TIVO INC
Form 4
September 08, 2016

# FORM 4

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

**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

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

(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)
09/07/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | (A) or (D) | Price | | | |
| Common Stock | 09/07/2016 | | D | | 2,523,756 | D | (1) | 0 | D | |

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 A Underlying S (Instr. 3 and 4 |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | $ 6.18 | 09/07/2016 | | D | | | 983,818 | 04/21/2007(2) | 03/21/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy) | $ 8.94 | 09/07/2016 | | D | | | 500,000 | 04/26/2008(2) | 03/26/2018 | Common Stock |

# Reporting Owners

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

# Signatures

| | |
|---|---|
| By: Attorney-in-Fact Jacob Starkweaather For: Thomas S. Rogers | 09/08/2016 |
| **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)** Pursuant to that certain Agreement and Plan of Merger, dated as of April 28, 2016 (the "Merger Agreement"), by and among the issuer (f/k/a TiVo Inc.), Rovi Corporation, TiVo Corporation (f/k/a Titan Technologies Corporation) ("Parent"), Titan Acquisition Sub, Inc. ("TiVo Merger Sub") and Nova Acquisition Sub, Inc., upon the effective time of the merger of TiVo Merger Sub with and into the issuer (the "TiVo Merger"), each issued and outstanding share of the issuer's common stock automatically converted into a right to receive (x) 0.3853 validly issued, fully paid and non-assessable shares of Parent's common stock and (y) $2.75 in cash (the "Merger Consideration").

**(2)** Stock option vested and became exercisable monthly for 48 months beginning 1 month after the grant date.

**(3)** Pursuant to the Merger Agreement, upon the effective time of the TiVo Merger, each outstanding option was cancelled and automatically converted into the right to receive the Merger Consideration, less the exercise price and any required withholdings applicable to such stock option (which exercise price and withholdings were first deducted from the cash portion of the Merger Consideration to reduce the cash delivered to the Reporting Person, and thereafter reduced the number of shares of Parent's common stock delivered to the Reporting Person).

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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