwithstanding anything herein to the contrary, the Company retains the right to change the terms of this Agreement for any grants that are made to you after announcement of the changed terms, including the timing of grants, the disclosed stock option formulae or any inputs thereto. You acknowledge and agree that nothing in this Agreement constitutes an express or implied promise of continued grants, or benefits in lieu of grants, even if grants have been made in the past; it being expressly understood that grants to employees are, at all times, made in the sole and absolute discretion of the Administrator.

#### Vesting Schedule:

Options granted under this Agreement shall be vested immediately upon grant.

#### Termination Period:

In no event may Options granted hereunder be exercised later than the ten-year anniversary of the date of grant (the Option's "Term").

#### II. AGREEMENT

##### A. Grant of Option.

All Options granted to Optionee hereunder by the Administrator are subject to all of the terms and conditions of the Plan, which is incorporated herein by reference. For example, but not by way of limitation, the Plan contains important provisions regarding termination and expiration of Options in the event of a Change in Control of the Company. Notwithstanding any contrary provision of this Agreement, in the event of a conflict between the terms and conditions of the Plan and the terms and conditions of this Agreement, the terms and conditions of the Plan shall prevail.

##### B. Nature of Grant.

In accepting the Options, Optionee acknowledges, understands and agrees that:

---

#### EXHIBIT 10.11

1. the Plan is established voluntarily by the Company, is discretionary in nature, and may be amended, suspended or terminated by the Company at any time, to the extent permitted by the Plan;

2. Optionee is voluntarily participating in the Plan;

3. unless Optionee allocates a portion of his or her salary towards the acquisition of the Options (to the extent permitted by the Company and by applicable laws), the Options and any Shares acquired thereunder, and the income from and value of same, are not intended to replace any compensation owed to Optionee by the Company or, if different, Optionee's employer (the "Employer");

4. the Options and any Shares acquired thereunder, and the income from and value of same, are not part of normal or expected compensation for purposes of calculating any severance, resignation, termination, redundancy, dismissal, end-of-service payments, bonuses, holiday pay, long-service awards, pension or retirement or welfare benefits or similar payments;

5. the future value of the Shares underlying the Options is unknown, indeterminable, and cannot be predicted with certainty;

6. if the underlying Shares do not increase in value, the Options will have no value;

7. if Optionee exercises the Options and acquires Shares, the value of such Shares may increase or decrease in value, even below the Exercise Price;

8. no claim or entitlement to compensation or damages shall arise from forfeiture of the Options;

9. unless otherwise provided in the Plan or by the Company in its discretion, the Options and the benefits evidenced by this Agreement do not create any entitlement to have the Options or any such benefits transferred to, or assumed by, another company nor to be exchanged, cashed out or substituted for, in connection with any corporate transaction affecting the Shares;

10. unless otherwise agreed with the Company, the Options and any Shares acquired thereunder, and the income from and value of same, are not granted as consideration for, or in connection with, the service Optionee may provide as a director of a Subsidiary; and

11. if Optionee provides services outside the U.S.,

(i) where applicable, neither the Company nor any of its Subsidiaries shall be liable for any foreign exchange rate fluctuation between Optionee's local currency and the United States Dollar that may affect the number and value of the Options or of any amounts due to Optionee pursuant to the exercise of the Options or the subsequent sale of any Shares acquired upon exercise; and

(ii) the Options and any Shares acquired thereunder, and the income from and value of same, are not part of normal or expected compensation for any purpose.

C. Exercise of Option.

---

**EXHIBIT 10.11**

1. Right to Exercise. An Option granted hereunder is exercisable during the applicable Option's Term in accordance with the applicable provisions of the Plan and this Agreement.

2. Method of Exercise. An Option granted hereunder is exercisable by delivery of an exercise notice, in the form of exercise notice found on the Company's intranet site or as otherwise available from the Company (the "Exercise Notice"), which shall state the election to exercise an Option, the number of Shares in respect of which such Option is being exercised (the "Exercised Shares"), the date of grant of such Option, and such other representations and agreements as may be required by the Company pursuant to the provisions of the Plan. The Exercise Notice shall be properly completed by Optionee and delivered to the Stock Plan Administrator of the Company (or his or her designee). The Exercise Notice shall be accompanied by payment of the aggregate Exercise Price as to all Exercised Shares. An Option shall be deemed to be exercised upon receipt by the Company of such fully executed Exercise Notice accompanied by such aggregate Exercise Price.

The Company will not be required to issue any certificate or certificates for Shares hereunder prior to fulfillment of all the following conditions: (a) the admission of such Shares to listing on all stock exchanges on which such class of stock is then listed; (b) the completion of any registration or other qualification of such Shares under any U.S. or non-U.S. state or federal law or under the rulings or regulations of the U.S. Securities and Exchange Commission (the "SEC") or any other regulatory body, which the Administrator, in its absolute discretion, deems necessary or advisable; (c) the obtaining of any approval or other clearance from any U.S. or non-U.S. governmental agency, which the Administrator, in its absolute discretion, determines to be necessary or advisable; and (d) the lapse of such reasonable period of time following the date of exercise as the Administrator may establish from time to time for reasons of administrative convenience. Optionee understands that the Company is under no obligation to register or qualify the Common Stock with the SEC or any other U.S. or non-U.S. state or federal securities commission or to seek approval or clearance from any governmental authority for the issuance or sale of the Shares. Further, Optionee agrees that the Company shall have unilateral authority to amend the Plan and the Agreement without Optionee's consent to the extent necessary to comply with securities or other laws applicable to the issuance of Shares.

Assuming such compliance, for tax purposes the Exercised Shares shall be considered transferred to Optionee on the date the applicable Option is exercised with respect to such Exercised Shares.

**D. Method of Payment.**

Payment of the aggregate Exercise Price shall be by any of the following, or a combination thereof, at the election of Optionee, unless otherwise provided in the Addendum:

1. cash;
2. check;
3. consideration received by the Company under a cashless exercise program implemented by the Company in connection with the Plan, including, without limitation, a net exercise program to the extent permitted by the Company and by applicable laws, whereby Shares are held back to cover the Exercise Price; or
4. for U.S. taxpayers only, surrender of other Shares which (i) in the case of Shares acquired from the Company, have been owned by Optionee for more than six (6) months on the date of surrender, and (ii) have a Fair Market Value on the date of surrender equal to the aggregate Exercise Price of the Exercised Shares.

---

**EXHIBIT 10.11**

**E. Non-Transferability of Option.**

Unless determined otherwise by the Administrator, an Option granted hereunder may not be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner other than by will or by the laws of descent or distribution and may be exercised, during the lifetime of the Optionee, only by the Optionee. If the Administrator makes an Option transferable, such Option will contain such additional terms and conditions as the Administrator deems appropriate. Unless otherwise determined by the Administrator, the Optionee may, subject to such terms and conditions as the Administrator deems advisable, assign or transfer all or part of vested Options during an Optionee's lifetime to (a) Optionee's spouse, former spouse or dependent pursuant to a court-approved domestic relations order that relates to the provision of child support, alimony payments or marital property rights, or (b) trust or other similar estate planning entity that is solely for the benefit of the Optionee and/or the Optionee's immediate family. In such case, the transferee shall receive and hold the Options subject to the provisions of this section, and there shall be no further assignation or transfer of the Options. The terms of the Plan and this Agreement shall be binding upon the executors, administrators, heirs, successors and assigns of Optionee.

**F. Tax Consequences and Responsibilities.**

Optionee acknowledges that, regardless of any action taken by the Company or the Employer, the ultimate liability for all income tax, social insurance, payroll tax, fringe benefits tax, payment on account or other tax-related items related to Optionee's participation in the Plan and legally applicable to Optionee ("Tax-Related Items") is and remains Optionee's responsibility and may exceed the amount, if any, actually withheld by the Company or the Employer. Optionee further acknowledges that the Company and/or the Employer (i) make no representations or undertakings regarding the treatment of any Tax-Related Items in connection with any aspect of the Option, including, but not limited to, the grant, vesting or exercise of the Option, the subsequent sale of Shares acquired pursuant to such exercise and the receipt of any dividends; and (ii) do not commit to and are under no obligation to structure the terms of the grant or any aspect of the Option to reduce or eliminate Optionee's liability for Tax-Related Items or achieve any particular tax result. Further, if Optionee is subject to Tax-Related Items in more than one jurisdiction, Optionee acknowledges that the Company and/or the Employer (or former employer, as applicable) may be required to withhold or account for Tax-Related Items in more than one jurisdiction.

Prior to the relevant taxable or tax withholding event, as applicable, Optionee agrees to make adequate arrangements satisfactory to the Company and/or the Employer to satisfy all Tax-Related Items. In this regard, Optionee authorizes the Company and/or the Employer, or their respective agents, at their discretion, to satisfy their withholding obligations with regard to all Tax-Related Items by (i) withholding from proceeds of the sale of Shares acquired upon exercise of the Option arranged by the Company (on Optionee's behalf pursuant to this authorization without further consent), (ii) withholding from Optionee's wages or other cash compensation payable to Optionee by the Company and/or a Parent or Subsidiary, (iii) withholding Shares to be issued upon exercise of the Option and otherwise deliverable to Optionee, including, without limitation, a net exercise program whereby Shares are held back, or (v) any other method of withholding determined by the Company and, to the extent required by applicable laws or the Plan, approved by the Committee.

Notwithstanding the foregoing, if Optionee is an officer of the Company subject to Section 16 of the Exchange Act (a "Section 16 Officer"), then the Company will withhold Shares to be issued upon exercise of the Option in order to satisfy the minimum statutory amount

---

#### EXHIBIT 10.11

required to be withheld pursuant to the Tax-Related Items with respect to such Section 16 Officer in accordance with method (iii) above, unless the use of such withholding method is impermissible or impracticable under applicable laws, in which case the withholding obligation will be satisfied by method (ii) above, provided that, in the event the Section 16 Officer has elected to satisfy the Tax-Related Items through method (i) as permitted hereunder or has previously elected a Section 16 Officer Withholding Amount (as defined below) greater than the applicable minimum statutory amount required to be withheld pursuant to the Tax-Related Items, the Company shall give effect to such election(s). The "Section 16 Officer Withholding Amount" in respect of any issuance of Shares pursuant hereto means the (i) applicable minimum statutory amount required to be withheld pursuant to the Tax-Related Items, or (ii) such greater amount, up to the sum of all applicable maximum rates, applied in respect of the applicable issuance of Shares with respect to the Section 16 Officer at such Section 16 Officer's election.

The Company and/or the Employer may withhold or account for Tax-Related Items by considering statutory withholding rates or other withholding rates, including maximum rates applicable in Optionee's jurisdiction(s), except as provided above for Section 16 Officers. If Tax-Related Items are withheld at a rate which exceeds Optionee's obligation for Tax-Related Items, Optionee may receive a cash refund of any over-withheld amount not remitted to tax authorities on Optionee's behalf and will have no entitlement to the Common Stock equivalent, or if not refunded, Optionee may be able to seek a refund from the local tax authorities. In the event Tax-Related Items are withheld at a rate which is less than Optionee's obligations for Tax-Related Items, Optionee may be required to pay any additional Tax-Related Items directly to the applicable tax authority or to the Company and/or the Employer. If the obligation for Tax-Related Items is satisfied by withholding Shares, for tax purposes, Optionee shall be deemed to have been issued the full number of Shares subject to the exercised Option, notwithstanding that a number of the Shares is held back solely for the purpose of paying the Tax-Related Items.

Finally, Optionee agrees to pay to the Company or the Employer any amount of Tax-Related Items that the Company or the Employer may be required to withhold or account for as a result of Optionee's participation in the Plan that cannot be satisfied by the means previously described. The Company may refuse to issue or deliver the Shares or the proceeds of the sale of Shares, if Optionee fails to comply with his or her obligations in connection with the Tax-Related Items.

**G. Rights as a Stockholder.**

Neither Optionee nor any person claiming under or through Optionee shall have any of the rights or privileges of a stockholder of the Company in respect of any Shares deliverable hereunder unless and until certificates representing such Shares shall have been issued (which may occur electronically), recorded on the records of the Company or its transfer agents or registrars, and delivered to Optionee. After such issuance, recordation and delivery, Optionee will have all the rights of a stockholder of the Company with respect to voting such Shares and receipt of dividends and distributions on such Shares.

**H. Address for Notices.**

Any notice to be given to the Company under the terms of this Agreement shall be addressed to the Company at Netflix, Inc., Attention: Employee Services, 121 Albright Way, Los Gatos, CA 95032, U.S.A. ([stockadmin@netflix.com](mailto:stockadmin@netflix.com)), or at such other address as the Company may hereafter designate in writing.

**I. Administrator Authority.**

---

**EXHIBIT 10.11**

The Administrator shall have the power to interpret the Plan and this Agreement and to adopt such rules for the administration, interpretation and application of the Plan as are consistent therewith and to interpret or revoke any such rules. All actions taken and all interpretations and determinations made by the Administrator in good faith shall be final and binding upon Optionee, the Company and all other interested persons. The Administrator shall not be personally liable for any action, determination or interpretation made in good faith with respect to the Plan or this Agreement.

**J. Electronic Delivery and Participation.**

The Company may, in its sole discretion, decide to deliver any documents related to Options awarded under the Plan or future Options that may be awarded under the Plan by electronic means or request Optionee's consent to participate in the Plan by electronic means. Optionee hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through any online or electronic system established and maintained by the Company or a third party designated by the Company.

**K. Entire Agreement.**

The Plan is incorporated herein by reference. The Plan, this Agreement and any incidental grant or enrollment documents, including any addendum and appendix attached thereto, constitute the entire agreement of the parties with respect to the subject matter hereof and supersede in their entirety all other prior undertakings and agreements of the Company and Optionee with respect to the subject matter hereof.

**L. Governing Law and Venue.**

This Agreement shall be administered, construed and governed in accordance with the laws of the State of Delaware, but without regard to its conflict of law rules. For purposes of any action, lawsuit or other proceedings brought to enforce this Agreement, relating to it, or arising from it, the parties hereby submit to and consent to the sole and exclusive jurisdiction of the state and federal courts situated within New Castle County, Delaware and waive any objection the parties might have to personal jurisdiction or venue in those courts.

**M. No Guarantee of Continued Service.**

The transactions contemplated hereunder do not constitute an express or implied promise of continued engagement as a Service Provider for the term of the Option, or any period at all, and shall not interfere with Optionee's right or the right of the Employer to terminate Optionee's relationship

as a Service Provider at any time, with or without cause.

**N. No Advice Regarding Grant.**

The Company is not providing any tax, legal or financial advice, nor is the Company making any recommendations regarding Optionee's participation in the Plan, or Optionee's acquisition or sale of the Shares. Optionee should consult with his or her own personal tax, legal and financial advisors regarding his or her participation in the Plan before taking any action related to the Plan.

**O. Language.**

Optionee acknowledges that he or she is proficient in the English language, or had the opportunity to consult with an advisor who is proficient in the English language so as to enable

---

**EXHIBIT 10.11**

Optionee to understand the provisions of this Agreement and the Plan, and understands the content of this Agreement and other Plan-related materials. If Optionee has received this Agreement, or any other document related to the Options and/or the Plan translated into a language other than English and if the meaning of the translated version is different than the English version, the English version will control.

**P. Severability.**

The provisions of this Agreement are severable and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.

**Q. Addendum.**

Notwithstanding any provisions in this Global Monthly-Grant Stock Option Agreement, the Option grant shall be subject to any additional terms and conditions set forth in any Addendum to this Global Monthly-Grant Stock Option Agreement for Optionee's country. Moreover, if Optionee transfers employment or relocates to one of the countries included in any Addendum, the additional terms and conditions for such country will apply to Optionee, to the extent the Company determines that the application of such terms and conditions is necessary or advisable for legal or administrative reasons. The Addendum constitutes part of this Global Monthly-Grant Stock Option Agreement.

**R. Imposition of Other Requirements.**

The Company reserves the right to impose other requirements on Optionee's participation in the Plan, on the Options and on any Shares purchased upon exercise of the Options, to the extent the Company determines it is necessary or advisable for legal or administrative reasons, and to require Optionee to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

**S. Waiver.**

Optionee acknowledges that a waiver by the Company of breach of any provision of this Agreement shall not operate or be construed as a waiver of any other provision of this Agreement, or of any subsequent breach by Optionee or any other optionees.

**T. Insider Trading Restrictions/Market Abuse Laws.**

Optionee acknowledges that he or she is subject to the Netflix, Inc. Insider Trading Policy and that Optionee has reviewed and agreed to this policy. Further, Optionee acknowledges that, depending on his or her country, broker's country, or the country in which the Shares are listed, he or she may be subject to insider trading restrictions and/or market abuse laws in applicable jurisdictions, which may affect his or her ability to accept, acquire, sell or attempt to sell, or other dispose of the Shares, rights to Shares, or rights linked to the value of Shares, during such times as Optionee is

considered to have "inside information" regarding the Company (as defined by the laws or regulations in applicable jurisdictions, including the U.S. and Optionee's country). Local insider trading laws and regulations may prohibit the cancellation or amendment of orders Optionee placed before possessing inside information.

Furthermore, Optionee may be prohibited from (i) disclosing insider information to any third party, including fellow employees (other than on a "need to know" basis) and (ii) "tipping" third parties or causing them to otherwise buy or sell securities. Any restrictions under these laws

---

**EXHIBIT 10.11**

or regulations are separate from and in addition to any restrictions that may be imposed under the Netflix, Inc. Insider Trading Policy. Optionee acknowledges that it is Optionee's responsibility to comply with any applicable restrictions, and Optionee should speak to his or her personal advisor on this matter.

**U. Foreign Asset and Account Reporting.**

Optionee's country may have certain exchange control and/or foreign asset/account reporting requirements which may affect Optionee's ability to acquire or hold Shares under the Plan or cash received from participating in the Plan (including from any dividends received or sale proceeds resulting from the sale of Shares) in a brokerage or bank account outside of Optionee's country. Optionee may be required to report such accounts, assets or transactions to the tax or other authorities in Optionee's country. Optionee also may be required to repatriate sale proceeds or other funds received as a result of Optionee's participation in the Plan to his or her country through a designated bank or broker and/or within a certain time after receipt.

Optionee acknowledges that it is Optionee's responsibility to comply with any applicable regulations, and that Optionee should speak to Optionee's personal advisor on this matter.

\*\*\*

The Options granted hereunder are granted under and governed by the terms and conditions of the Plan and this Agreement. By accepting this Option, (1) Optionee confirms that Optionee has reviewed the Plan and this Agreement in their entirety, has had an opportunity to obtain the advice of counsel prior to executing this Agreement and fully understands all provisions of the Plan and Agreement, and (2) Optionee agrees to accept as binding, conclusive and final all decisions or interpretations of the Administrator upon any questions relating to the Plan and Agreement. Optionee must promptly notify the Company in writing (including electronically) of any change in Optionee's residence address.

70

**EXHIBIT 21.1**

**NETFLIX, INC.**  
**LIST OF SIGNIFICANT SUBSIDIARIES\***

Legal Name	Jurisdiction	Percent Owned
Netflix Entretenimento Brasil LTDA	Brazil	100 %
Netflix International B.V.	The Netherlands	100 %
Netflix G.K.	Japan	100 %
Netflix Studios, LLC	United States	100 %
Netflix Global, LLC	United States	100 %
Netflix Media, LLC	United States	100 %
Netflix México S. de R.L. de C.V.	Mexico	100 %
Netflix Pte. Ltd.	Singapore	100 %
Netflix Services France S.A.S.	France	100 %
Netflix Services UK Limited	United Kingdom	100 %
Netflix Australia Pty Ltd	Australia	100 %
Netflix Services Germany GmbH	Germany	100 %
Netflix Services Italy S.R.L.	Italy	100 %
Netflix Worldwide Entertainment, LLC	United States	100 %
Netflix Services Canada ULC	Canada	100 %
Netflix Servicios de Transmisión España, S.L.	Spain	100 %

\* Pursuant to Item 601(b)(21)(ii) of Regulation S-K, the names of other subsidiaries of Netflix Inc. are omitted because, considered in the aggregate, they would not constitute a significant subsidiary as of the end of the year covered by this report.

#### EXHIBIT 23.1

#### Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-8 No. 333-89024) pertaining to Netflix.com, Inc. 1997 Stock Plan, as amended, Netflix, Inc. 2002 Stock Plan, Netflix, Inc. 2002 Employee Stock Purchase Plan, and Netflix.com, Inc. Stand-Alone Stock Option Agreements,
- (2) Registration Statement (Form S-8 No. 333-104250) pertaining to Netflix, Inc. 2002 Stock Plan and Netflix, Inc. 2002 Employee Stock Purchase Plan,
- (3) Registration Statement (Form S-8 No. 333-113198) pertaining to Netflix, Inc. 2002 Stock Plan and Netflix, Inc. 2002 Employee Stock Purchase Plan,
- (4) Registration Statement (Form S-8 No. 333-123501) pertaining to Netflix, Inc. 2002 Stock Plan and Netflix, Inc. 2002 Employee Stock Purchase Plan,
- (5) Registration Statement (Form S-8 No. 333-136403) pertaining to Netflix, Inc. Amended and Restated 2002 Stock Plan and Netflix, Inc. 2002 Employee Stock Purchase Plan,
- (6) Registration Statement (Form S-8 No. 333-145147) pertaining to Netflix, Inc. 2002 Employee Stock Purchase Plan,
- (7) Registration Statement (Form S-8 No. 333-160946) pertaining to Netflix, Inc. 2002 Employee Stock Purchase Plan,
- (8) Registration Statement (Form S-8 No. 333-177561) pertaining to Netflix, Inc. 2011 Stock Plan,
- (9) Registration Statement (Form S-8 No. 333-239465) pertaining to Netflix, Inc. 2020 Stock Plan, and
- (10) Registration Statement (Form S-8 No. 333-239468) pertaining to Netflix, Inc. Post-Effective Amendment No.1 for the 2011 Stock Plan and the 2020 Stock Plan

of our reports dated **January 26, 2023** **January 26, 2024**, with respect to the consolidated financial statements of Netflix, Inc. and the effectiveness of internal control over financial reporting of Netflix, Inc. included in this Annual Report (Form 10-K) of Netflix, Inc. for the year ended **December 31, 2022** **December 31, 2023**.

San Jose, California  
January 26, 2023 2024

**EXHIBIT 31.1**

**CERTIFICATION OF CO-CHIEF EXECUTIVE OFFICER  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Ted Sarandos, certify that:

1. I have reviewed this Annual Report on Form 10-K of Netflix, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: January 26, 2023 January 26,  
2024

By:

/s/ TED SARANDOS

Ted Sarandos  
Co-Chief Executive Officer

**EXHIBIT 31.2**

**CERTIFICATION OF CO-CHIEF EXECUTIVE OFFICER**

**PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Greg Peters, certify that:

1. I have reviewed this Annual Report on Form 10-K of Netflix, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: **January 26, 2023** January 26,

**2024**

By: \_\_\_\_\_

**/S/ GREG PETERS**

Greg Peters  
Co-Chief Executive Officer

**EXHIBIT 31.3**

**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Spencer Neumann, certify that:

1. I have reviewed this Annual Report on Form 10-K of Netflix, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

- a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
- c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

- a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: **January 26, 2023** **January 26, 2024**

By:

**/S/** SPENCER NEUMANN

Spencer Neumann  
Chief Financial Officer

**EXHIBIT 32.1**

**CERTIFICATIONS OF CO-CHIEF EXECUTIVE OFFICERS AND CHIEF FINANCIAL OFFICER  
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Ted Sarandos, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report on Form 10-K of Netflix, Inc. for the year ended **December 31, 2022** **December 31, 2023** fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such report fairly presents, in all material respects, the financial condition and results of operations of Netflix, Inc.

Dated: **January 26, 2023** **January 26, 2024**

By:

**/S/** **TEDSARANDOS**

Ted Sarandos  
Co-Chief Executive Officer

I, Greg Peters, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report on Form 10-K of Netflix, Inc. for the year ended **December 31, 2022** **December 31, 2023** fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such report fairly presents, in all material respects, the financial condition and results of operations of Netflix, Inc.

Dated: **January 26, 2023** **January 26, 2024**

By:

**/S/GREGPETERS**

Greg Peters  
Co-Chief Executive Officer

I, Spencer Neumann, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report on Form 10-K of Netflix, Inc. for the year ended **December 31, 2022** **December 31, 2023** fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such report fairly presents, in all material respects, the financial condition and results of operations of Netflix, Inc.

## NETFLIX, INC.

## CLAWBACK POLICY

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Netflix, Inc. (the "Company") believes that it is appropriate for the Company to adopt this Clawback Policy (the "Policy") to be applied to the Executive Officers of the Company and adopts this Policy to be effective as of the Effective Date.

## 1. Definitions

For purposes of this Policy, the following definitions shall apply:

- a) "Company Group" means the Company and each of its Subsidiaries, as applicable.
- b) "Covered Compensation" means any Incentive-Based Compensation granted, vested or paid to a person who served as an Executive Officer at any time during the performance period for the Incentive-Based Compensation and that was Received (i) on or after the effective date of the applicable Nasdaq listing standards, (ii) after the person became an Executive Officer and (iii) at a time that the Company had a class of securities listed on a national securities exchange or a national securities association.
- c) "Effective Date" means October 27, 2023.
- d) "Erroneously Awarded Compensation" means the amount of Covered Compensation granted, vested or paid to a person during the fiscal period when the applicable Financial Reporting Measure relating to such Covered Compensation was attained that exceeds the amount of Covered Compensation that otherwise would have been granted, vested or paid to the person had such amount been determined based on the applicable Restatement, computed without regard to any taxes paid (i.e., on a pre-tax basis). For Covered Compensation based on stock price or total stockholder return, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in a Restatement, the Committee will determine the amount of such Covered Compensation that constitutes Erroneously Awarded Compensation, if any, based on a reasonable estimate of the effect of the Restatement on the stock price or total stockholder return upon which the Covered Compensation was granted, vested or paid and the Committee shall maintain documentation of such determination and provide such documentation to the Nasdaq.
- e) "Exchange Act" means the Securities Exchange Act of 1934.
- f) "Executive Officer" means each "officer" of the Company as defined under Rule 16a-1(f) under Section 16 of the Exchange Act, which shall be deemed to include any individuals identified by the Company as executive officers pursuant to Item 401(b) of Regulation S-K under the Exchange Act. Both current and former Executive Officers are subject to the Policy in accordance with its terms.

- g) "Financial Reporting Measure" means (i) any measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures derived wholly or in part from such measures and may consist of GAAP or non-GAAP financial measures (as defined under Regulation G of the Exchange Act and Item 10 of Regulation S-K under the Exchange

Act), (ii) stock price or (iii) total stockholder return. Financial Reporting Measures may or may not be filed with the SEC and may be presented outside the Company's financial statements.

- h) "Incentive-Based Compensation" means any compensation that is granted, earned or vested based wholly or in part upon the attainment of a Financial Reporting Measure.
- i) "Lookback Period" means the three completed fiscal years (plus any transition period of less than nine months that is within or immediately following the three completed fiscal years and that results from a change in the Company's fiscal year) immediately preceding the date on which the Company is required to prepare a Restatement for a given reporting period, with such date being the earlier of: (i) the date the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Restatement, or (ii) the date a court, regulator or other legally authorized body directs the Company to prepare a Restatement. Recovery of any Erroneously Awarded Compensation under the Policy is not dependent on if or when the Restatement is actually filed.
- j) "Nasdaq" means the Nasdaq Stock Market.
- k) "Received": Incentive-Based Compensation is deemed "Received" in the Company's fiscal period during which the Financial Reporting Measure specified in or otherwise relating to the Incentive-Based Compensation award is attained, even if the grant, vesting or payment of the Incentive-Based Compensation occurs after the end of that period.
- l) "Restatement" means a required accounting restatement of any Company financial statement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including (i) to correct an error in previously issued financial statements that is material to the previously issued financial statements (commonly referred to as a "Big R" restatement) or (ii) to correct an error in previously issued financial statements that is not material to the previously issued financial statements but that would result in a material misstatement if the error was corrected in the current period or left uncorrected in the current period (commonly referred to as a "little r" restatement). Changes to the Company's financial statements that do not represent error corrections under the then-current relevant accounting standards will not constitute Restatements. Recovery of any Erroneously Awarded Compensation under the Policy is not dependent on fraud or misconduct by any person in connection with the Restatement.
- m) "SEC" means the United States Securities and Exchange Commission.

EXHIBIT 97.1

- n) "Subsidiary" means any domestic or foreign corporation, partnership, association, joint stock company, joint venture, trust or unincorporated organization "affiliated" with the Company, that is, directly or indirectly, through one or more intermediaries, "controlling", "controlled by" or "under common control with", the Company. "Control" for this purpose means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of such person, whether through the ownership of voting securities, contract or otherwise.

## 2. **Recoupment and Forfeiture of Erroneously Awarded Compensation**

In the event of a Restatement, any Erroneously Awarded Compensation Received during the Lookback Period prior to the Restatement (a) that is then-outstanding but has not yet been paid shall be automatically and immediately forfeited and (b) that has been paid to any person shall be subject to reasonably prompt repayment to the applicable member of the Company Group in accordance with Section 3 of this Policy. The Committee must pursue (and shall not have the discretion to waive) the forfeiture and/or repayment of such Erroneously Awarded Compensation in accordance with Section 3 of this Policy, except as provided below.

Notwithstanding the foregoing, the Committee (or, if at any time the Committee is not a committee of the Board responsible for the Company's executive compensation decisions and composed entirely of independent directors, a majority of the independent directors serving on the Board) may determine not to pursue the forfeiture and/or recovery of Erroneously Awarded Compensation from any person if the Committee determines that such forfeiture and/or recovery would be impracticable due to any of the following circumstances: (i) the direct expense paid to a third party (for example, reasonable legal expenses and consulting fees) to assist in enforcing the Policy would exceed the amount to be recovered (following reasonable attempts by one or more members of the Company Group to recover such Erroneously Awarded Compensation, the documentation of such attempts, and the provision of such documentation to the Nasdaq), or (ii) recovery would likely cause any otherwise tax-qualified retirement plan, under which

benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

### 3. Means of Repayment

In the event that the Committee determines that any person shall repay any Erroneously Awarded Compensation, the Committee shall provide written notice to such person by email or certified mail to the physical address on file with the Company Group for such person, and the person shall satisfy such repayment in a manner and on such terms as required by the Committee, and any member of the Company Group shall be entitled to set off the repayment amount against any amount owed to the person by the applicable member of the Company Group, to require the forfeiture of any award granted by any member of the Company Group to the person, or to take any and all necessary actions to reasonably promptly recoup the repayment amount from the person, in each case, to the fullest extent permitted under applicable law, including without limitation, Section 409A of the U.S. Internal Revenue Code of 1986, as amended, and the regulations and guidance thereunder. If the Committee does not specify a repayment timing in the written notice described above, the applicable person shall be required to repay the Erroneously Awarded Compensation to the Company by wire, cash or cashier's check as soon as reasonably practicable after receipt of such notice.

### 4. Arbitration

Any dispute, controversy or claim arising out of or relating to this Policy (including, without limitation, this Section 4), its enforcement, enforceability, arbitrability or interpretation, or because of an alleged breach, default, or misrepresentation in connection with any of its provisions, including, without

### EXHIBIT 97.1

limitation, any alleged violation of statute, common law or public policy, shall be submitted to and decided by individual, final and binding arbitration to the fullest extent permitted under applicable federal law. The arbitration shall be administered by JAMS, before a single arbitrator and held in the county and state in which the Executive Officer who is a party to such arbitration resides as of the Effective Date (or such other location as may be mutually agreed upon by the parties to such arbitration), in accordance with the then-current JAMS Employment Rules & Procedures (the "Rules") and the Federal Arbitration Act (9 U.S.C. § 1 *et seq.*) ("FAA"), as modified by the terms and conditions contained in this Section 4. A copy of the Rules are available online at <https://www.jamsadr.com/rules-employment-arbitration/english>. The arbitrator shall be selected by mutual agreement of the parties or, if the parties cannot agree, then in accordance with the Rules.

To the extent permitted by Section 5 hereof, the Company Group will pay the arbitrator's fees and arbitration expenses and any other costs unique to the arbitration hearing (recognizing that each side bears its own deposition, witness, expert and attorney's fees and other expenses to the same extent as if the matter were being heard in court). In addition, to the extent permitted by Section 5 hereof, if any party prevails on a statutory claim that affords the prevailing party attorneys' fees and costs, then the arbitrator may award reasonable attorneys' fees and costs to the prevailing party. Any dispute as to who is a prevailing party and/or the reasonableness of any fee or costs shall be resolved by the arbitrator.

This Section 4 and any arbitration shall be governed by the FAA to the exclusion of any state law inconsistent with the FAA. The arbitrator shall apply the substantive state or federal law as applicable to the claim(s) asserted in arbitration. Notwithstanding anything to the contrary, nothing in this Policy shall be interpreted to preclude filing of a complaint with the National Labor Relations Board, the Equal Employment Opportunity Commission, or any similar federal, state or local administrative agency.

### 5. No Indemnification

No person shall be indemnified, insured or reimbursed by any member of the Company Group in respect of any loss of compensation by such person in accordance with this Policy, nor shall any person receive any advancement of expenses for disputes related to any loss of compensation by such person in accordance with this Policy, and no person shall be paid or reimbursed by any member of the Company Group for any premiums paid by such person for any third-party insurance policy covering potential recovery obligations under this Policy. For this purpose, "indemnification" includes any modification to current compensation arrangements or other means that would amount to *de facto* indemnification (for example, providing the person a new cash award which would be cancelled to effect the recovery of any Erroneously Awarded Compensation). In no event shall any member of the Company Group be required to award any person an additional payment if any Restatement would result in a higher incentive compensation payment.

### 6. Miscellaneous

This Policy generally will be administered and interpreted by the Committee. Any determination by the Committee with respect to this Policy shall be final, conclusive and binding on all interested parties. Any discretionary determinations of the Committee under this Policy, if any, need not be uniform with respect to all persons, and may be made selectively amongst persons, whether or not such persons are similarly situated.

This Policy is intended to satisfy the requirements of Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, as it may be amended from time to time, and any related rules or regulations promulgated by the SEC or the Nasdaq, including any additional or new requirements that become effective after the Effective Date which upon effectiveness shall be deemed to automatically amend this Policy to the extent necessary to comply with such additional or new requirements.

**EXHIBIT 97.1**

The provisions in this Policy are intended to be applied to the fullest extent of the law. To the extent that any provision of this Policy is found to be unenforceable or invalid under any applicable law, such provision will be applied to the maximum extent permitted and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to applicable law. The invalidity or unenforceability of any provision of this Policy shall not affect the validity or enforceability of any other provision of this Policy. Recoupment of Erroneously Awarded Compensation under this Policy is not dependent upon the Company Group satisfying any conditions in this Policy, including any requirements to provide applicable documentation to the Nasdaq.

The rights of the members of the Company Group under this Policy to seek forfeiture or reimbursement are in addition to, and not in lieu of, any rights of recoupment, or remedies or rights other than recoupment, that may be available to any member of the Company Group pursuant to the terms of any law, government regulation or stock exchange listing requirement or any other policy, plan or agreement of any member of the Company Group.

## **7. Amendment and Termination**

To the extent permitted by, and in a manner consistent with applicable law, including SEC and Nasdaq rules, the Committee may terminate, suspend or amend this Policy at any time in its discretion.

## **8. Successors**

This Policy shall be binding and enforceable against all persons and their respective beneficiaries, heirs, executors, administrators or other legal representatives with respect to any Covered Compensation granted, vested or paid to or administered by such persons or entities.

#### DISCLAIMER

THE INFORMATION CONTAINED IN THE REFINITIV CORPORATE DISCLOSURES DELTA REPORT™ IS A COMPARISON OF TWO FINANCIALS PERIODIC REPORTS. THERE MAY BE MATERIAL ERRORS, OMISSIONS, OR INACCURACIES IN THE REPORT INCLUDING THE TEXT AND THE COMPARISON DATA AND TABLES. IN NO WAY DOES REFINITIV OR THE APPLICABLE COMPANY ASSUME ANY RESPONSIBILITY FOR ANY INVESTMENT OR OTHER DECISIONS MADE BASED UPON THE INFORMATION PROVIDED IN THIS REPORT. USERS ARE ADVISED TO REVIEW THE APPLICABLE COMPANY'S ACTUAL SEC FILINGS BEFORE MAKING ANY INVESTMENT OR OTHER DECISIONS.

©2024, Refinitiv. All rights reserved. Patents Pending.