

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

TIVO INC.

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(Name of Registrant as Specified In Its Charter)

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

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No fee required.  
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(1) Title of each class of securities to which transaction applies:

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(1) Amount previously paid:

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

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(3) Filing Party:

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(4) Date Filed:

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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.

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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.

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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.

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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

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**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:

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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.

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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.

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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.

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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.

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**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: