TIVO INC
Form DEF 14A
May 31, 2011

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

SCHEDULE 14A
(RULE 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant x Filed by a Party other than the Registrant o
Check the appropriate box:
o Preliminary Proxy Statement
o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
x Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material Pursuant to §240.14a-12

TIVO INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):
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(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

TiVo Inc.
2160 Gold Street
P.O. Box 2160
Alviso, CA 95002

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON WEDNESDAY, AUGUST 3, 2011

To our Stockholders:

The 2011 Annual Meeting of Stockholders of TiVo Inc., a Delaware corporation, will be held on Wednesday, August 3, 2011, beginning at 10:30 a.m. local time at the offices of Latham & Watkins LLP, 140 Scott Drive, Menlo Park, California. At the meeting, the holders of the Company's outstanding common stock will act on the following matters:

1. Election of two directors to hold office until the 2014 Annual Meeting of Stockholders;
2. Ratification of the selection of KPMG LLP as independent registered public accounting firm of TiVo for its fiscal year ending January 31, 2012;
3. Approval to reserve an additional 5,000,000 shares of our common stock for issuance pursuant to the Amended & Restated 2008 Equity Incentive Award Plan;
4. Approve on a non-binding, advisory basis the compensation of our named executive officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission ("Say-on-Pay");
5. Approve on a non-binding, advisory basis whether a Say-on-Pay vote should occur every one (1) year, every two (2) years, or every three (3) years; and
6. Transaction of any other business as may properly come before the Annual Meeting.

All holders of record of shares of TiVo common stock at the close of business on June 8, 2011 are entitled to vote at the meeting and any postponements or adjournments of the meeting. This notice and the accompanying proxy statement and proxy card are being first mailed to stockholders on or about June 22, 2011.

By order of the Board of Directors,

/s/ Thomas Rogers

Thomas Rogers
Chief Executive Officer and President
Alviso, California
May 31, 2011

ALL STOCKHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING IN PERSON. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE IN ORDER TO ENSURE YOUR REPRESENTATION AT THE MEETING. A RETURN ENVELOPE (WHICH IS POSTAGE PREPAID IF MAILED IN THE UNITED STATES) IS ENCLOSED FOR THAT PURPOSE. EVEN IF YOU HAVE GIVEN YOUR PROXY, YOU MAY STILL VOTE IN PERSON IF YOU ATTEND THE MEETING. PLEASE NOTE, HOWEVER, THAT IF YOUR SHARES ARE HELD OF RECORD BY A BROKER, BANK OR OTHER NOMINEE AND YOU WISH TO VOTE AT THE MEETING, YOU MUST OBTAIN FROM THE RECORD HOLDER A PROXY ISSUED IN YOUR NAME.

TiVo Inc.
2160 Gold Street
P.O. Box 2160
Alviso, CA 95002

PROXY STATEMENT

This proxy statement is being solicited on behalf of the Board of Directors of TiVo Inc. for use at the Annual Meeting of Stockholders of TiVo Inc., including any postponements or adjournments, to be held on Wednesday, August 3, 2011, beginning at 10:30 a.m. at the offices of Latham & Watkins LLP, 140 Scott Drive, Menlo Park, California. This proxy statement and accompanying proxy card are being first mailed to stockholders on or about June 22, 2011.

ABOUT THE MEETING AND VOTING

What is the purpose of the Annual Meeting?

At our 2011 Annual Meeting, stockholders will act upon the matters outlined in the notice of meeting on the cover page of this proxy statement, including the election of two directors, ratification of the selection of the Company's independent auditors, approval to reserve an additional 5,000,000 shares of our common stock for issuance pursuant to the Amended & Restated 2008 Equity Incentive Award Plan, approve on a non-binding, advisory basis the compensation of our named executive officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission ("Say-on-Pay"), approve on a non-binding, advisory basis whether a Say-on-Pay vote should occur every one (1) year, every two (2) years, or every three (3) years, and any other business as may properly come before the meeting.

Who is entitled to vote at the meeting?

Only stockholders of record at the close of business on June 8, 2011, the record date for the meeting, are entitled to receive notice of and to participate in the 2011 Annual Meeting. If you were a stockholder of record as of the close of business on that date, you will be entitled to vote all of the shares that you held on that date at the meeting, or any postponements or adjournments of the meeting.

What are the voting rights of the holders of TiVo common stock?

Each outstanding share of TiVo common stock will be entitled to one vote on each matter considered at the meeting.

Who can attend the meeting?

Subject to space availability, all stockholders as of the record date, or their duly appointed proxies, may attend the meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Please also note that if you hold your shares in "street name" (that is, through a broker or other nominee), you will need to bring a copy of a brokerage statement reflecting your stock ownership as of the record date. Please also see "How do I vote?" for instructions on voting at the annual meeting if you hold your shares in "street name."

What constitutes a quorum?

The presence at the meeting, in person or by proxy, of the holders of a majority of the aggregate voting power of the common stock outstanding as of the close of business on the record date, which is June 8, 2011, will constitute a quorum, permitting the meeting to conduct its business. At the close of business on May 16, 2011, there were 119,219,797 shares of our common stock outstanding and entitled to vote. Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of shares of common stock considered to be present at the meeting.

How do I vote?

If you complete and properly sign the accompanying proxy card and return it to the Company, it will be voted as you direct. If you are a registered stockholder and attend the meeting, you may deliver your completed proxy card in person. "Street name" stockholder, who wish to vote at the meeting will need to obtain a proxy form from the institution that holds their shares.

Can I change my vote after I return my proxy card?

Yes. Even after you have submitted your proxy, you may revoke or change your vote at any time before the proxy is

exercised by filing with the Corporate Secretary of the Company at our principal executive office, 2160 Gold Street, P.O. Box 2160, Alviso, CA 95002, a written notice of revocation or a duly executed proxy bearing a later date, or it may be revoked by attending the meeting and voting in person. Attendance at the meeting will not, by itself, revoke a proxy.

What are the Board of Director's recommendations?
Unless you give other instructions on your proxy card, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of the Board. The Board's recommendation is set forth together with the description of each item in this proxy statement. In summary, the Board recommends a vote:

for the election of two directors to hold office until the 2014 Annual Meeting of Stockholders (see Proposal 1);

for ratification of the selection of KPMG LLP as independent registered public accounting firm for TiVo for its fiscal year ending January 31, 2012 (see Proposal 2);

for approval to reserve an additional 5,000,000 shares of our common stock for issuance pursuant to the Amended & Restated 2008 Equity Incentive Award Plan (see Proposal 3);

for approval on a non-binding, advisory basis the compensation of our named executive officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission ("Say-on-Pay") (see Proposal 4); and

for approval on a non-binding, advisory basis that a Say-on-Pay vote should occur every three (3) years (see Proposal 5).

With respect to any other business that properly comes before the meeting, the proxy holders will vote as recommended by the Board or, if no recommendation is given, in their own discretion.

What vote is required to approve each item?
All votes will be tabulated by the Inspector of Elections appointed for the meeting, who will separately tabulate affirmative and negative votes, abstentions, and broker non-votes. Any proxy which is returned using the form of proxy enclosed and which is not marked as to a particular item will be voted in accordance with the recommendations of the Board. With respect to any other business that properly comes before the meeting, the proxy holders will vote as recommended by the Board or, if no recommendation is given, in their own discretion, as the case may be with respect to the item not marked. We believe that the tabulation procedures to be followed by the Inspector of Elections are consistent with the general statutory requirements in Delaware concerning voting of shares and determination of a quorum.

Election of Directors. The affirmative vote of a plurality of the votes cast at the meeting is required for the election of directors. A properly executed proxy marked “Withhold authority” with respect to the election of one or more directors, and any broker non-votes, will not be voted with respect to the director or directors indicated, although it will be counted for purposes of determining whether there is a quorum.

Approval to Reserve Additional Shares Pursuant to the Amended & Restated 2008 Equity Incentive Award Plan. The affirmative vote of a majority of the total votes cast on the proposal is required to approve the reservation of 5,000,000 additional shares of our common stock for issuance pursuant to the Amended & Restated 2008 Equity Incentive Award Plan (the “2008 Equity Incentive Award Plan”). A properly executed proxy marked “Abstain” with respect to the reservation of additional shares for the 2008 Equity Incentive Award Plan, and any broker non-votes, will have the same effect as a vote against the proposal unless holders of more than 50% in interest of all securities entitled to vote on the proposal cast votes, in which event abstentions and broker non-votes will not be counted as votes cast on such matter, although they will be counted for purposes of determining whether there is a quorum.

Advisory Vote on the Compensation of Named Executive Officers. An affirmative vote from the majority of the shares of common stock entitled to vote and represented, in person or by proxy, at the meeting is necessary to approve, on an advisory basis, the compensation of our named executive officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities Exchange Commission ("Say-on-Pay"). Because your vote is advisory, it will not be binding on the Board, the Compensation Committee or the Company. However, the Board will review the voting results and take them into consideration when making future decisions about executive compensation. Abstentions have the same effect as a vote against this proposal. Broker non-votes will have no effect on the outcome of this proposal.

Advisory Vote on the Frequency of Future Advisory Votes on the Compensation of Named Executive Officers. You may vote to approve, on an advisory basis, the frequency of a Say-On-Pay vote every 1 year, every 2 years or every 3 years, or you may abstain from voting on this proposal. Our Board has recommended that a vote in favor of every 3 years to hold a Say-on-Pay vote. Because your vote is advisory, it will not be binding on the Board, the Compensation Committee or the Company.

However, the Board will review the voting results and take them into consideration when determining the frequency of a Say-on-Pay vote. Abstentions and broker non-votes will have no effect on the outcome of this proposal.
Other Items. For each other item, the affirmative vote of the holders of a majority of the shares represented in person or by proxy and entitled to vote on the item will be required for approval at which a quorum is present as is required under Delaware law for approval of proposals presented to stockholders. In general, Delaware law also provides that a quorum consists of a majority of the shares present in person or represented by proxy. A properly executed proxy marked “Abstain” with respect to such matter will not be voted, although it will be counted for purposes of determining whether there is a quorum. Accordingly, an abstention will have the effect of a negative vote.
If you hold your shares in “street name” through a broker or other nominee, your broker or nominee may not be permitted to exercise voting discretion with respect to some of the matters to be acted upon. Thus, if you do not give your broker or nominee specific instructions, your shares may not be voted on those matters and will not be counted in determining the number of shares necessary for approval. Share represented by such “broker non-votes” will, however be count in determining whether there is a quorum.
In the past, if you held your shares in street name and you did not indicate how you wanted to vote those shares in the election of directors, your bank or broker was allowed to vote those shares on your behalf as they felt appropriate. Due to recent regulations changes, your bank or broker no longer has the ability to vote your uninstructed shares in the election of directors on a discretionary basis. Broker non-votes will not be counted as votes cast for or against the election of directors and will have no effect on the result of the vote.
There is no statutory or contractual right of appraisal or similar remedy available to those stockholders who dissent from any matter to be acted upon.

Who pays for the solicitation of proxies?
We will bear the entire cost of solicitation of proxies including preparation, assembly, printing, and mailing of this proxy statement, the proxy card, and any additional information furnished to stockholders. Copies of solicitation materials will be furnished to banks, brokerage houses, fiduciaries, and custodians holding in their names shares of common stock beneficially owned by others to forward to such beneficial owners. We may reimburse persons representing beneficial owners of common stock for their costs of forwarding solicitation materials to such beneficial owners. Original solicitation of proxies by mail may be supplemented by telephone, telegram, or personal solicitation by our directors, officers, or other regular employees. No additional compensation will be paid to our directors, officers, or other regular employees for such services.
In addition, we have retained MacKenzie Partners, Inc., 105 Madison Avenue, New York, NY, 10016, to aid in the solicitation of proxies by mail, telephone, facsimile, e-mail and personal solicitation and will request brokerage houses and other nominees, fiduciaries and custodians to forward soliciting materials to beneficial owners of our common stock. For these services, we will pay MacKenzie Partners, Inc. a fee of $30,000, plus expenses.
Is my vote confidential?
Proxies, ballots, and voting tabulations are handled on a confidential basis to protect your voting privacy. Information will not be disclosed except as required by law.
How do I find out the voting results?
Preliminary voting results will be announced at the meeting and final voting results will be published in our Current Report on Form 8-K within four business days following the annual meeting. We will file this current report with the Securities and Exchange Commission (“SEC”). After the Form 8-K is filed, you may obtain a copy by:
- visiting our website; or
- contacting our Investor Relations department at (408) 519-9677.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting To Be Held on August 3, 2011.
This Proxy Statement and the 2011 Form 10-K are available on the Internet at: http://www.tivo.com/2011proxy.

PROPOSAL 1

ELECTION OF CLASS III DIRECTORS

Our Amended & Restated Certificate of Incorporation and Amended and Restated Bylaws provide that the Board of Directors shall be divided into three classes, with each class having a three-year term. Subject to certain limited exceptions, vacancies on the Board may be filled only by persons elected by a majority of the remaining directors. A director elected by the Board to fill a vacancy (including a vacancy created by an increase in the number of directors) shall serve for the remainder of the full term of the class of directors in which the vacancy occurred and until such director's successor is elected and qualified.

The Board has selected two Class III director nominees to be re-elected at the 2011 Annual Meeting of Stockholders. All of the nominees for election to this class are currently directors of TiVo. The term of office of each person elected as a director at this meeting will continue until the 2014 Annual Meeting or until the director's successor has been duly elected or appointed and qualified, or until such director's earlier death, resignation, or removal. Mr. Uva, a Class III director, was not re-nominated to stand for re-election and his term will end as of the date of the 2011 Annual Meeting of Stockholders. As a result, the Board has closed his seat effective as of the date of the 2011 Annual Meeting of Stockholders such that no vacancy on the Board shall exist.

Directors are elected by a plurality of the votes present in person or represented by proxy and entitled to vote at the meeting. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the two nominees named below. In the event that any nominee should be unavailable for election as a result of an unexpected occurrence, such shares will be voted for the election of such substitute nominee as the Board may propose. Each person nominated for election has agreed to serve if elected, and management and the Board have no reason to believe that any nominee will be unable to serve. There are no family relationships among any of the directors, director nominees, or executive officers of TiVo.

The names of the nominees, their ages as of May 1, 2011 and certain other information about them are set forth below:
Thomas Rogers

Age:	56
Director Since:	2003
Class/Expiration:	Class III/2011
Committee:	None
Principal Occupation:	President and Chief Executive Officer, TiVo Inc. since July 2005; Vice Chairman of TiVo from October 2004 to July 2005; Chairman of TRget Media, a media industry investment and operations advisory firm, from July 2003 to present; Senior Operating Executive for media and entertainment for large private equity firm Cerberus Capital Management from 2004 until July 2005; Chairman of the Board of Teleglobe International Holdings, Ltd. (NASDAQ:TLGB), a provider of international voice, data, internet, and mobile roaming services, from November 2004 to February 2006; Chairman and CEO of Primedia, Inc. (NYSE:PRM), a print, video, and online media company, from October 1999 until April 2003;, and President of NBC Cable and Executive Vice President, among other positions, at National Broadcasting Company, Inc., a television broadcast company, from January 1987 until October 1999.
Other Directorships:	Vice Chairman (previously, Acting Chairman) of the Board of SuperMedia, formerly Idearc Inc., which filed for bankruptcy in 2009 (NYSE: SPMD) since November 2006; formerly Chairman of the Board of Teleglobe International Holdings, Ltd. (NASDAQ: TLGB) from November 2004 to February 2006; formerly Chairman of the Board and Chief Executive Officer of Primedia, Inc. (NYSE:PRM), a print, video, and online media company, from October 1999 to April 2003.
Qualifications:	Mr. Rogers's qualifications for election to the Board include his extensive leadership and business experience as exemplified by his years of experience as a senior executive in the media, entertainment and technology industries including with Primedia, NBC (including his role in the founding of CNBC and MSNBC), and Cerberus Capital Management as a senior operating executive for media and entertainment as well as his in-depth knowledge of TiVo's business, strategy and management team, and his participation on our Board and other public company boards.

J. Heidi Roizen

Age:	53
Director Since:	2009
Class/Expiration:	Class III/2011
Committee:	Compensation Committee, Chair; Nominating and Governance Committee; and Strategy Committee.
Principal Occupation:	Professor, Technology Ventures Program at Stanford University's Management Science and Engineering Department since January 2011; Chief Executive Officer, Skinny Little Things LLC (SkinnySongs), a motivational music company, since January 2008; from 1997 to 2007, Managing Director of Mobius Venture Capital, a technology venture fund with $2 billion under management.
Other Directorships:	Yellow Pages Group (TSX YLO.UN) of Montreal, Canada from August 2009 until May 2011; formerly on the board of Online Resources, Inc. (NASDAQ: ORCC) from July 2008 to May 2009; Prysm, Inc., a private company, since March 2011.
Qualifications:	Ms. Roizen's qualifications for election to the Board include her leadership skills gained from her experience as a CEO of a consumer software company and a media company as well as leadership roles in leading trade associations in the venture and software industries, her business experience working with high growth technology companies, including as an executive at Apple leading developer relations initiatives, as an entrepreneur, and as a venture capital investor, as well as her participation on public company boards, including our Board and her role as Chair of the Compensation Committee.

THE BOARD OF DIRECTORS RECOMMENDS
A VOTE IN FAVOR OF EACH NAMED NOMINEE IN PROPOSAL 1

DIRECTORS NOT STANDING FOR ELECTION WHOSE TERMS DO NOT EXPIRE IN 2011

The members of the Board whose terms or directorships do not expire at the 2011 Annual Meeting and who are not standing for election at this year's Annual Meeting are set forth below:

Peter Aquino

Age:	50
Director Since:	2010
Class/Expiration:	Class I / 2012
Committee:	Audit Committee.
Principal Occupation:	Chairman, Chief Executive Officer and President of Primus Telecommunications Group, Incorporated (PMUG.OB on OTC BB), an integrated facilities-based communications services provider, since November 2010; President and Chief Executive Officer of RCN Corporation, an all digital cable television service provider, from December 2004 to August 2010.
Other Directorships:	Primus Telecommunications, Inc. since November 2010.
Qualifications:	Mr. Aquino's qualifications for election to our Board include his leadership skills and years of executive experience working in the cable and telecommunications business. Under Mr. Aquino's leadership, RCN was built into an all digital HDTV cable MSO in five major cities, launched one of the first TiVo/MSO partnerships, and created an advanced fiber-based commercial network through organic and acquisition strategies. Mr. Aquino led the company from emergence of bankruptcy to an ultimate sale in 2010. Prior to joining RCN, Mr. Aquino was Senior Managing Director of Communications Technology Advisors LLC, focused on restructuring telecom and media companies from 2001 to 2004. Prior to that, Mr. Aquino was the COO of the first triple play companies in Latin America - designing, building, and operating an integrated cable TV and CLEC throughout nine major cities in Venezuela from 1995 and 2000. Mr. Aquino began his career at Bell Atlantic (now Verizon) in 1983 and has over 25 years of telecom/cable operating experience. Mr. Aquino currently serves as a director of United Way of America and is a graduate of Montclair State College and has an MBA from George Washington University.

William Cella

Age:	61
Director Since:	2009
Class/Expiration:	Class II/2013
Committee:	Compensation Committee.
Principal Occupation:	Chairman and Chief Executive Officer of The Cella Group LLC, a media, marketing and sales consulting firm, since March 2008; from July 2002 until March 2008 Chairman and Chief Executive Officer of MAGNA Global Worldwide, a unique media negotiation, research and programming unit of the Interpublic Group of Companies.
Other Directorships:	Crown Media Holdings, Inc. (NASDAQ GM: CRWN).
Qualifications:	Mr. Cella's qualifications for election to our Board include his leadership skills and years of experience in media negotiation, programming creation and branded content reflected in his extensive experience in network, cable and syndicated television, including being inducted into the Broadcasting and Cable Hall of Fame in 2007, as well as his participation on our Board and on our Audit Committee.

Jeffrey T. Hinson	
Age:	56
Director Since:	2007
Class/Expiration:	Class II/2013
Committee:	Audit Committee, Chair; Strategy Committee.
Principal Occupation:	President of YouPlus Media, L.L.C. since June 2009; President and CEO of Border Media Partners from July 2007 to July 2009; Financial Consultant from January 2006 until June 2007; Executive Vice President and Chief Financial Officer of Univision Communications, a Spanish language media company, from March 2004 to June 2005 and consultant to Univision Communications from June 2005 until December 2005; Senior Vice President and Chief Financial Officer of Univision Radio, the radio division of Univision Communications, from September 2003 to March 2004.
Other Directorships:	Live Nation Entertainment (NYSE: LYV); Windstream Corporation (NYSE: WIN).
Qualifications:	Mr. Hinson's qualifications for election to the Board include his extensive financial and accounting experience. Through his current service on the audit committees of three public companies and his prior service as a chief financial officer of two public companies, Mr. Hinson has deep experience in overseeing financial reporting processes, internal accounting and financial controls, independent auditor engagements, and the other functions of an audit committee of a public company. The Board has also determined that Mr. Hinson qualifies as an “audit committee financial expert,” as defined by the rules of the Securities and Exchange Commission (“SEC”). Additionally, the Board values Mr. Hinson's experience as a board member on other telecommunications and media industry boards as well as his continued role as member of our Board, Chairman of our Audit Committee and his past participation on our Pricing Committee.

Thomas Wolzien Age:	64
Director Since:	2007
Class/Expiration:	Class I/2012
Committee:	Lead Independent Director; Nominating and Governance Committee, Chair; and Strategy Committee.
Principal Occupation:	Chairman of Wolzien LLC since July 2005; prior to July 2005 Senior Media Analyst (sell-side) at Sanford C. Bernstein & Co., LLC, the sell-side research unit of AllianceBernstein L.P.
Other Directorships:	None.
Qualifications:	Mr. Wolzien's qualifications for election to the Board include his leadership skills and lengthy service in the broadcasting industry and as a sell-side media analyst, his experience providing consulting and advisory services to leading companies in the media and communications industries as Chairman of Wolzien LLC, as an independent inventor with multiple patents in media and interactive television, as well as his participation on our Board including as Lead Independent Director, the Audit Committee, the Nominating and Governance Committee, and the Strategy Committee.

DIRECTOR NOT STANDING FOR ELECTION WHOSE TERM IS EXPIRING IN 2011

The member of the Board whose term or directorship does expire at the 2011 Annual Meeting and who is not up for re-election at this year's Annual Meeting is set forth below:

Joseph Uva

Age:	55
Director Since:	2004
Class/Expiration:	Class III/2011
Committee:	Compensation Committee.
Principal Occupation:	Chief Executive Officer, Univision Communications, Inc., a Spanish language media company, from April 2007 to April 2011; President and Chief Executive Officer of OMD Worldwide, a media communications firm, from January 2002 to March 2007.
Other Directorships:	Univision Communications, Inc. (NYSE: UVN) from April 2007 to April 2011.
Qualifications:	Mr. Uva's qualifications for election to the Board include his leadership and business expertise as exemplified by his extensive experience as CEO of media and communications companies including Univision Communications and OMD Worldwide, as well as his participation on our Board and on our Compensation Committee.

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE GUIDELINES

We have adopted corporate governance guidelines titled "Corporate Governance Guidelines of TiVo Inc." which are available at www.tivo.com by first clicking "About us", then "Investor Relations," and then "Corporate governance." These guidelines were adopted by the Board to best ensure that the Board is independent from management, that the Board adequately performs its function as the overseer of management, and to enhance the accountability of the Board to our stockholders. We recently updated our corporate governance guidelines in May 2011 to reflect the fact that the Board appointed Thomas Wolzien as Lead Independent Director in December 2010.

SHAREHOLDER RIGHTS PLAN

We currently have a Shareholder Rights Plan (the "Rights Plan"), originally enacted on January 16, 2001 and most recently amended by us on December 16, 2010 (the "Amendment"). At the time of the Amendment, we were engaged in litigation with EchoStar Communications Corporation ("EchoStar") and the Amendment served to extend the expiration date of the Rights Plan from January 9, 2011 to the close of business on the date that was six months after the date that a final, non-appealable order or judgment was entered in connection with such litigation fully resolving all outstanding material issues and any judgment(s) that may be executed thereon. On April 29, 2011, as previously disclosed, we entered into a settlement and patent license with EchoStar to resolve such litigation between us and for $500 million to be paid to us by EchoStar. As such, our Rights Plan will, by its terms, now expire on October 29, 2011.

DIRECTOR INDEPENDENCE

The Board makes an annual determination of independence as to each Board member under the current standards for "independence" established by NASDAQ Global Market ("NASDAQ"). In March 2011, the Board determined that all of its directors, except Mr. Rogers, TiVo's Chief Executive Officer, are independent under these standards, comprising Messrs. Aquino, Cella, Hinson, Uva, and Wolzien, and Ms. Roizen. In evaluating the independence of these Board members, our Board considered any new transactions which may have occurred between us and any of these Board members (or any parties related to these Board members) since last year's determination of independence and considered the fact that Mr. Aquino, who originally came to the attention of the Board as the Chief Executive Officer of RCN but who is now no longer affiliated with RCN, a current television service provider customer of TiVo, was originally recommended for appointment to the Board by our Chief Executive Officer.

DIRECTOR NOMINATING PROCESS

The Nominating and Governance Committee considers candidates for director nominees proposed by Directors, the Chief Executive Officer, and security holders. The Committee may also retain recruiting professionals to identify and evaluate candidates for director nominees.

The Committee evaluates all aspects of a candidate's qualifications in the context of the needs of the Company with a view to creating a Board with a diversity of experience and perspectives. As set forth in accordance with the Nominating and Governance Committee's charter, the same evaluating procedures apply to all candidates for director nomination, including candidates submitted by security holders. Among a candidate's qualifications and skills considered important are personal and professional integrity, ethics, and values; a commitment to representing the long-term interests of security holders; experience in corporate management, such as serving as an officer or former officer of a publicly held company; experience and/or academic expertise in the Company's industry and with relevant social policy concerns; experience as a board member of another publicly held company; and practical and mature business judgment. The Committee gives consideration to a wide range of diversity factors as a matter of practice when evaluating candidates to the Board and incumbent directors, but the Committee does not have a formal policy regarding Board diversity.

The Nominating and Governance Committee will consider prospective candidates nominated by security holders, in accordance with the Company's Amended & Restated Bylaws and its Amended & Restated Certificate of Incorporation, if the name(s) and supporting information are submitted by certified or registered mail to: Corporate Secretary, TiVo Inc., 2160 Gold St., P.O. Box 2160, Alviso, CA 95002. Any stockholder who desires to recommend a candidate for nomination to the Board who would be considered for election at the Company's 2012 Annual Meeting is strongly encouraged to do so no later than the date stockholder proposals meeting the requirements of SEC Rule

14a-8 are due. See “Stockholder Proposals for 2012 Annual Stockholders' Meeting.”

SECURITY HOLDER COMMUNICATIONS WITH THE BOARD

Security holders may contact the Board regarding bona fide issues or questions about TiVo by mail, facsimile, or e-mail, addressed as follows: Board of Directors, or individual director, c/o Corporate Secretary, 2160 Gold St., P.O. Box 2160, Alviso, CA 95002; or by Fax: (408) 519-3304; or by e-mail: Board@tivo.com. The Corporate Secretary periodically will forward such communications or provide a summary to the Board or the relevant members of the Board.

CODE OF CONDUCT

We have adopted a code of conduct that applies to all our directors, officers, and employees, including our Chief Executive Officer, Chief Financial Officer, Treasurer and Controller, as required by applicable securities laws, rules of the SEC, and the applicable NASDAQ listing standards. This code of conduct is posted on our Website located at www.tivo.com. The code of conduct is available at www.tivo.com by first clicking “About us”, then “Investor Relations,” then “Corporate governance” and finally click on “Code of Conduct.”

Board Leadership Structure

In December 2010, the Board appointed Mr. Wolzien as Lead Independent Director to work with our Chief Executive Officer in setting the agenda of Board meetings and to focus on the development and maintenance of governance practices that support the Board in meeting a high level of performance with regards to the duties of members of the Board, including leading executive sessions of the Board's independent directors. The Company's Corporate Governance Guidelines state that the Company has no fixed policy on whether the roles of chairman of the board and chief executive officer should be separate or combined, with this decision being made by the Board based on the best interests of the Company considering the circumstances at the time. Currently, the Board does not have a designated chairman although the roles are functionally combined with our chief executive officer, Mr. Rogers, managing those duties, including Board agendas, schedules, and meetings. Mr. Rogers, who is responsible for the day-to-day operation of the Company, possesses a detailed and in-depth knowledge of the issues, opportunities and challenges facing the Company. Mr. Rogers is best positioned to efficiently manage the process for creating board agendas. Additionally, each Committee of the Board has a standing position on the Board's agendas to report its activities and its concerns, if any, to the full Board. The Committee chairs have regular contact with the CEO and there are frequent operational and strategy updates between Board members and management which ensure the kind of direct flow of information and input between the Board and management that keeps the Board's time and attention focused on the most critical matters impacting the efficient execution of the Company's strategic plans. The Board believes that its independent, non-management directors, which currently make-up six of seven directors, provide a range of strong and independent views and opinions and sufficiently balance the governance needs of the Company. In addition, the Company's non-management directors meet in periodic executive sessions without any members of management present. The purpose of these executive sessions is to promote open and candid discussion among the non-management directors. While the Board believes this approach has appropriately and effectively complemented the lack of a designated chairman of the Board, the Board may review the lack of a designated chairman in the future to evaluate alternative structures.

Board Involvement in Risk Oversight and Risk Assessment of Compensation Practices

Day-to-day management of risk is the direct responsibility of the Company's chief executive officer and the senior leadership team. The Board has oversight responsibility for managing risk at the Company, focusing on the adequacy of the Company's risk management and risk mitigation processes. The Board recognizes that an important part of its responsibilities is to evaluate the Company's exposure to risk and to monitor the steps management has taken to assess and control risk. For example, at each Board meeting, management provides the Board with updates on the Company's strategic and operational plans for the year including its execution of operational and strategic priorities, such as research and development initiatives, on-going litigations, and potential business deals as well as risks presented by current business strategy, competition, government regulations, general industry trends including the disruptive impact of technological change, capital structure and allocation, and mergers and acquisitions. In addition to the discussion of risk at the Board level in connection with these strategic and operational areas, the Board's standing committees also focus on risk exposure as part of their on-going responsibilities. As such, our Audit Committee focuses on oversight of financial risks relating to the company, including financial reporting and disclosure risks. As part of the Audit Committee's duties, it receives reports, including quarterly updates, on our annual risk assessment performed by our internal audit team in connection with the development of a plan for an evaluation of the effectiveness of our internal control over financial reporting, which is subject to the review and approval of the Audit Committee. Our internal audit team prepares these risk assessments by conducting quantitative and qualitative risk assessment to identify individual process and enterprise-wide financial reporting risks. In addition, our Nominating & Governance Committee focuses on reputational and corporate governance risks relating to our Company; and our Compensation Committee focuses primarily on risks relating to remuneration of our officers and employees.

In setting compensation, the Compensation Committee reviewed with management the Company's compensation policies and practices for employees as they relate to risk management and, based upon this review, the Company believes that any risks arising from such policies and practices are not reasonably likely to have a material adverse effect on the Company in the

future.
Specifically, the Company believes that the elements of the Company's compensation program do not encourage unnecessary or excessive risk-taking. Base salaries are fixed in amount and thus do not encourage risk taking. While Company annual bonus program and sales commission plans focus on achievement of short-term or annual goals, and short-term or annual goals may encourage the taking of short-term risks at the expense of long-term results, given the sales employees' other compensation opportunities and the Company's internal control procedures, the Compensation Committee and management believe that the annual bonus program and sales commission plans appropriately balance risk and the desire to focus certain employees on specific short-term goals important to the Company's success.
A significant proportion of the compensation provided to the Company's executives, and a material amount of the compensation provided to other employees, is in the form of long-term equity awards that are important to help further align employee interests with those of the Company's stockholders. The Company does not believe that these awards encourage unnecessary or excessive risk taking because the ultimate value of the awards is tied to the Company's stock price, and because awards are staggered and subject to long-term vesting schedules to help ensure that employees have significant value tied to long-term stock price performance.

This Proxy Statement, including the preceding paragraphs, contains forward-looking statements. The Company has based these forward-looking statements largely on the Company's current expectations and projections about future events. Forward-looking statements contained in this Proxy Statement should be considered in light of the many uncertainties that affect the Company's business and specifically those factors discussed from time to time in the Company's public reports filed with the SEC, such as those discussed under the heading, “Risk Factors,” in the Company's most recent Annual Report on Form 10-K, and as may be updated in subsequent SEC filings.

MEETINGS AND COMMITTEES OF THE BOARD
THE BOARD
Each director is expected to devote sufficient time, energy and attention to ensure diligent performance of his duties and to attend all Board and applicable committee meetings. The Board met 9 times during the fiscal year ended January 31, 2011. Each director attended at least 75% of all Board and applicable committee meetings during fiscal year 2011, except Joseph Uva. Our policy is to encourage our Board members to attend each annual meeting of stockholders, and one Board member attended our 2010 Annual Meeting.
THE COMMITTEES
The Board has the following five standing committees: (1) Audit; (2) Compensation; (3) Nominating and Governance; (4) Strategy; and (5) Technology. The primary functions of each committee and its current members are described below. The Board previously had a Pricing Committee, but dissolved the Pricing Committee in March 2011. The composition of the committees for fiscal year 2012 is presented in the table below. Each of these committees has a written charter approved by the Board. The Board has affirmatively determined that each director who currently serves on the Audit, Compensation, Nominating and Governance, and Strategy Committees is independent, as the term is defined by applicable NASDAQ listing standards and SEC rules. A copy of each of our written committee charters can be found at www.tivo.com by first clicking “About us”, then “Investor Relations,” and then “Corporate governance.”
Audit Committee. The Audit Committee is responsible for, among other things, making recommendations to the Board regarding the engagement of our independent registered public accounting firm, reviewing with the independent registered public accounting firm, the plans and results of the audit engagement, approving professional services provided by the independent registered public accounting firm, and reviewing the adequacy of our internal control and financial reporting. The Audit Committee is currently composed of three outside directors who are not our officers or employees. The Audit Committee met 10 times during fiscal year 2011. For fiscal year 2012, the Chair of the Audit Committee is Mr. Hinson and the other current members are Messrs. Aquino and Wolzien. The Board has determined that each member of the Audit Committee meets the independence and financial experience requirements under both SEC and NASDAQ rules. In addition, the Board has determined that Mr. Hinson is an “audit committee financial expert” as defined by SEC rules. The Audit Committee has a written charter available at www.tivo.com by

first clicking “About us”, then “Investor Relations,” and then “Corporate governance”.
Compensation Committee. The Compensation Committee is responsible for determining salaries and incentive compensation for our directors and executive officers and for administering our stock plans. The Compensation Committee met 7 times during fiscal year 2011. For fiscal year 2012, the current Chair of the Compensation Committee is Ms. Roizen and the

other current members are Messrs. Uva and Cella. The members of our Compensation Committee are “independent” as required by the listing requirements of NASDAQ. For further discussion of the process and procedures for the consideration and determination of executive and director compensation, see “Compensation Discussion & Analysis.”
Nominating and Governance Committee. The Nominating and Governance Committee was established by the Board in November 2002 for the purpose of, among other things, (i) making recommendations to the Board regarding candidates for membership on the Board and regarding the size and composition of the Board, (ii) establishing procedures for the nomination process, and (iii) reviewing matters related to our corporate governance. The Nominating and Governance Committee did not meet during fiscal year 2011. For fiscal year 2012, the current Chair of the Nominating and Governance Committee is Mr. Wolzien and the other current member is Ms. Roizen. The members of our Nominating and Governance Committee are “independent” as required by the listing requirements of NASDAQ.
Strategy Committee. The Strategy Committee is authorized and directed by the Board to oversee the strategic planning process that management is responsible for, including the identification and setting of strategic multi-year goals and expectations, material business and product initiatives of the Company, and strategic financial and capital market activities of the Company. The Strategy Committee met 8 times during fiscal year 2011. For fiscal year 2012, the current members of the Strategy Committee are Messrs. Wolzien, Hinson, and Ms. Roizen.
Technology Committee. The Technology Committee is responsible for, among other things, making recommendations to the Board regarding intellectual property assets of the Company, future technological developments, and the integration with or acquisition of third party technology. The Technology Committee is composed of two directors. The Technology Committee did not meet during fiscal year 2011. For fiscal year 2012, there is no current Chair of the Technology Committee and the current member is Mr. Wolzien.
The following table sets forth the composition of the Board's standing committees for fiscal year 2012 as well as the number of meetings for each standing committee during fiscal year 2011:

Composition of Board's Standing Committees for Fiscal Year 2012

Name of Director	Audit	Compensation	Nominating and Goverance	Technology	Strategy
Independent Directors					
Pete Aquino	M				
William Cella		M			
Jeffrey T. Hinson	C				M
J. Heidi Roizen		C	M		M
Joseph Uva		M			
Thomas Wolzien (L)	M		C	M	M
Employee Director					
Thomas Rogers					
Former Directors					
Randy Komisar (1)			C	M	
David M. Zaslav (2)		M			
Number of Meetings in Fiscal Year 2011	10	7	—	—	8

M = Committee member; C = Chair
L = Lead Independent Director

(1) Mr. Komisar left TiVo's Board of Directors on 12/31/10.
(2) Mr. Zaslav left TiVo's Board of Directors on 8/4/10.
COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The members of our Compensation Committee are Messrs. Uva and Cella and Ms. Roizen. None of the current members of our Compensation Committee is currently or has been, at any time since its formation, an officer or employee. No member of the Compensation Committee has any relationship with the Company requiring disclosure under Item 404 or Item 407(e)(4)(iii) of SEC Regulation S-K.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

In accordance with TiVo's Audit Committee Charter, all related-party transactions between TiVo and any of its officers, directors, or principal stockholders, are approved by the Audit Committee or a majority of the independent and disinterested members of the Board, are on terms no less favorable to TiVo than could be obtained from unaffiliated third parties, and are in connection with bona fide business purposes. For a discussion of other transactions with related-parties described elsewhere, see the headings “Executive Compensation and Other Information-Compensation Discussion and Analysis-Severance and Change of Control Payments” and “Executive Compensation and Other Information-Employment, Severance, and Change of Control Agreements.”

Directors and Executive Officers.

We have entered into indemnity agreements with substantially all of our directors and officers that provide, among other things, that TiVo will indemnify these persons, under circumstances and to the extent provided for therein, for expenses, damages, judgments, fines and settlements he or she may be required to pay in actions or proceedings to which he or she is or may be a party by reason of his or her position as a director, officer or employee, and otherwise to the full extent permitted under Delaware law, TiVo's Amended & Restated Bylaws, and TiVo's Amended & Restated Certificate of Incorporation.

EXECUTIVE COMPENSATION AND OTHER INFORMATION

COMPENSATION DISCUSSION AND ANALYSIS

The following discussion and analysis contains statements regarding individual and company performance targets and goals used in setting compensation for our named executive officers. These targets and goals are disclosed in the limited context of the Company's compensation programs and should not be understood to be statements of management's future expectations or estimates of future results or other guidance. The Company specifically cautions investors not to apply these statements to other contexts.

Overview of Compensation Program

The Compensation Committee of the Board has responsibility for establishing and monitoring adherence with the Company's compensation philosophy. Our Compensation Committee reviews and recommends for approval by the Company's Board all compensation, both cash and equity, to be paid to our named executive officers. The Committee ensures that the total compensation paid to its named executive officers is fair as well as competitive. This section discusses the principles underlying the Company's executive compensation policies and decisions. It provides qualitative information regarding how compensation is awarded to and earned by the Company's named executive officers and places in context the data presented in the tables and narrative that follows.

The Company's named executive officers, based on the Company's fiscal year ended January 31, 2011, also referred to as the Company's fiscal year 2011 or FY11, include:

- Thomas Rogers, President and Chief Executive Officer;
- Anna Brunelle, Vice President and Chief Financial Officer;
- James Barton, Senior Vice President, Chief Technology Officer;
- Jeffrey Klugman, Senior Vice President and General Manager of Products and Revenue; and
- Matthew Zinn, Senior Vice President, General Counsel and Chief Privacy Officer.

Executive Summary of FY11 Named Executive Officer Compensation

In fiscal year 2011, we continued to make important progress in executing our strategic plan with regards to our television operator business both domestically and internationally and our domestic consumer product offering. We executed important strategic distribution agreements for new products and services with new domestic and foreign television operators. We continued to actively pursue our intellectual property protection and enforcement activities with significant successes

including the successful completion of the USPTO's re-examination of the Time Warp patent. However, even with this progress in these important areas, we experienced the challenge of continued Court of Appeals deliberation in the EchoStar case and the Company's financials in fiscal year 2011 did not fully meet its initial budget expectations as the Company increased its investment towards gaining broader distribution of its products and services with its current and future domestic and foreign distribution partners and further reallocated resources towards research and development and intellectual property enforcement/defense as fiscal year 2011 progressed. The Committee's fiscal year 2011 compensation decisions with respect to performance-based compensation reflect these facts. The initial fiscal year 2011 corporate performance goals as originally set by the Board were underachieved or not met resulting in reduced bonuses for the named executive officers, while strong individual performance continued to be rewarded. The Committee awarded a mix of restricted stock and stock options to our named executive officers in fiscal year 2011. In fiscal year 2011, in keeping with its plan to award our Chief Executive Officer a two-year equity award in fiscal year 2010, the Committee did not make an equity award to our Chief Executive Officer. In fiscal year 2011, for the first time since 2008 (except for Ms. Brunelle who previously received salary increases in connection with her promotion to Chief Financial Officer), the Committee did award base salary increases to our named executive officers, excluding our Chief Executive Officer, mid-way through our fiscal year. While our Chief Executive Officer has not received a salary increase since 2007, the Committee did amend his employment agreement during fiscal year 2011 to increase his target bonus from 80% of his salary to 100% of his salary, among other changes.

Compensation Philosophy and Objectives: Pay-For-Performance

Our compensation program for named executive officers is designed to attract individuals with the skills necessary for us to achieve the Board's business plan, to motivate and reward those individuals fairly over time, to retain those individuals who continue to perform at or above the levels that we expect, ensure that the elements of compensation, individually and in the aggregate, do not encourage excessive risk-taking, and remain competitive relative to the compensation paid to similarly situated executives at the Company's peer companies. It is also designed to reinforce a sense of ownership, urgency and overall entrepreneurial spirit and to link rewards to measurable corporate and departmental performance. To that end, the Committee believes executive compensation packages provided by the Company to its executives, including the named executive officers should include both short-term performance incentives in the form of cash and long-term performance incentives in the form of stock-based compensation. We achieve these objectives through an executive compensation program consisting primarily of three elements: base salary; performance-based annual cash bonus; and long-term equity compensation.

Role of Executive Officers in Compensation Decisions

The Committee makes all recommendations to the Board regarding salary, bonus, and equity awards for the Chief Executive Officer and otherwise has the authority to review and approve salary, bonus, and equity awards for all other executive officers of the Company, including the named executive officers. The Chief Executive Officer and the Senior Vice President of Human Resources annually review the performance of each named executive officer (other than the Chief Executive Officer whose performance is reviewed by the Committee and the Board) with the Committee. The conclusions reached and recommendations made based on these reviews, including with respect to salary adjustments and annual cash incentive and equity award amounts, are presented to the Committee. The Committee can exercise its discretion in modifying any recommended adjustments or awards to the named executive officers other than with respect to the Chief Executive Officer for whom the Board retains the discretion to modify recommended adjustments or awards.

Setting Executive Compensation

Based on the foregoing objectives, the Committee has structured the Company's annual incentive-based cash compensation and long-term non-cash executive compensation to motivate executives to achieve the business goals set by the Board and reward the executives for achieving those goals. In furtherance of this, the Committee directly engaged Frederic W. Cook & Co. (“Frederic Cook”), an independent consulting firm providing executive compensation advisory services, for FY11 to conduct an annual review of the Company's total compensation program for the Company's executive officers, including the Company's named executive officers. For fiscal year 2011, Frederic Cook provided the following services on behalf of the Committee:

- Reviewed the composition of the Company's compensation peer group;
- Reviewed and provided recommendations on the arrangement and total compensation for all of the Company's executive officers, including the Chief Executive Officer;
- Provided assistance in the design of TiVo's equity compensation program, including analysis of the equity mix, aggregate share usage, burn rate, and target grant levels;
- Updated the Committee on best practices and emerging issues in the area of executive and Board compensation; and
- Reviewed this Compensation Discussion and Analysis for inclusion in this proxy statement.

The Committee is satisfied with the qualifications, performance and independence of Frederic Cook. TiVo pays the cost for Frederic Cook's services. Frederic Cook does not provide any other services to TiVo, though it does work with management in developing equity compensation models for TiVo's non-executive employees and share usage metrics under the direction of the Chair of the Committee.

During the process of compensation setting, Frederic Cook and the Committee reviewed relevant market data, including data from a custom Radford Executive Survey covering select peer group companies identified by TiVo, a separate Radford Executive Survey covering a broad set of high-technology companies, and the public filings of the Company's select peer groups. As part of its assessment, Frederic Cook reviewed alternatives to consider by the Committee when making compensation decisions including consideration of “market maker” peer group pay practices which are used for reference but not otherwise included as part of TiVo's overall compensation assessment.

In making compensation decisions, the Committee compares each element of total compensation against a select peer group of publicly-traded media and technology companies. This select peer group, which is reviewed and approved by the Committee, consists of companies against which the Committee believes we compete for talent and are generally comparable to us in terms of size. For FY11, the following companies were removed from the peer group due to acquisition: Borland Software, CNET, Cox Radio, Gemstar-TV Guide International and Ion Media.

The following represents the select peer group of technology companies used for FY11:

Akamai Technologies
Ariba
Drugstore.com
Infospace
Netflix
OpenTV
RealNetworks
Rovi (formerly Macrovision)
Salesforce.com
Seachange International

The following represents the select peer group of media companies used for FY11:

Citadel Broadcasting
Cumulus Media
Emmis Communications
Entercom Communications
Gray Television
Ion Media Networks
Lin TV
Lodgenet Entertainment
Radio One
Sinclair Broadcast Group
Sirius Satellite Radio
Westwood One
XM Satellite Radio Holdings

For use as an additional reference point during FY11, the Committee also evaluated the Company's overall mix of cash and equity compensation and incentive opportunities for executives against select “market-makers.” While the pay practices of this “market-makers” peer group is reviewed by the Committee to assess pay practices of leading companies, this data was not utilized for setting TiVo executive pay levels as these companies were significantly larger than TiVo when compensation for FY11 was set. The market-maker companies are: Adobe Systems; Apple; Broadcom; eBay; Google; Hewlett-Packard Company; Intuit; Microsoft; News Corp.; Seagate Technology; Time Warner; and Yahoo!

Executive Compensation Components

The components of compensation for named executive officers are:

- base salary;
- equity compensation;
- cash incentive compensation in the form of annual performance bonus;
- post-termination severance payments in connection with limited events; and
- perquisites and other personal benefits.

Base Salary Compensation

We provide the Company's named executive officers and other employees with base salary to compensate them for services rendered during the fiscal year. The Committee has adopted a general approach of compensating the Company's named executive officers, including the Company's Chief Executive Officer, with base salaries competitive with the median of the Company's peer group and reflective of individual role, experience, and performance. The Committee's foregoing approach to compensation when applied to the selected peer group data reflects a consideration of the Company's stockholders' interests in paying what is necessary, but not significantly more than necessary, to achieve the Company's corporate goals. For cash compensation purposes, the Company's named executive officers are sorted into categories that reflect the most relevant comparison for the skills and labor market for their role and position. Positions are categorized as follows:

(a) Technology category reflects market for engineering, product marketing and most G&A positions (as such most positions within the Company fall within the Technology category, including Ms. Brunelle and Messrs. Klugman and Barton);

(b) Media category reflects market for corporate development and ad sales positions; and

(c) Blend of Tech/Media category reflects market for marketing and select G&A positions (including Messrs. Rogers and Zinn).

Base salary levels are typically reviewed annually as part of the Company's performance review process as well as upon a promotion or other change in job responsibility.

Chief Executive Officer Base Salary

The Committee reviewed the Chief Executive Officer's base salary for fiscal year 2011 within the context of the Chief Executive Officer's overall target cash compensation and in comparison to the Company's peer group. The Committee determined not to adjust Mr. Rogers' base salary amount in fiscal year 2011. It was determined that Mr. Rogers' base salary was competitive within the market as it fell between the median and 75th percentile of the Company's peer group chief executive officers. The Committee last approved an increase in Mr. Rogers' base salary effective February 1, 2007. For fiscal year 2011, Mr. Rogers' annual base salary remained $800,000.

Named Executive Officer Base Salaries

In fiscal year 2011, other than for our Chief Executive Officer, the Committee approved the following increases in the base salaries of our named executive officers for the first time since February 2008 (except for Ms. Brunelle who had received additional raises since 2008 in connection with her promotion to the role of Chief Financial Officer).

Anna Brunelle, VP, Chief Financial Officer. In the second half of fiscal year 2009, Ms. Brunelle was appointed to the role of Chief Financial Officer. In fiscal year 2011, Ms. Brunelle's salary was increased from $277,000 to $300,000 to continue the progression of her salary towards the median salary level of the chief financial officers of the Company's peer group.

James Barton, SVP, Chief Technology Officer. Mr. Barton last received a salary increase on February 1, 2008. The Committee reviewed Mr. Barton's salary within the context of the Company's peer group against individual officers with similar positions, roles, experience and relative importance to their organizations. Effective July 1, 2010, Mr. Barton's salary was increased from $323,000 to $400,000 which placed him above the median for executives in similar roles at the Company's peer group, but reflected the Committee's acknowledgement of the importance of Mr. Barton to the Company's on-going strategic endeavors and the significant role he has performed in creating, extending, protecting, and enforcing the Company's intellectual property.

Jeffrey Klugman, SVP, General Manager Products and Revenue. Mr. Klugman last received a salary increase on February 1, 2008. The Committee reviewed Mr. Klugman's salary against other similarly situated officers in the

Company's peer group who hold divisional responsibilities within their respective organizations. Effective July 1, 2010, Mr. Klugman's salary was increased from $350,000 to $365,000. Mr. Klugman's raise brings his salary in line with the median salary in the

Company's peer group and is reflective of his on-going importance to the Company's strategic plans.
Matthew Zinn, SVP, General Counsel, Corporate Secretary and Chief Privacy Officer. Mr. Zinn last received a salary increase on February 1, 2008. The Committee reviewed Mr. Zinn's salary within the context of the Company's peer group against other general counsels. Effective July 1, 2010, Mr. Zinn's salary was increased from $290,000 to $315,000. Mr. Zinn's raise brings his salary in line with the median salary of other general counsels within the Company's peer group and is reflective of Mr. Zinn's significant role in the Company's on-going business and intellectual property efforts.

Equity Compensation

The Company provides its named executive officers and other employees with stock options and/or restricted stock grants as additional elements of an employee's total compensation. For equity compensation purposes, annual equity awards ranges are based solely on the technology company peer group data. The Committee utilizes technology company peer group data for equity compensation benchmarking purposes to be in line with competitive pay practices in the Silicon Valley and to be consistent with the Committee's overall compensation strategy to emphasize equity compensation. The Committee utilizes equity grants to ensure sufficient retention and future performance emphasis via annual stock option grants and/or restricted stock awards, or a mix. In this way, the Committee is able to both pay for performance and enhance the link between the creation of stockholder value and long-term executive incentive compensation. The Committee believes that equity grants allow executives to have the opportunity for increased ownership in the Company (further aligning executive's interests with those of stockholders) while maintaining competitive levels of total compensation. The Committee typically targets an individual's opportunity to earn compensation through stock options and/or restricted stock generally between the technology company peer group 50th to 75th percentiles of the equity grant data.

Chief Executive Officer Equity Compensation

Fiscal Year 2011

In fiscal year 2010, the Committee awarded our Chief Executive Officer an equity grant sized to be equivalent in value to two years' worth of equity grants. As a result, in fiscal year 2011, the Committee did not award the Chief Executive Officer any equity award as the fiscal year 2010 grant was intended to also cover fiscal year 2011.

Fiscal Year 2012

In fiscal year 2012, the Committee awarded the Chief Executive Officer a long term incentive grant that consists of equity that vests on a time basis as well as on a performance basis. The total stock award consists of 425,000 shares and, assuming the award is earned at target, the award has a value at the 75th percentile of the Company's peer group chief executive officers. The award consisted of 225,000 restricted shares that vests 33% upon appreciation of the Company's stock price by at least fifty percent over the closing trading price of our common stock on the grant date within three years and 67% upon the attainment of specific subscription and pre-tax income goals by the Company, in each case, subject to the Chief Executive Officer's continued employment with the Company through the vesting date. The Committee determined that having the majority of the Chief Executive Officer's fiscal year 2012 restricted stock vest upon specific performance conditions appropriately aligns the incentives of the Chief Executive Officer and the Company's stockholders by focusing on goals that would require significant achievements in order to realize the full potential value of this award and which required not only top-line and bottom-line achievements (in the form of specific operational and financial improvements) but also significant increases in the Company's share price in the future as well. The award also included 200,000 restricted shares that vest in four equal annual installments on each anniversary of the grant over the next four years. The Chief Executive Officer's fiscal year 2012 grant converts to time-based vesting upon a qualifying change of control in the Company and then is otherwise subject to the terms of existing change of control agreement.

Named Executive Officer Equity Compensation

Fiscal Year 2011

In fiscal year 2011, the Committee granted the Company's named executive officers, excluding the Chief Executive Officer, the opportunity to earn compensation through restricted stock awards and stock options in keeping with the Committee's pay-for-performance philosophy for compensation. The Committee's intent in making these awards was to meaningfully address near and longer term retention of named executive officers, stabilize the management team in the current uncertain market, and better align the interests of the Company's named executive officers with long term stockholder value creation. With respect to equity compensation, the Committee also typically (but not always) emphasizes internal pay equity between the Company's senior executive team to motivate and incentivize performance across the senior executive team while also encouraging collaboration and a shared responsibility for executing on the Company's strategic plan.

In fiscal year 2011, the Committee granted restricted stock awards in March 2010 after the announcement of the initial

Federal Circuit decision in the EchoStar litigation in favor of the Company. As a result, based on the increased stock price at that time, the Committee awarded each named executive officer restricted stock awards at approximately the 75^{th} percentile grant value of the Company's peer group with the vesting weighted toward later years. Other than the Chief Executive Officer, each named executive officer received a restricted stock award of 45,000 shares that will vest $^{1}/6$, $^{1}/6$, $^{1}/3$, and $^{1}/3$ annually on each grant anniversary over the next four years.

Mid-way through fiscal year 2011 in June 2010, after the grant of an en banc hearing and the resulting negative impact on the Company's stock price, the Committee conducted a mid-year review of the equity compensation granted in the beginning of fiscal year 2011 to the Company's named executive officers and other executives. In light of (i) the Company's low share usage for the March annual company-wide grant and (ii) the importance of retaining and incentivizing key members of management in light of the resulting delay in the resolution of the EchoStar litigation due to the grant of en banc review, the Committee determined it was appropriate to provide the Company's named executive officers (other than our Chief Executive Officer) with an additional grant of options to purchase 60,000 shares of our common stock which vest monthly over four years. These awards were part of a company-wide grant at that time. The end-of-fiscal-year value of the total equity compensation awarded to the Company's named executive officers, including restricted stock and stock options, still placed the total target compensation for these individuals at approximately the 75th percentile of the Company's peer group.

In addition, in fiscal year 2011, the Committee awarded a special one-time performance grant to each of the Company's Chief Technology Officer and the Company's General Counsel. For the Company's Chief Technology Officer, he received a special grant of an option to purchase 265,000 shares of the Company's common stock in June 2010 which will vest half upon the successful introduction of a next generation product as approved by the Board and then half will vest monthly thereafter over the following two years. For the Company's General Counsel, he received a special one-time grant of an option to purchase 200,000 shares of the Company's common stock in June 2010 that vests half upon the successful resolution the EchoStar litigation in the determination of the Company's Board and then half will vest monthly thereafter over the following two years. Each of these special performance grants were in recognition of the critical importance of the individual's role in the future success of the Company and was intended by the Board to recognize and incentivize outstanding performance from such individuals in the future.

The value of the shares subject to these awards for fiscal year 2011 to the named executive officers are reflected in the “Summary Compensation Table - FY11” below and further information about these grants is reflected in the “FY11 Grants of Plan-Based Awards” table below.

Incentive Compensation, Annual Performance Bonus Plan

Each year in the spring, upon the recommendation of the Committee, the Board approves an incentive compensation plan meant to motivate and reward superior performance by our named executive officers and other executives. The Board sets the incentive bonus opportunity for individuals to reflect the executive's level within the Company for the current fiscal year (e.g., Senior Vice President or Vice President). The Board targets cash incentive bonus opportunity generally at the 50th percentile incentive level for each named executive officer's particular peer group (technology or blended technology/media) which is intended to deliver total cash opportunity between the 50th and 75th percentile based on his or her individual peer group. Ms. Brunelle and Messrs. Klugman and Barton are compared against the technology peer group whereas Messrs. Rogers and Zinn are compared against the blended technology and media peer group because their positions prominently require both technology as well as media industry expertise.

Incentive Bonus Plan Compensation - Chief Executive Officer

Our Chief Executive Officer's performance goals were comprised of a variety of performance measures that in combination the Committee determined would reflect the Company's overall performance. The Chief Executive Officer's target bonus was comprised of the same corporate performance goals as the Company's other named executive officers, though weighted differently to reflect his overall responsibility for the Company, as well as additional company-wide performance goals. In fiscal year 2011, the Chief Executive Officer only achieved 66.74% of his target bonus as a result of the Board's determination that several bonus goals were not met or were otherwise underachieved.

Name	Title	Target Bonus	Actual Payout	Actual Payout

		as % of Base Salary	as % of Base Salary	
Thomas Rogers	President and CEO	100%	66.7%	$533,959

The Chief Executive Officer's bonus was measured on the following six goals:

Service and Technology Revenues. Ten percent of the Chief Executive Officer's bonus was based on Service and Technology Revenues. The target level for Service and Technology Revenues was set at $174.5 million for FY11, and the

Company achieved $164.8 million, which was above the minimum of threshold of $164.5 million for which there is a fifty percent of target payout and below the maximum goal of $184.5 million for which there is a two hundred percent of target payout. As a result, the Committee approved a payout of 6.74% for this component of the Chief Executive Officer's bonus.

Adjusted EBITDA. Adjusted EBITDA is defined as income before interest expense, provision for income taxes and depreciation, amortization, and stock-based compensation expense and is a Non-GAAP metric. Fifteen percent of the Chief Executive Officer's bonus was based on the Company's Adjusted EBITDA results. The target level for Adjusted EBITDA was set at a loss of $18.5 million, and the actual FY11 Adjusted EBITDA was a loss of $51.25 million, which was below the minimum threshold of a loss of $21.5 million for which there is a fifty percent of target payout. The significant increase in our Adjusted EBITDA loss was primarily related to increased spending on litigation, increased investment in research and development aimed at increasing market share, and our new box and service pricing plans implemented in the last quarter of FY11. The Committee did not approve any payout on this goal.

FY11 Year Ending Cash Balance. Fifteen percent of the Chief Executive Officer's bonus was based on the Company's FY11 year ending cash balance goal. The target level for ending cash balance was set at a cash and cash equivalents balance of $258.4 million, and the actual amount at FY11 year end was $209.4, which was below the minimum threshold of $248.4 million for which there is a fifty percent of target payout. Increased spending on litigation and research and development, as well as new pricing initiatives, were the primary drivers of the Company's increased cash usage in FY11. The Committee did not approve any payout on this goal.

Corporate and Strategic Development Plan Transactions. Twenty percent of the Chief Executive Officer's bonus was based on the number of transactions completed in connection with the Company's corporate and strategic development plan. The target level was set at three transactions, with a minimum threshold of two transactions for which there is a fifty percent of target payout, but the actual number achieved was five, which included, among others, new domestic and international distribution deals with partners such as Charter Communications in the U.S. and ONO in Spain. As the Chief Executive Officer overachieved on the number of transactions completed during the year that were in keeping with the Company's corporate and strategic development plan, the Committee believed this was reflective of the Company's continued progress and execution on key areas of the Board's strategic plan. As such, the Committee recommended, and the Board awarded, a two hundred percent of target bonus payout on this goal (forty percent instead of the target twenty percent).

Overall Intellectual Property and Litigation Results. Fifteen percent of the Chief Executive Officer's bonus was based on the Board's subjective assessment of his management and resolution of significant litigation and intellectual property enforcement matters involving the Company, with the Board retaining discretion to award up to two hundred percent of target for excellence. The Committee recommended, and the Board awarded Mr. Rogers fifty percent of his overall litigation and intellectual property management goal which was reflective of the Company's successes including the successful defense of the Company's Time Warp patent in the USPTO and the lack of resolution in the Company's on-going patent litigation with EchoStar regarding the Federal Circuit's decision to grant EchoStar's request for an en banc hearing. As a result, the Committee approved a payout of 7.5%.

Overall Company Performance. Twenty-five percent of the Chief Executive Officer's bonus was based on the Board's subjective assessment of the Company's overall performance including the continuity and strengthening of the existing management team, strategic and efficient use of the Company's cash resources, and growth of the Company's overall business including in product distribution, subscriptions and other revenue areas, with the Board retaining discretion to award up to two hundred percent of target for excellence. The Committee recommended, and the Board awarded, Mr. Rogers' fifty percent of his overall Company performance goal. The Board determined that the Chief Executive Officer deserved significant recognition for his continued important contributions and leadership in managing the Company's increased distribution and product development (as well as intellectual property) activities which were reflective of management's continued execution of the Board's strategic operating plan. As a result, the Committee approved a payout of 12.5%.

Incentive Bonus Plan Compensation - Named Executive Officers

In fiscal year 2011, the Company's named executive officers and other executives were eligible to receive a targeted cash bonus. For the Company's named executive officers (excluding the Chief Executive Officer) and other executives, the performance goals were based on meeting certain goals with respect to the Company's overall company-wide performance measures (thirty percent (30%)) as well as departmental performance measures (seventy percent (70%)). The Committee selected the corporate performance and departmental goals for the Company's named executive officers because the Committee determined they are important indicators of increased stockholder value. In keeping with its past practices, the Committee established these corporate and departmental objectives at levels which the Board believed required significant performance by executives, were not easily achieved, but if achieved would be the best indicator of stockholder value creation. The Board retains the discretion to exclude the effects of extraordinary, unusual or infrequently occurring events, changes in accounting principles or significant changes in the Company's strategic plan during the fiscal year.

Actual cash bonus payouts as a percentage of base salary for fiscal year 2011 for the Company's named executive officers (excluding the Company's Chief Executive Officer), which were targeted at fifty percent (50%) of each named executive officers' base salary, were:

Name	Title	Target Bonus as % of Base Salary	Actual Payout as % of Base Salary*	Actual Payout
Anna Brunelle	VP, CFO	50%	54.4%	$159,720
James Barton	SVP, CTO	50%	48.8%**	$179,931**
Jeffrey Klugman	SVP, GM Products and Revenue	50%	50.5%	$181,198
Matthew Zinn	SVP, General Counsel	50%	41.7%**	$142,265**

* Due to the fact that each of the individual officers (except the Chief Executive Officer) received raises during fiscal year 2011, base salaries for purposes of bonus payout calculations for the Company's named executive officers were prorated as follows: Ms. Brunelle - $293,836; Mr. Barton - $368,356; Mr. Klugman - $358,836; and Mr. Zinn - $304,726.

** Messrs. Barton's and Zinn's payouts in the table above do not include their additional individual incentive cash payouts further described below under the heading “Individual Incentive Performance Goals.”

Despite the corporate performance goals performing below target, each of the named executive officers below our Chief Executive Officer achieved an actual payout (when including additional individual incentive goals) above his or her target bonus amount. The Committee assessed this result in light of the strong individual performance of each of the four named executive officers below our Chief Executive Officer and determined that this result was appropriate under the Company's fiscal year 2011 bonus plan because the payouts reflected each individual named executive officer's successful performance in exceeding many of his or her departmental and individual performance goals.

Corporate Performance Goals

The Committee and Board of Directors established the Company's corporate performance goals (which, at target, constituted 30% of each executive's (excluding the Chief Executive Officer) overall target bonus) based on the same service and technology revenues, Adjusted EBITDA revenues, FY11 year ending cash balance, and a subjective overall corporate performance measure goals as used for our Chief Executive Officer. However, since these corporate performance goals represented only 30% of the named executive officers' target bonuses, the weighting was different than for our Chief Executive Officer with service and technology revenues representing 5%, Adjusted EBITDA representing 10%, FY11 Year Ending Cash Balance goal representing 5%, and the Board's subjective assessment of the Company's overall performance representing 10%. The Committee applied the same achievement analysis for these goals as applied to our Chief Executive Officer. All of the corporate performance goals were not achieved or were achieved at less than levels targeted by the Board and each named executive officer, other than the Chief Executive Officer who is discussed above, was awarded 8.37% of the 30% target for his or her overall bonus amount based solely on the achievement of the corporate performance goals. The 8.37% awarded by the Committee consisted of 3.37% achievement against a 5% target for service and technology revenues, no achievement payout for Adjusted EBITDA and FY11 Year Ending Cash Balance goal, and a 5% payout against a 10% target relative to the Board's subjective assessment of the Company's overall performance in FY11.

Departmental Performance Goals

The Committee and the Board of Directors established each named executive officer's departmental performance goals (excluding the Chief Executive Officer) based on the objectives the Board determined would most effectively contribute to the overall performance of the Company. Departmental goals for each named executive officer were targeted at seventy percent (70%) of the named executive officer's annual incentive performance bonus, but included the opportunity to earn above target in connection with exceptional performance and certain identified upside related goals which the Board determined would be of benefit to the Company in the event of success. While the exact numerical targets for each named executive officer's departmental objectives are not disclosed because the Company considers each of these individual targets to be confidential, competitively harmful if disclosed, and/or not material to an understanding of a particular named executive officer's overall compensation, the following is a detailed description of the nature of each named executive officer's departmental goal and

such officer's achievement of them.
Anna Brunelle, VP, Chief Financial Officer. Ms. Brunelle's departmental goals related to Accounting and Financial Planning matters. The departmental portion of Ms. Brunelle's bonus was targeted at 70% of her bonus with her actual departmental achievement at 100.3% of her target bonus. Ms. Brunelle's above target payout on her departmental goals reflected key accomplishments related to successful completion the Company's annual financial and internal control audits, successful implementation of significant project accounting requirements that standardized reporting and improved operational efficiency as well as successfully achieving goals in the areas of forecasting, budgeting and service operations expense management. Based on the achievement of her department goals and the Company's achievement of the corporate performance goals, Ms. Brunelle was awarded a bonus of 54.4% of her base salary which constitutes 108.7% of her target.
James Barton, SVP, Chief Technology Officer. As Chief Technology Officer, Mr. Barton is involved in many areas of the Company from development of the Company's strategic technology plans, to creation of significant new intellectual property, to overseeing research and development of new products and the engineering related to such activities. The departmental portion of Mr. Barton's bonus was targeted at 70% of his bonus with his actual departmental achievement at 89.3% of his target bonus. Mr. Barton's above target payout on his departmental goals related to the development of next generation technologies, successful defense of the Company's Time Warp patent at the USPTO, and software development and engineering process improvements during fiscal year 2011 that have lead to more efficient development of software releases for existing products and increased the speed of development for future products. Based on the achievement of his department goals and the Company's achievement of the corporate performance goals, Mr. Barton was awarded a bonus of 48.8% of his base salary which constitutes 97.7% of his target, but such amount does not include additional cash compensation paid to Mr. Barton in connection with certain individual performance incentive goals described below.
Jeffrey Klugman, SVP, General Manager Products and Revenue. Mr. Klugman's departmental goals related to each of the operational areas in which he has a significant operational and management role, including goals related to overall service and technology revenues (same target as the corporate goal) as well as the Company's audience research and measurement business, U.S. consumer business, U.S. operator business, and international business. The departmental portion of Mr. Klugman's bonus was targeted at 70% of his bonus with his actual departmental achievement at 92.6% of his target bonus. Mr. Klugman's above target payout was the result of the Company exceeding its international distribution goals for fiscal year 2011 as well as successful achievement of upside goals relating to the Company's domestic cable partners. These above target achievements were offset by the below target achievement related to certain areas such as overall service and technology revenues. Based on the achievement of his department goals and the Company's achievement of the corporate performance goals, Mr. Klugman was awarded a bonus of 50.5% of his base salary which constitutes 101.0% of his target.
Matthew Zinn, SVP, General Counsel, Corporate Secretary and Chief Privacy Officer. Mr. Zinn's department goals involved legal matters of the Company related to litigation, intellectual property protection and enforcement and regulatory matters. The departmental portion of Mr. Zinn's bonus was targeted at 70% of his bonus with his actual departmental achievement at 85% of his target bonus. Mr. Zinn's above target payout on his departmental goals related to the successful defense of the Company's Time Warp patent at the USPTO, meeting of specific achievements in the Company's on-going intellectual property cases with EchoStar, Verizon, and AT&T, successful achievement of budget-related goals and regulatory achievements. Mr. Zinn's above target payout on his departmental goals was partially offset by the lack of resolution in the Company's continuing litigation with EchoStar. Based on the achievement of his department goals and the Company's achievement of the corporate performance goals, Mr. Zinn was awarded a bonus of 46.7% of his base salary which constitutes 93.4% of his target, but such amount does not include additional cash compensation paid to Mr. Zinn in connection with certain individual performance incentive goals described below.

Individual Performance Incentive Goals
The Board, at the recommendation of the Committee, approved additional individual performance goals for the Company's Chief Technology Officer and General Counsel. These individual performance goals related to specified

litigation and regulatory matters. In connection with the successful resolution of a CableCard set-top box matter pending before the Federal Communications Commission during fiscal year 2011, both the Company's Chief Technology Officer and General Counsel were each awarded $75,000. In addition, the Company's General Counsel was awarded $50,000 in connection with the performance of specific litigation activities during fiscal year 2011 in connection with the then-pending EchoStar litigation appeal before the Federal Circuit. These additional individual incentive milestone payments for each of these named executive officers are reflected in column (g) under Non-Equity Incentive Plan Compensation in the “Summary Compensation Table - FY11” below.

Severance and Change of Control Payments

Each of the Company's named executive officers and all of the Company's other executives have executed a change of control severance agreement with us as discussed later in this proxy. The Board determined to provide these change of control severance agreements in order to mitigate some of the risk that exists for executives working in a small technology company. These arrangements are intended to attract and retain qualified executives that have alternatives that may appear to them to be less risky absent these arrangements, and to mitigate a potential disincentive to consideration and execution of any acquisition, particularly where the services of these executives may not be required by the acquirer.

Additionally, in September 2008, in the Chief Executive Officer's change in control agreement, the Board approved an additional provision applicable only to the Chief Executive Officer which entitles him to a gross-up for any taxes owed by him under Section 280G of the Internal Revenue Code for payments made to him in connection with a covered change in control event. The Board determined that this benefit to the Chief Executive Officer was appropriate in order to preserve the intended benefit to the Chief Executive Officer of his existing employment arrangement and to avoid any conflict between the Chief Executive Officer's personal financial impact and pursuing any transaction as appropriate for the Company. An additional factor is that the Chief Executive Officer's prior performance of services for the Company as a former non-employee member of the Board of Directors would have caused certain tax penalties to have been more easily triggered than would be the case for a Chief Executive Officer who had not previously served as a non-employee director.

The Chief Executive Officer also has a separate employment agreement with us that provides for severance payments in certain cases other than a change of control of the Company. Our other Named Executive Officers would not be entitled to any severance benefits absent a change of control of the Company.

Perquisites and Other Personal Benefits

The named executive officers and other executives are eligible to participate in all of the Company's employee benefit plans, such as medical, dental, vision, group life, disability, and accidental death and dismemberment insurance and the Company's 401(k) plan, in each case on the same basis as other employees. All employees of the Company, including the Chief Executive Officer, only fly commercial airlines for Company business.

In fiscal year 2011, the Board approved certain amendments to the Chief Executive Officer's employment agreement. The following changes were made to the Chief Executive Officer's employment agreement to eliminate certain perquisites he was previously entitled to pursuant to his employment agreement: (i) the Chief Executive Officer is no longer eligible for the reimbursement of certain personal expenses and associated tax gross-ups previously allowed under the prior version of his employment agreement (including certain housing in California, home office and media equipment expenses, family and spousal travel to California, commuting, life insurance, and other miscellaneous non-business expenses); and (ii) in connection with the elimination of these perquisites, the Chief Executive Officer receives (a) $150,000 annual payment on February 1 of each year in connection with his employment by the Company (a portion of this payment replaced previously grossed up expense reimbursements received by the Chief Executive Officer covering travel and living expenses related to the fact that the Chief Executive Officer, who lives in New York and is expected to also work out of the Company's main office in Alviso (Santa Clara), California), and (b) two $100,000 allowances (which one is payable on February 1st of each year and one is payable in equal installments in accordance with the Company's standard payroll practices) for a portion of the expenses discussed above as well as all other expenses, which the Company previously provided reimbursement for to the Chief Executive Officer.

Additionally, the Board approved the following other amendments to our Chief Executive Officer's employment agreement in fiscal year 2011: (i) our Chief Executive Officer's target annual bonus was increased to 100% of his annual base salary commencing for the fiscal year ended January 31, 2011; and (ii) our Chief Executive Officer's non-change of control severance benefits for which he is eligible under his employment agreement in the event that he is involuntary terminated other than “for cause” (as defined in his employment agreement) or he voluntarily leaves “for good reason” (as defined in his employment agreement) have been increased as follows: (a) increased from 1.5 times base salary to 2 times base salary; (b) increased from up to 1 times target bonus to 2 times target bonus plus a pro-rated bonus for the year of termination; and (c) increase the length of his health and benefits coverage from 18 months to 24 months.

Tax and Accounting Implications

Deductibility of Executive Compensation

Unless and until the Company achieves sustained profitability, the availability to it of a tax deduction for compensation expense will not be material to the Company's financial position. The Company structures cash bonus compensation so that it is taxable to the Company's executives at the time it becomes available to them. The Company currently intends that most cash compensation paid will be tax deductible for it. However, the cash compensation we pay as well as the gain recognized by optionees upon the exercise of stock options or by recipients of restricted stock awards may not be fully deductible by the Company at the time the cash compensation or award is otherwise taxable to the employee.

As part of its role, the Committee reviews and considers the deductibility of executive compensation under Section 162

(m) of the Internal Revenue Code, which provides that the Company may generally not deduct compensation of more than $1,000,000 that is paid to certain individuals. In certain situations, the Committee may approve cash and equity-based compensation that may not be fully deductible in order to ensure competitive levels of total compensation for its executive officers.

Accounting for Stock-Based Compensation

Beginning on February 1, 2006, the Company began accounting for stock-based payments in accordance with the requirements of FASB Statement 123(R), which has been codified as ASC Topic 718. The Company's accounting for stock-based compensation is not a material factor in how we design the Company's executive compensation programs.

COMPENSATION COMMITTEE REPORT

REPORT OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS
ON EXECUTIVE COMPENSATION

The information contained in this section shall not be deemed to be “soliciting material” or “filed” with the SEC or subject to the liabilities of Section 18 of the Securities Exchange Act, except to the extent that we specifically incorporate it by reference into a document under the Securities Act or the Securities Exchange Act.

The Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

COMPENSATION COMMITTEE
Heidi Roizen (Chair)
Joseph Uva
William Cella

Summary Compensation Table For Fiscal Year 2011

Name and Principal Position	Fiscal Year	Salary ($)	Bonus($)	Stock Awards ($) (1)	Option Awards ($) (2)	Non-Equity Incentive Plan Compensation ($) (3)	All other Compensation ($)	Total ($)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(i)	(j)
Thomas Rogers President and Chief Executive Officer (Principal Executive Officer)	FY 2011	$800,000	150,000	—	—	$533,959	$200,000 (4)	$1,683,959
	FY 2010	$800,000	—	$6,382,989	—	$932,560	$302,966 (5)	$8,418,515
	FY 2009	$800,000	—	—	$2,940,400	$702,667	$210,740 (6)	$4,653,807
Anna Brunelle Vice President, Chief Financial Officer (Principal Financial Officer)	FY 2011	$293,750	—	$734,850	$224,994	$159,720	$208	$1,413,522
	FY 2010	$276,167	$30,000	$526,500	—	$211,471	—	$1,044,138
	FY 2009	$251,375	$75,000	—	$676,196	$114,546	—	$1,117,117
James Barton Chief Technology Officer	FY 2011	$367,917	—	$734,850	$224,994	$287,231	$2,190	$1,617,182
Jeffrey Klugman Senior Vice President Products and Revenue	FY 2011	$358,750	—	$734,850	$224,994	$181,198	$308	$1,500,100
	FY 2010	$350,000	—	$652,860	—	$214,007	—	$1,216,867
	FY 2009	$350,000	—	—	$823,312	$184,500	—	$1,357,812
Matthew Zinn Senior Vice President, General Counsel, Secretary and Privacy Officer	FY 2011	$304,583	—	$734,850	$224,994	$396,265	$2,577	$1,663,269
	FY 2010	$290,000	$115,000	$652,860	—	$188,125	—	$1,245,985

1) The amounts included in column (e) represent the grant date fair value of restricted stock unit awards granted in fiscal year 2010 and restricted stock awards granted in fiscal year 2009 and 2011 as calculated in accordance with ASC Topic 718. The valuation assumptions used in determining such amounts are described in Note 14 to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended January 31, 2011.

2) The amounts included in column (f) represent the grant date fair value of stock options granted in fiscal year 2009, 2010 and 2011 as calculated in accordance with ASC Topic 718. The valuation assumptions used in determining such amounts are described in Note 14 to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended January 31, 2011.

3) The amounts included in column (g) are composed entirely of cash bonuses awarded under the fiscal year 2009, 2010, and 2011 incentive plan with respect to performance during fiscal years 2009, 2010, and 2011. These bonuses were paid during fiscal years 2010, 2011, and 2012.

4) This amount consists of a $100,000 allowance for travel and living expenses and a $100,000 allowance for miscellaneous expenses, paid pursuant to Mr. Rogers' Employment Agreement with TiVo.

5) This amount consists of $47,158 for housing, housing related and living expenses, $42,796 in insurance related expenses, $66,834 in family travel related expenses pursuant to Mr. Rogers' Employment Agreement with TiVo and $4,925 in legal fees. Additionally we paid $141,253 in tax gross up payments made in connection with these taxable perquisites received by him pursuant to his Employment Agreement.

6) This amount consists of $54,824 for housing, housing related and living expenses, $42,796 in insurance related expenses, $20,099 in family travel related expenses pursuant to Mr. Rogers' Employment Agreement with TiVo. Additionally we paid $93,021 in tax gross up payments made in connection with these taxable perquisites received by him pursuant to his Employment Agreement.

Fiscal Year 2011 Grants of Plan-Based Awards

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Possible Payouts Under Equity Incentive Plan Awards	All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards ($) (4)
		Threshold ($)	Target ($)	Maximum ($)	Target (#)				
(a)	(b)	(c)	(d)	(e)	(g)	(i)	(j)	(k)	(l)
Thomas Rogers	N/A	$400,000	$800,000	$1,600,000					
Anna Brunelle	3/26/2010					45,000 (2)		—	734,850
	6/23/2010						60,000	$7.49	$224,994
	N/A	$73,459	$146,918	$293,836					
James Barton	3/26/2010					45,000 (2)		—	734,850
	6/23/2010						60,000	$7.49	$224,994
	6/23/2010				265,000 (3)			$7.49	$993,724
	N/A	$92,089	$184,178	$368,356					
Jeffrey Klugman	3/26/2010					45,000 (2)		—	734,850
	6/23/2010						60,000	$7.49	$224,994
	N/A	$89,709	$179,418	$358,836					
Matthew Zinn	3/26/2010					45,000 (2)		—	734,850
	6/23/2010						60,000	$7.49	$224,994
	6/23/2010				200,000 (3)			$7.49	$749,980
	N/A	$76,182	$152,363	$304,726					

1) These amounts represent the threshold, target, and maximum amounts that could have been earned for fiscal year 2011 pursuant to the cash incentive bonus awards provided under the fiscal year 2011 incentive plan and any other milestone performance plans that such executive may have been eligible. Actual amounts earned for fiscal year 2011 are included in the Summary Compensation Table above. For additional information regarding plan-based awards granted to our named executive officers, see Compensation Discussion and Analysis above.

2) The restricted stock awards vest in four annual installments of 1/6, 1/6, 1/3, and 1/3 beginning on 3/26/2011.

3) These stock options vest based upon the achievement of certain performance based criteria.

4) The amounts set forth in this column are the full grant date fair value of the awards determined in accordance with ASC Topic 718. The valuation assumptions used in determining such amounts are described in Note 11 to our Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended January 31, 2011.

We make annual performance based awards of restricted stock, restricted stock units and/or stock options to our named executive officers, executives, and other continuing employees on an annual basis in the spring each year (typically in February, March or April). We also typically make awards of restricted stock, restricted stock units and/or stock options to certain newly hired or promoted executives. Additionally, at other times during the year, we may periodically make grants of restricted stock, restricted stock units and/or stock options to certain continuing employees for incentive or retention purposes. Newly hired or promoted executives and employees receive their award of restricted stock, restricted stock units and/or stock options typically on the 7th or 21st of the month following the later of their start date (for newly hired employees) or approval of the grant by the CEO for non-executive employees, by the Compensation Committee for executive-level employees other than the CEO, and by the Board for the CEO. Options are awarded at the NASDAQ's closing price of our common stock on the date of grant. We do not grant options with an exercise price that is less than the closing price of our common stock on the grant date.

Option awards granted by our Board (including the Compensation Committee) and the CEO typically vest at a rate of 1/48th per month over the first four years of the seven-year option term. However, option grants to newly hired employees vest 25% on the first anniversary, with the remainder vesting at a rate of 1/36th per month over the next three years of the seven-year option term. Other than to our CEO and certain named executive officers, the Board has not granted performance vesting awards to employees. Vesting ceases upon termination of “continuous service.” “Continuous service” means that an individual's service with us, whether as an employee, member of our Board or consultant, is not interrupted or terminated. Additionally, our executives may be entitled to accelerated vesting of their equity grants under certain circumstances in the event of change in control, as discussed below. Prior to the exercise of an option, the holder has no rights as a stockholder with respect to the shares subject to such option, including voting rights and the right to receive dividends or dividend equivalents.

Outstanding Equity Awards at Fiscal Year-End

	Option Awards					Stock Awards*	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date (1)	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Thomas Rogers						240,000 (8)	$1,684,800
						583,310 (9)	$4,094,836
	275,000	225,000 (2)		$8.94	3/26/2018		
	—	300,000 (3)		$6.18	3/21/2017		
	383,333	316,667 (4)		$6.18	3/21/2017		
	400,000	—		$6.51	7/17/2016		
	2,000,000	— (5)		$6.52	7/1/2015		
	250,000	—		$6.74	10/11/2014		
	30,000	—		$9.05	3/29/2014		
	20,000	—		$7.40	9/26/2013		
Anna Brunelle						45,000 (10)	$734,850
						62,497 (9)	$438,729
	7,500	52,500 (6)		$7.49	6/23/2017		
	20,833	41,667 (7)		$7.27	9/16/2015		
	9,376	13,126 (7)		$8.94	3/26/2018		
	3,333	1,667 (7)		$6.18	3/21/2017		
James Barton						45,000 (10)	$734,850
						24,000 (11)	$168,960
						16,666 (9)	$116,995
						8,000 (12)	$53,840
			265,000 (8)	$7.49	6/23/2017		
	7,500	52,500 (6)		$7.49	6/23/2017		
	70,832	29,168 (7)		$8.94	3/26/2018		
	205,001	6,000 (7)		$6.18	3/21/2017		
	2,167	—		$7.24	3/29/2016		
Jeffrey Klugman						45,000 (10)	$734,850
						77,496 (9)	$544,022
	7,500	52,500 (6)		$7.49	6/23/2017		
	49,585	40,834 (7)		$8.94	3/26/2018		