

TIVO INC
Form 8-K
September 13, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report: September 13, 2002
(Date of earliest event reported)

TIVO INC.

(exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

**Commission File:
000-27141**

77-0463167

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

**2160 Gold Street
P.O. Box 2160
Alviso, California 95002**

(Address of Principal executive offices, including zip code)

(408) 519-9100

(Registrant's telephone number, including area code)

ITEM 9. REGULATION FD DISCLOSURE

On September 13, 2002, the Registrant filed Amendment No. 1 to its Annual Report on Form 10-K/A for the fiscal year ended January 31, 2002 (the Form 10-K/A) with the Securities and Exchange Commission. In connection with filing the Form 10-K/A, the Registrant has provided to the SEC the certifications below, as required by 18 U.S.C § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002:

Certification of Chief Executive Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of TiVo Inc. (the Company) hereby certifies, to such officer's knowledge, that:

- (i) the accompanying Amendment No. 1 to the Annual Report on Form 10-K/A of the Company for the fiscal year ended January 31, 2002 (the Form 10-K/A) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Form 10-K/A fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 13, 2002

/s/ MICHAEL RAMSAY

Michael Ramsay
Chief Executive Officer

The foregoing certification is being furnished solely to accompany the Form 10-K/A pursuant to 18 U.S.C. § 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Certification of Chief Financial Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of TiVo Inc. (the Company) hereby certifies, to such officer's knowledge, that:

- (i) the accompanying Amendment No. 1 to the Annual Report on Form 10-K/A of the Company for the fiscal year ended January 31, 2002 (the Form 10-K/A) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Form 10-K/A fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 13, 2002

/s/ DAVID H. COURTNEY

David H. Courtney
Chief Financial Officer and Executive
Vice President, Worldwide Operations
and Administration

The foregoing certification is being furnished solely to accompany the Form 10-K/A pursuant to 18 U.S.C. § 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

On September 13, 2002, the Registrant filed Amendment No. 1 to its Quarterly Report on Form 10-Q/A for the quarterly period ended April 30, 2002 (the Form 10-Q/A) with the Securities and Exchange Commission. In connection with filing the Form 10-Q/A, the Registrant has provided to the SEC the certifications below, as required by 18 U.S.C § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002:

Certification of Chief Executive Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of TiVo Inc. (the Company) hereby certifies, to such officer's knowledge, that:

- (i) the accompanying Amendment No. 1 to the Quarterly Report on Form 10-Q/A of the Company for the quarterly period ended April 30, 2002 (the Form 10-Q/A) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Form 10-Q/A fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 13, 2002

/s/ MICHAEL RAMSAY

Michael Ramsay
Chief Executive Officer

The foregoing certification is being furnished solely to accompany the Form 10-Q/A pursuant to 18 U.S.C. § 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Certification of Chief Financial Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of TiVo Inc. (the Company) hereby certifies, to such officer's knowledge, that:

- (i) the accompanying Amendment No. 1 to the Quarterly Report on Form 10-Q/A of the Company for the quarterly period ended April 30, 2002 (the Form 10-Q/A) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Form 10-Q/A fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 13, 2002

/s/ DAVID H. COURTNEY

David H. Courtney
Chief Financial Officer and Executive
Vice President, Worldwide Operations
and Administration

The foregoing certification is being furnished solely to accompany the Form 10-Q/A pursuant to 18 U.S.C. § 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

On September 13, 2002, the Registrant filed its Quarterly Report on Form 10-Q for the quarterly period ended July 31, 2002 (the Form 10-Q) with the Securities and Exchange Commission. In connection with filing the Form 10-Q, the Registrant has provided to the SEC the certifications below, as required by 18 U.S.C § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002:

Certification of Chief Executive Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of TIVO Inc. (the Company) hereby certifies, to such officer's knowledge, that:

- (i) the accompanying Quarterly Report on Form 10-Q of the Company for the quarterly period ended July 31, 2002 (the Form 10-Q) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 13, 2002

/s/ MICHAEL RAMSAY

Michael Ramsay
Chief Executive Officer

The foregoing certification is being furnished solely to accompany the Form 10-Q pursuant to 18 U.S.C. § 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Certification of Chief Financial Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of TiVo Inc. (the Company) hereby certifies, to such officer's knowledge, that:

- (i) the accompanying Quarterly Report on Form 10-Q of the Company for the quarterly period ended July 31, 2002 (the Form 10-Q) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: September 13, 2002

/s/ DAVID H. COURTNEY

David H. Courtney
Chief Financial Officer and Executive
Vice President, Worldwide Operations
and Administration

The foregoing certification is being furnished solely to accompany the Form 10-Q pursuant to 18 U.S.C. § 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized,

TIVO INC.

Dated: September 13, 2002

/s/ DAVID H. COURTNEY

David H. Courtney
Chief Financial Officer and Executive
Vice President, Worldwide Operations
and Administration
(Principal Financial and Accounting
Officer)