

TIVO INC  
Form S-8  
September 09, 2010

As Filed with the Securities and Exchange Commission on September 9, 2010

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*

*THE SECURITIES ACT OF 1933*

**TIVO INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**77-0463167**  
(I.R.S. Employer  
Identification No.)

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2160 Gold Street

P.O. Box 2160

Alviso, California 95002

(Address of Principal Executive Offices including Zip Code)

**TIVO INC. AMENDED AND RESTATED 2008 EQUITY INCENTIVE AWARD PLAN**

(Full Title of the Plan)

**Anna Brunelle**

*Copy to:*

**Chief Financial Officer**

**TiVo Inc.**

**Keith Benson, Esq.**

**2160 Gold Street, P.O. Box 2160**

**Latham & Watkins LLP**

**Alviso, California 95002**

**505 Montgomery Street, Suite 2000**

**(408) 519-9100**

**San Francisco, California 94111-2562**

**(415) 391-0600**

(Name and address, including zip code, and telephone

number, including area code, of agent for service)

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

(Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount</b>	<b>Proposed</b>	<b>Proposed</b>	<b>Amount of Registration Fee</b>
	<b>of Shares to be Registered (1)</b>	<b>Maximum Offering Price Per Share (2)</b>	<b>Maximum Aggregate Offering Price (3)</b>	
Common Stock, \$0.001 par value per share	5,000,000	\$8.21	\$41,050,000	\$2,926.87
Preferred Stock Purchase Rights	(4)	(4)	(4)	(4)

- (1) This registration statement shall also cover any additional shares of common stock which become issuable under the TiVo Inc. 2008 Equity Incentive Award Plan (the Plan) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of the Registrant's Common Stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) using the average of the high (\$8.40) and low (\$8.01) sale prices for the Registrant's common stock, par value \$0.001, per share, reported by the Nasdaq Global Market on September 2, 2010.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) of the Securities Act.
- (4) Each share of common stock includes a right to purchase one one-hundredth of a share of the Registrant's Series B Junior Participating Preferred Stock, par value \$0.001 per share. The rights to purchase shares of the Registrant's Series B Junior Participating Preferred Stock are attached to and trade with the shares of the Registrant's common stock being registered hereby. Value attributed to such rights, if any, is reflected in the market price of the Registrant's common stock.

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**REGISTRATION OF ADDITIONAL SECURITIES**

We filed with the Securities and Exchange Commission the following registration statements on Form S-8 relating to shares of our common stock, par value \$0.001 per share, to be offered and sold under our 2008 Equity Incentive Award Plan (the Plan ), and the contents of such prior registration statements is incorporated by reference in this registration statement: Registration Statement on Form S-8 filed December 10, 2009 (File No. 333-163618); Registration Statement on Form S-8 filed August 25, 2008 (File No. 333-153179). We are hereby registering an additional 5,000,000 shares of our common stock, par value \$0.001 per share, issuable under the Plan.

**INCORPORATION OF DOCUMENTS BY REFERENCE**

This registration statement incorporates by reference the documents set forth below that we have previously filed with the Securities and Exchange Commission:

Registration Statement on Form S-8 filed August 25, 2008 (File No. 333-153179);

Registration Statement on Form S-8 filed December 10, 2009 (File No. 333-163618);

Annual Report on Form 10-K for the year ended January 31, 2010, including information specifically incorporated by reference into the Form 10-K from our definitive proxy statement for our 2010 Annual Meeting of Stockholders, filed with the Securities and Exchange Commission on March 31, 2010;

Quarterly Reports on Form 10-Q for the quarters ended April 30, 2010 and July 31, 2010 filed with the Securities and Exchange Commission on June 9, 2010 and September 9, 2010, respectively and Amendment No. 1 to Quarterly Report on Form 10-Q for the quarter ended April 30, 2010 filed with the Securities and Exchange Commission on September 8, 2010;

Current Reports on Form 8-K, filed on January 19, 2010, January 26, 2010, March 5, 2010, March 8, 2010 (Item 8.01 only), March 29, 2010, May 4, 2010, May 18, 2010, May 25, 2010 (Item 8.01 only), June 21, 2010, August 5, 2010 and August 25, 2010 (Item 8.01 only); and

The description of our common stock contained in our Registration Statement on Form 8-A, filed with the Securities and Exchange Commission on August 25, 1999.

We are also incorporating by reference all other reports that we file with the Securities and Exchange Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Registration Statement and until we file a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold.

**Item 8. Exhibits**

The following exhibits are filed as part of this registration statement.

- 4.1 Amended & Restated TiVo Inc. 2008 Equity Incentive Award Plan.
- 5.1 Opinion of Latham & Watkins LLP.
- 23.1 Consent of Latham & Watkins LLP (included in Exhibit 5.1 hereto).
- 23.2 Consent of KPMG LLP, Independent Registered Public Accounting Firm.

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24.1 Power of Attorney (included on the signature page to this Registration Statement).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Alviso, State of California, on this 9th day of September, 2010.

TIVO INC.,

a Delaware corporation

By: /s/ ANNA BRUNELLE  
**Anna Brunelle**

**Chief Financial Officer**

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Thomas S. Rogers, Anna Brunelle, and Matthew P. Zinn, and each or any of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead in any and all capacities, to sign any and all amendments (including post-effective amendments) and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ THOMAS S. ROGERS  <b>Thomas S. Rogers</b>	Chief Executive Officer and Director  (Principal Executive Officer)	September 9, 2010
/s/ ANNA BRUNELLE  <b>Anna Brunelle</b>	Chief Financial Officer  (Principal Financial and Accounting Officer)	September 9, 2010
/s/ WILLIAM CELLA  <b>William Cella</b>	Director	September 9, 2010
/s/ JEFFREY T. HINSON  <b>Jeffrey T. Hinson</b>	Director	September 9, 2010
/s/ RANDY KOMISAR  <b>Randy Komisar</b>	Director	September 9, 2010
/s/ J. HEIDI ROIZEN  <b>J. Heidi Roizen</b>	Director	September 9, 2010

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/s/ JOSEPH UVA

Director

September 9, 2010

**Joseph Uva**

/s/ THOMAS WOLZIEN

Director

September 9, 2010

**Thomas Wolzien**

**INDEX TO EXHIBITS**

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