

Edgar Filing: NETFLIX INC - Form SC 13G

NETFLIX INC
Form SC 13G
February 04, 2003

OMB APPROVAL

OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden
hours per response.....11

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

Schedule 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b),
(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

Netflix, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

64110L 10 6

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

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CUSIP NO. 64110L 10 6

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Page 2

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

 Institutional Venture Partners VIII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

 California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 1,106,336
---	---	--------------------------------

6 SHARED VOTING POWER
None

7 SOLE DISPOSITIVE POWER
1,106,336

8 SHARED DISPOSITIVE POWER
None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

IVM Investment Fund VIII, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

5

SOLE VOTING POWER
18,837

6

SHARED VOTING POWER
None

7

SOLE DISPOSITIVE POWER
18,837

8

SHARED DISPOSITIVE POWER
None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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12 TYPE OF REPORTING PERSON

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

IVM Investment Fund VIII-A, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF
SHARES 5 SOLE VOTING POWER
BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH
None

6 SHARED VOTING POWER
None

7 SOLE DISPOSITIVE POWER
None

8 SHARED DISPOSITIVE POWER
None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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12 TYPE OF REPORTING PERSON

CUSIP NO. 64110L 10 6

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

IVP Founders Fund I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF
SHARES 5 SOLE VOTING POWER
BENEFICIALLY 12,191
OWNED BY EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER
None

7 SOLE DISPOSITIVE POWER
12,191

8 SHARED DISPOSITIVE POWER
None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

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Page 6

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Samuel D. Colella

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

5 SOLE VOTING POWER
2,008

6 SHARED VOTING POWER
1,138,735

7 SOLE DISPOSITIVE POWER
2,008

8 SHARED DISPOSITIVE POWER
1,138,735

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

CUSIP NO. 64110L 10 6

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Reid W. Dennis

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

5

SOLE VOTING POWER
None

6

SHARED VOTING POWER
1,137,364

7

SOLE DISPOSITIVE POWER
None

8

SHARED DISPOSITIVE POWER
1,137,364

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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12 TYPE OF REPORTING PERSON

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

R. Thomas Dyal

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

5

SOLE VOTING POWER
None

6

SHARED VOTING POWER
1,125,173

7

SOLE DISPOSITIVE POWER
None

8

SHARED DISPOSITIVE POWER

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1,125,173

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

CUSIP NO. 64110L 10 6

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Page 9

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Timothy M. Haley

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 581
---	---	--------------------------

6	SHARED VOTING POWER 1,125,173
---	----------------------------------

7	SOLE DISPOSITIVE POWER 581
---	-------------------------------

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8 SHARED DISPOSITIVE POWER
1,125,173

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

CUSIP NO. 64110L 10 6

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Page 1

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Ruthann Quindlen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

5 SOLE VOTING POWER
None

6 SHARED VOTING POWER
1,137,364

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7 SOLE DISPOSITIVE POWER
None

8 SHARED DISPOSITIVE POWER
1,137,364

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

CUSIP NO. 64110L 10 6

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Page 1

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Rebecca B. Robertson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

5 SOLE VOTING POWER
None

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6 SHARED VOTING POWER
1,125,173

7 SOLE DISPOSITIVE POWER
None

8 SHARED DISPOSITIVE POWER
1,125,173

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

CUSIP NO. 64110L 10 6

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

L. James Strand

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING

5 SOLE VOTING POWER
None

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PERSON
WITH

6 SHARED VOTING POWER
1,137,364

7 SOLE DISPOSITIVE POWER
None

8 SHARED DISPOSITIVE POWER
1,137,364

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

CUSIP NO. 64110L 10 6

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Page 1

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

William P. Tai

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF
SHARES

5

SOLE VOTING POWER

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BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

None

6 SHARED VOTING POWER
1,125,173

7 SOLE DISPOSITIVE POWER
None

8 SHARED DISPOSITIVE POWER
1,125,173

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

CUSIP NO. 64110L 10 6

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Page 1

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

T. Peter Thomas

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 1,962
		6	SHARED VOTING POWER 1,137,364
		7	SOLE DISPOSITIVE POWER 1,962
		8	SHARED DISPOSITIVE POWER 1,137,364

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

CUSIP NO. 64110L 10 6

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Geoffrey Y. Yang

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
5	SOLE VOTING POWER	2,936
6	SHARED VOTING POWER	1,137,364
7	SOLE DISPOSITIVE POWER	2,936
8	SHARED DISPOSITIVE POWER	1,137,364

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON

Item 1.

(a) Name of Issuer: Netflix, Inc.

(b) Address of Issuer's Principal Executive Offices:
970 University Avenue, Los Gatos, CA 95032

Item 2.

(a) Name of Persons Filing:
 Institutional Venture Partners VIII, L.P. ("IVP")
 IVM Investment Fund VIII, LLC ("IF")
 IVM Investment Fund VIII-A, LLC ("IFA")
 IVP Founders Fund I, L.P. ("FFI")
 Samuel D. Colella ("SDC")
 Reid W. Dennis ("RWD")
 R. Thomas Dyal ("RTD")
 Timothy M. Haley ("TMH")
 Ruthann Quindlen ("RAQ")
 Rebecca B. Robertson ("RBR")
 L. James Strand ("LJS")

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William P. Tai ("WPT")
T. Peter Thomas ("TPT")
Geoffrey Y. Yang ("GY")

Institutional Venture Management VIII, LLC ("IVM") is the General Partner of IVP and the Manager of IIF and IIFA. SDC, RWD, RTD, TMH, RAQ, RBR, LJS, WPT, TPT, & GY are Managing Directors of IVM. SDC, RWD, RAQ, LJS, TPT and GY are General Partners of the General Partner of FFI.

(b) Address of Principal Business Office or, if None, Residence:
3000 Sand Hill Road
Building 2, Suite 290
Menlo Park, CA 94025

(c) Citizenship:
IVP, IF, IFA and FFI: California
SDC, RWD, RTD, TMH, RAQ, RBR, LJS, WPT, TPT, & GY:
United States

(d) Title of Class of Securities:
Common Stock

(e) CUSIP Number: 64110L 10 6

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Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

Not applicable

Item 4. Ownership

See Rows 5 through 11 of cover pages

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following |_|.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Under certain circumstances set forth in IVP and IVM's Limited Partnership Agreements, the General Partners and Limited Partners of each of such funds have the right to receive dividends from, or the proceeds from the sale of, the Common Stock of Issuer owned by each such fund.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

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Item 10. Certification

[The following certification shall be included if the statement is filed pursuant to Rule 13d-1(c):]

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By signing below I certify that, to the best of my knowledge and belief, the securities referral to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

[EXHIBITS]

[A: Joint Filing Statement]

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 27, 2003

INSTITUTIONAL VENTURE PARTNERS VIII, L.P.
By its General Partner, Institutional Venture Management VIII, LLC

IVM INVESTMENT FUND VIII, LLC
By its Manager, Institutional Venture Management VIII, LLC

IVM INVESTMENT FUND VIII-A, LLC
By its Manager, Institutional Venture Management VIII, LLC

IVP FOUNDERS FUND I, L.P.
By its General Partner, Institutional Venture Management VI, L.P.

Timothy M. Haley, Managing Director & General Partner

Samuel D. Colella

Reid W. Dennis

R. Thomas Dyal

Timothy M. Haley

Ruthann Quindlen

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Rebecca B. Robertson

L. James Strand

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William P. Tai

T. Peter Thomas

Geoffrey Y. Yang

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Exhibit A

JOINT FILING STATEMENT

Pursuant to Rule 13d-1(f)(1), we, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of each of us.

Date: January 27, 2003

INSTITUTIONAL VENTURE PARTNERS VIII, L.P.

By its General Partner, Institutional Venture Management VIII, LLC

IVM INVESTMENT FUND VIII, LLC

By its Manager, Institutional Venture Management VIII, LLC

IVM INVESTMENT FUND VIII-A, LLC

By its Manager, Institutional Venture Management VIII, LLC

IVP FOUNDERS FUND I, L.P.

By its General Partner, Institutional Venture Management VI, L.P.

Timothy M. Haley, Managing Director & General Partner

Samuel D. Colella

Reid W. Dennis

R. Thomas Dyal

Timothy M. Haley

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Ruthann Quindlen

Rebecca B. Robertson

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L. James Strand

William P. Tai

T. Peter Thomas

Geoffrey Y. Yang

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