

TIVO INC  
Form DEFA14A  
August 17, 2009

**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)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(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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The following charts provide supplemental information related to Proposal 3 contained in TiVo Inc.'s Amendment No. 1 to the Proxy Statement filed with the U.S. Securities Exchange Commission on July 15, 2009.

	Shares
<b>As of July 1, 2009*</b>	
Total Awards (including Stock Options, Stock Appreciation Rights, and Full Value Awards) Outstanding under all Equity Plans	20,329,186
Shares available for grant under 2008 Equity Incentive Plan	792,606
Shares available for purchase under Employee Stock Purchase Plan (ESPP)	3,711,374
Proposed Shares to be reserved for 2008 Equity Incentive Plan (Proposal 3)	4,000,000
Total of all Awards Outstanding Plus Shares available for issuance under 2008 Equity Plan, available for purchase under ESPP, and proposed shares to be reserved for 2008 Equity Incentive Plan (Proposal 3) ( <b>Total of All Awards</b> )	28,833,166
<b>Total Shares Outstanding</b>	<b>108,328,336</b>
<b>Total of All Awards as a percentage of Total Shares Outstanding</b>	<b>21.02%</b>

\* All numbers previously disclosed in Amended Proxy, with the exception of ESPP shares

	Shares	As a % of Total Shares Outstanding*
<b>As of July 1, 2009</b>		
Total Awards (including Stock Options, Stock Appreciation Rights, and Full Value Awards) outstanding under all Equity Plans	20,329,186	19%
Outstanding In the Money Exercisable Options and Stock Appreciation Rights	9,736,787	9%
<b>All Outstanding Awards less In the Money Exercisable Options and Stock Appreciation Rights</b>	<b>10,592,399</b>	<b>10%</b>
<b>Assuming Approval of New Equity Plan</b>		
All Awards Less In The Money Exercisable Options and Stock Appreciation Rights	10,592,399	10%
Proposed Shares to be reserved for 2008 Equity Incentive Plan (Proposal 3) plus current Shares available for grant under 2008 Equity Incentive Plan	4,792,606	4%
<b>Total</b>	<b>15,385,005</b>	<b>14%</b>

\* Total Shares outstanding as of July 1, 2009 is 108,328,336

**Important Information:** In connection with the solicitation of proxies, TiVo Inc. filed with the Securities and Exchange Commission (the SEC ) and first mailed to stockholders on or about July 20, 2009 a definitive proxy statement dated July 15, 2009 (the Proxy Statement ). The Proxy Statement contains important information about TiVo and its 2009 annual stockholders meeting. TiVo s stockholders are urged to read the Proxy Statement carefully. Stockholders may obtain additional free copies of the Proxy Statement and other relevant documents filed with the SEC by TiVo through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov) and at the website [www.tivo.com/2009proxy](http://www.tivo.com/2009proxy). The Proxy Statement and other relevant documents may also be obtained free of charge from TiVo by contacting Investor Relations in writing at TiVo Inc. at 2160 Gold Street, Alviso, CA 95002; or by phone at 408-519-9677. The Proxy Statement is also available on TiVo s website at [www.tivo.com](http://www.tivo.com). The contents of the websites referenced above are not deemed to be incorporated by reference into the Proxy Statement.