

Edgar Filing: TIVO INC - Form 144

TIVO INC
Form 144
May 20, 2003

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

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: TRANSMIT FOR FILING 3 COPIES OF THIS FORM CONCURRENTLY WITH EITHER PLACING AN ORDER WITH A BROKER TO EXECUTE SALE OR EXECUTING A SALE DIRECTLY WITH A MARKET MAKER.

| | | | | | |
|------|---------------------------------------|-----|----------------|-----|--------------|
| 1(a) | NAME OF ISSUER (PLEASE TYPE OR PRINT) | (b) | IRS IDENT. NO. | (c) | SEC FILE NO. |
| | TiVo Inc. | | 77-0463167 | | 000-27141 |

| | | | | | |
|------|-------------------------------|--------|--------|-------|----------|
| 1(d) | ADDRESS OF ISSUER | STREET | CITY | STATE | ZIP CODE |
| | 2160 Gold Street, PO Box 2160 | | Alviso | CA | 9500 |

| | | | | | | | |
|------|--|-----|----------------|-----|------------------------|-----|---------------------------|
| 2(a) | NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD | (b) | IRS IDENT. NO. | (c) | RELATIONSHIP TO ISSUER | (d) | ADDRESS STREET |
| | RGC International Investors, LDC | | | | None | | Styne House, Dublin 2 Ire |

INSTRUCTION: THE PERSON FILING THIS NOTICE SHOULD CONTACT THE ISSUER TO OBTAIN THE AND THE S.E.C. FILE NUMBER.

| | | | | | | | | | | |
|------|---|-----|--|--|-----|--|----------------------------|--|-------|---|
| 3(a) | Title of the Class of Securities To Be Sold | (b) | Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | SEC USE ONLY ----- Broker-Dealer File Number | (c) | Number of Shares or Other Units To Be Sold (See Instr. 3(c)) | (d) | Aggregate Market Value (See Instr. 3(d)) | (e) | Number of Shares or Other Units Outstanding (See Instr. 3(e)) |
| | Common Stock | | Source Trading 30 Buxton Farm Rd. Suite 135 Stamford, CT 06905 | | | 84,468 | \$541,440 as of 5/19/03 | | 64,12 | |

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INSTRUCTIONS:

1. (a) Name of issuer
- (b) Issuer's I.R.S. Identification Number
- (c) Issuer's S.E.C. File number, if any
- (d) Issuer's address, including zip code
- (e) Issuer's telephone number, including area code

2. (a) Name of person for whose account the securities are to be sold
- (b) Such person's I.R.S. identification number, if such person is an entity
- (c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (d) Such person's address, including zip code

3. (a) Title of the class of securities
- (b) Name and address of each broker or dealer through whom the securities are intended to be sold
- (c) Number of shares or other units to be sold, and the aggregate face amount to be sold
- (d) Aggregate market value of the securities to be sold as of the specified date within 10 days
- (e) Number of shares or other units of debt securities the face amount of which is to be sold in the most recent report or statement of financial condition
- (f) Approximate date on which the securities are to be sold
- (g) Name of each securities exchange on which the securities are intended to be sold

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM SHOULD PRINT THEIR NAMES AND ADDRESSES AT THE BOTTOM OF THIS PAGE TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

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TABLE I -- SECURITIES TO BE SOLD

FURNISH THE FOLLOWING INFORMATION WITH RESPECT TO THE ACQUISITION OF THE SECURITIES TO BE SOLD AND WITH RESPECT TO THE PAYMENT OF ALL OR ANY PART OF THE PURCHASE PRICE OR OTHER CONSIDERATION FOR SUCH SECURITIES.

| Title of the Class | Date you Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired (If gift, also give date donor acquired) | Amount of Securities Acquired |
|--------------------|-------------------|--|--|-------------------------------|
| Common Stock | 8/29/01 | Conversion of 7% Convertible Senior Notes Due 2006 | TiVo Inc. | 84,000 |

INSTRUCTIONS: 1. If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II -- SECURITIES SOLD DURING THE PAST 3 MONTHS

FURNISH THE FOLLOWING INFORMATION AS TO ALL SECURITIES OF THE ISSUER SOLD DURING THE PAST 3 MONTHS.

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BY THE PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE S

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amo Sec |
|---|--------------------------|--------------|------------|
| RGC International Investors, LDC Styne House, Upper Hatch Street Dublin 2 Ireland | Common Stock | | |

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

THE PERSON FOR WHOSE ACCOUNT THE RELATES ARE TO BE SOLD HEREBY REP THAT HE DOES NOT KNOW ANY MATERIA TO THE CURRENT AND PROSPECTIVE OP SECURITIES TO BE SOLD WHICH HAS N

RGC International Investors,
By: Rose Glen Capital Manage
By: RGC General Partn

May 20, 2003

By: /S/ STEVEN B. KATZNELSON

DATE OF NOTICE

By: Steven B. Katznelson
Its: Managing Director

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSION OF FACTS CONSTITUTE FEDERAL CRIMINAL VIOLAT

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