

TIVO INC  
Form 4  
April 03, 2014

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ROGERS THOMAS S**

(Last) (First) (Middle)

**2160 GOLD STREET**

(Street)

**ALVISO, CA 95002**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**TIVO INC [TIVO]**

3. Date of Earliest Transaction  
(Month/Day/Year)

**04/01/2014**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

**President and CEO**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 04/01/2014                              |                                                             | F <sup>(1)</sup>                        | 47,462 D                                                                | \$ 13.3 1,584,651                                                                                                  | D                                                                    |                                                                   |
| Common<br>Stock                       | 04/03/2014                              |                                                             | D                                       | 25,000 D                                                                | \$ 13.13 1,559,651                                                                                                 | D                                                                    |                                                                   |
| Common<br>Stock                       | 04/03/2014                              |                                                             | D                                       | 25,000 D                                                                | \$ 13.13 1,534,651                                                                                                 | D                                                                    |                                                                   |
| Common<br>Stock                       | 04/03/2014                              |                                                             | F <sup>(1)</sup>                        | 43,147 D                                                                | \$ 13.13 1,491,504                                                                                                 | D                                                                    |                                                                   |
| Common<br>Stock                       | 04/03/2014                              |                                                             | M                                       | 25,000 A                                                                | \$ 0 1,516,504                                                                                                     | D                                                                    |                                                                   |

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Common Stock      04/03/2014      M      25,000      A      \$ 0      1,541,504      D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(2)</sup>                                                | 04/03/2014                              |                                                             | M                                    |                                                                                                              | 25,000                                                         |     | 04/03/2015                                                          | 04/03/2019         | Common<br>Stock | 25,000                              |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(2)</sup>                                                | 04/03/2014                              |                                                             | M                                    |                                                                                                              | 25,000                                                         |     | 04/03/2015                                                          | 04/03/2019         | Common<br>Stock | 25,000                              |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships                             |
|---------------------------------------------------------|-------------------------------------------|
|                                                         | Director    10% Owner    Officer    Other |
| ROGERS THOMAS S<br>2160 GOLD STREET<br>ALVISO, CA 95002 | X      President and CEO                  |

## Signatures

By: Attorney-in-fact Sheryl Andersen For: Thomas S. Rogers      04/03/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares have been surrendered to the Company to pay taxes applicable to the vesting of restricted stock.

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- (2) Each Restricted Stock Unit was the economic equivalent of one share of TiVo common stock. The reporting person settled his shares of Restricted stock units in cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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