

TIVO INC  
Form 4  
May 13, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(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)  
05/11/2015

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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 05/11/2015                           |  | M                              |   | 37,455 A \$ 6.52  | 2,041,891  | D   |
| Common Stock                    | 05/11/2015                           |  | S <sup>(1)</sup>               |   | 37,455 D \$ 10.8747   | 2,004,436  | D   |
| Common Stock                    | 05/11/2015                           |  | M                              |   | 50,000 A \$ 6.52  | 2,054,436  | D   |
| Common Stock                    | 05/11/2015                           |  | D <sup>(3)</sup>               |   | 30,130 D \$ 10.82   | 2,024,306  | D   |
| Common Stock                    | 05/11/2015                           |  | F <sup>(4)</sup>               |   | 10,288 D \$ 10.82   | 2,014,018  | D   |

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

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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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy)  | \$ 6.52  | 05/11/2015                           |  | M <sup>(1)</sup>               | 37,455  | 08/01/2005   | 07/01/2015  | Common Stock | 37,455                     |
| Stock Appreciation Rights                  | \$ 6.52  | 05/11/2015                           |  | M <sup>(1)</sup>               | 50,000  | 08/01/2005   | 07/01/2015  | Common Stock | 50,000                     |

## 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 Jacob Starkweather For: Thomas S. Rogers 05/11/2015

\_\_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 were sold under a 10b5-1 plan that the reporting person most recently amended on January 15, 2015 and includes only those stock options and stock appreciation rights with an expiration date of 7/1/2015.
- (2) Weighted Average Sales Price - Actual sale prices range from \$10.81 - \$10.93. The reporting person will provide the SEC staff, the company or a security holder of the company the relevant information regarding sales at each respective price within the range.

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- (3) The cost of the 50,000 shares was \$326,000 equal to 30,130 shares of TiVo stock, with a remainder of 19,870 shares of which 10,288 were withheld for taxes.
- (4) These shares have been surrendered to the Company to pay taxes applicable to the exercising of Stock Appreciation Rights.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.