

TIVO INC  
Form S-8  
September 04, 2012

As Filed with the Securities and Exchange Commission on August 31, 2012  
Registration No. 333-

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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.)

2160 Gold Street  
Alviso, California 95002  
(408) 519-9100

(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  
Chief Financial Officer  
TiVo Inc.  
2160 Gold Street, P.O. Box  
2160  
Alviso, California 95002  
(408) 519-9100

Copy to:  
Kathleen Wells, Esq.  
Latham & Watkins LLP  
140 Scott Drive  
Menlo Park, California  
94025-1008  
(650) 328-4600

(Name, 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

Title of Securities to be Registered	Amount of Shares to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
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Common Stock, \$0.001 par value per share	7,000,000	\$9.18	\$64,260,000	\$7,364.20
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. Amended and Restated 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 (\$9.30) and low (\$9.06) sale prices for the Registrant's common stock, par value \$0.001, per share, reported by the Nasdaq Global Market on August 24, 2012.

(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

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reflected in the market price of the Registrant's common stock.

#### 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 TiVo Inc. Amended & Restated 2008 Equity Incentive Award Plan (the "Plan"), and the contents of such prior registration statements are incorporated by reference in this registration statement: Registration Statement on Form S-8 filed September 9, 2011 (File No. 333-176774); Registration Statement on Form S-8 filed September 9, 2010 (File No. 333-169292); Registration Statement on Form S-8 filed December 10, 2009 (File No. 333-163618); and Registration Statement on Form S-8 filed August 25, 2008 (File No. 333-153179). We are hereby registering an additional 7,000,000 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);  
Registration Statement on Form S-8 filed September 9, 2010 (File No. 333-169292);  
Registration Statement on Form S-8 filed September 9, 2011 (File No. 333-176774);  
Annual Report on Form 10-K for the year ended January 31, 2012 filed with the Securities and Exchange Commission on March 23, 2012, including information specifically incorporated by reference into the Form 10-K from our definitive proxy statement for our 2012 Annual Meeting of Stockholders;  
Quarterly Reports on Form 10-Q for the quarters ended April 30, 2012 and July 31, 2012 filed with the Securities and Exchange Commission on June 4, 2012 and August 31, 2012, respectively;  
Current Reports on Form 8-K, filed on January 3, 2012; February 23, 2012 (Item 8.01 only); February 24, 2012; March 16, 2012; April 9, 2012; August 3, 2012; and August 29, 2012; 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.

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|------|---|
| 10.1 | Amended & Restated TiVo Inc. 2008 Equity Incentive Award Plan (incorporated by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q filed on August 31, 2012). |
| 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.   |
| 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 31<sup>st</sup> day of August, 2012.

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.

Signature	Title	Date
<u>/s/ Thomas S. Rogers</u> Thomas S. Rogers	Chief Executive Officer and Director (Principal Executive Officer)	August 31, 2012
<u>/s/ Anna Brunelle</u> Anna Brunelle	Chief Financial Officer (Principal Financial and Accounting Officer)	August 31, 2012
<u>/s/ Peter Aquino</u> Peter Aquino	Director	August 31, 2012
<u>/s/ William Cella</u> William Cella	Director	August 31, 2012
<u>/s/ Jeffrey T. Hinson</u> Jeffrey T. Hinson	Director	August 31, 2012
<u>/s/ J. Heidi Roizen</u> J. Heidi Roizen	Director	August 31, 2012
<u>/s/ Thomas Wolzien</u> Thomas Wolzien	Director	August 31, 2012

David Yoffie

Director



Index to Exhibits

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