

TIVO INC  
Form DEF 14A  
June 01, 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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(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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**TiVo Inc.**

**2160 Gold Street**

**P.O. Box 2160**

**Alviso, CA 95002**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON WEDNESDAY, SEPTEMBER 2, 2009**

*To our Stockholders:*

The 2009 Annual Meeting of Stockholders of TiVo Inc., a Delaware corporation, will be held on Wednesday, September 2, 2009, beginning at 10:30 a.m. local time at the offices of Latham & Watkins LLP, 140 Scott Drive, Menlo Park, California. At the meeting, the holders of the Company's outstanding common stock will act on the following matters:

1. Election of two directors to hold office until the 2012 Annual Meeting of Stockholders;
2. Ratification of the selection of KPMG LLP as independent auditors of TiVo for its fiscal year ending January 31, 2010;
3. Approval to reserve an additional 4,000,000 shares of our common stock for issuance pursuant to the 2008 Equity Incentive Award Plan; and
4. Transaction of any other business as may properly come before the Annual Meeting.

All holders of record of shares of TiVo common stock at the close of business on July 3, 2009 are entitled to vote at the meeting and any postponements or adjournments of the meeting. This notice and the accompanying proxy statement and proxy card are being first mailed to stockholders on or about July 20, 2009.

By order of the Board of Directors,

*/s/ Thomas Rogers*  
**Thomas Rogers**  
*Chief Executive Officer and President*

Alviso, California

May 31, 2009

**ALL STOCKHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING IN PERSON. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE IN ORDER TO ENSURE YOUR REPRESENTATION AT THE MEETING. A RETURN ENVELOPE (WHICH IS POSTAGE PREPAID IF MAILED IN THE UNITED STATES) IS ENCLOSED FOR THAT PURPOSE. EVEN IF YOU HAVE GIVEN YOUR PROXY, YOU MAY STILL VOTE IN PERSON IF YOU ATTEND THE MEETING. PLEASE NOTE, HOWEVER, THAT IF YOUR SHARES ARE HELD OF RECORD BY A BROKER, BANK OR OTHER NOMINEE AND YOU WISH TO VOTE AT THE MEETING, YOU MUST OBTAIN FROM THE RECORD HOLDER A PROXY ISSUED IN YOUR NAME.**

**TiVo Inc.**

**2160 Gold Street**

**P.O. Box 2160**

**Alviso, CA 95002**

**PROXY STATEMENT**

This proxy statement is being solicited on behalf of the Board of Directors of TiVo Inc. for use at the Annual Meeting of Stockholders of TiVo Inc., including any postponements or adjournments, to be held on Wednesday, September 2, 2009 beginning at 10:30 a.m. at the offices of Latham & Watkins LLP, 140 Scott Drive, Menlo Park, California. This proxy statement and accompanying proxy card are being first mailed to stockholders on or about July 20, 2009.

**ABOUT THE MEETING AND VOTING**

***What is the purpose of the Annual Meeting?***

At our 2009 Annual Meeting, stockholders will act upon the matters outlined in the notice of meeting on the cover page of this proxy statement, including the election of two directors, ratification of the selection of the Company's independent auditors, approval to reserve an additional 4,000,000 shares of our common stock for issuance pursuant to the 2008 Equity Incentive Award Plan, and any other business as may properly come before the meeting.

***Who is entitled to vote at the meeting?***

Only stockholders of record at the close of business on July 3, 2009, the record date for the meeting, are entitled to receive notice of and to participate in the 2009 Annual Meeting. If you were a stockholder of record as of the close of business on that date, you will be entitled to vote all of the shares that you held on that date at the meeting, or any postponements or adjournments of the meeting.

***What are the voting rights of the holders of TiVo common stock?***

Each outstanding share of TiVo common stock will be entitled to one vote on each matter considered at the meeting.

***Who can attend the meeting?***

Subject to space availability, all stockholders as of the record date, or their duly appointed proxies, may attend the meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Please also note that if you hold your shares in street name (that is, through a broker or other nominee), you will need to bring a copy of a brokerage statement reflecting your stock ownership as of the record date. Please also see *How do I vote?* for instructions on voting at the annual meeting if you hold your shares in street name.

***What constitutes a quorum?***

The presence at the meeting, in person or by proxy, of the holders of a majority of the aggregate voting power of the common stock outstanding as of the close of business on the record date, which is July 3, 2009, will constitute a quorum, permitting the meeting to conduct its business. At the close of business on May 12, 2009, there were 104,596,166 shares of our common stock outstanding and entitled to vote. Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of shares of common stock considered to be present at the meeting.

***How do I vote?***

If you complete and properly sign the accompanying proxy card and return it to the Company, it will be voted as you direct. If you are a registered stockholder and attend the meeting, you may deliver your completed proxy card in person. Street name stockholders, who wish to vote at the meeting, will need to obtain a proxy form from the institution that holds their shares.

***Can I change my vote after I return my proxy card?***

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Yes. Even after you have submitted your proxy, you may revoke or change your vote at any time before the proxy is exercised by filing with the Corporate Secretary of the Company at our principal executive office, 2160 Gold Street, P.O. Box 2160, Alviso, CA 95002, a written notice of revocation or a duly executed proxy bearing a later date, or it may be revoked by attending the meeting and voting in person. Attendance at the meeting will not, by itself, revoke a proxy.

- 1 -

***What are the Board of Director s recommendations?***

Unless you give other instructions on your proxy card, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of the Board. The Board s recommendation is set forth together with the description of each item in this proxy statement. In summary, the Board recommends a vote:

*for* the election of two directors to hold office until the 2012 Annual Meeting of Stockholders (see Proposal 1);

*for* ratification of the selection of KPMG LLP as independent auditors for TiVo for its fiscal year ending January 31, 2010 (see Proposal 2); and

*for* approval to reserve an additional 4,000,000 shares of our common stock for issuance pursuant to the 2008 Equity Incentive Award Plan (see Proposal 3).

With respect to any other business that properly comes before the meeting, the proxy holders will vote as recommended by the Board or, if no recommendation is given, in their own discretion.

***What vote is required to approve each item?***

All votes will be tabulated by the Inspector of Elections appointed for the meeting, who will separately tabulate affirmative and negative votes, abstentions, and broker non-votes. Any proxy which is returned using the form of proxy enclosed and which is not marked as to a particular item will be voted in accordance with the recommendations of the Board. With respect to any other business that properly comes before the meeting, the proxy holders will vote as recommended by the Board or, if no recommendation is given, in their own discretion, as the case may be with respect to the item not marked. We believe that the tabulation procedures to be followed by the Inspector of Elections are consistent with the general statutory requirements in Delaware concerning voting of shares and determination of a quorum.

**Election of Directors.** The affirmative vote of a plurality of the votes cast at the meeting is required for the election of directors. A properly executed proxy marked *Withhold authority* with respect to the election of one or more directors will not be voted with respect to the director or directors indicated, although it will be counted for purposes of determining whether there is a quorum.

**Approval to Reserve Additional Shares Pursuant to the 2008 Equity Incentive Award Plan.** The affirmative vote of a majority of the total votes cast on the proposal is required to approve the reservation of 4,000,000 additional shares of our common stock for issuance pursuant to the 2008 Equity Incentive Award Plan. A properly executed proxy marked *Abstain* with respect to the reservation of additional shares for the 2008 Equity Incentive Award Plan, and any broker non-votes, will not be counted as votes cast on such matter, although they will be counted for purposes of determining whether there is a quorum.

**Other Items.** For each other item, the affirmative vote of the holders of a majority of the shares represented in person or by proxy and entitled to vote on the item will be required for approval at which a quorum is present as is required under Delaware law for approval of proposals presented to stockholders. In general, Delaware law also provides that a quorum consists of a majority of the shares present in person or represented by proxy. A properly executed proxy marked *Abstain* with respect to such matter will not be voted, although it will be counted for purposes of determining whether there is a quorum. Accordingly, an abstention will have the effect of a negative vote.

If you hold your shares in *street name* through a broker or other nominee, your broker or nominee may not be permitted to exercise voting discretion with respect to some of the matters to be acted upon. Thus, if you do not give your broker or nominee specific instructions, your shares may not be voted on those matters and will not be counted in determining the number of shares necessary for approval. Share represented by such *broker non-votes* will, however be count in determining whether there is a quorum.

There is no statutory or contractual right of appraisal or similar remedy available to those stockholders who dissent from any matter to be acted upon.

***Who pays for the solicitation of proxies?***

We will bear the entire cost of solicitation of proxies including preparation, assembly, printing, and mailing of this proxy statement, the proxy card, and any additional information furnished to stockholders. Copies of solicitation materials will be furnished to banks, brokerage houses,

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fiduciaries, and custodians holding in their names shares of common stock beneficially owned by others to forward to such beneficial owners. We may reimburse persons representing beneficial owners of common stock for their costs of forwarding solicitation materials to such beneficial owners. Original solicitation of proxies by mail may be supplemented by telephone, telegram, or personal solicitation by our directors, officers, or other regular employees. No additional compensation will be paid to our directors, officers, or other regular employees for such services.

In addition, we have retained The Altman Group, Inc., 1200 Wall Street West, 3rd Fl., Lyndhurst, NJ 07071, to aid in the solicitation of proxies by mail, telephone, facsimile, e-mail and personal solicitation and will request brokerage houses and other nominees, fiduciaries and custodians to forward soliciting materials to beneficial owners of our common stock. For these services, we will pay The Altman Group, Inc. a fee of \$12,500, plus expenses.



***Is my vote confidential?***

Proxies, ballots, and voting tabulations are handled on a confidential basis to protect your voting privacy. Information will not be disclosed except as required by law.

***How do I find out the voting results?***

Preliminary voting results will be announced at the meeting and final voting results will be published in our Quarterly Report on Form 10-Q for the quarter ending October 31, 2009. We will file this quarterly report with the Securities and Exchange Commission ( SEC ). After the Form 10-Q is filed, you may obtain a copy by:

visiting our website; or

contacting our Investor Relations department at (408) 519-9677.

***Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting To Be Held on September 2, 2009.***

This Proxy Statement and the 2009 Form 10-K are available on the Internet at: <http://www.tivo.com/2009proxy>.

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**PROPOSAL 1**

**ELECTION OF CLASS III DIRECTORS**

Our Amended & Restated Certificate of Incorporation and Amended and Restated Bylaws provide that the Board of Directors shall be divided into three classes, with each class having a three-year term. Subject to certain limited exceptions, vacancies on the Board may be filled only by persons elected by a majority of the remaining directors. A director elected by the Board to fill a vacancy (including a vacancy created by an increase in the number of directors) shall serve for the remainder of the full term of the class of directors in which the vacancy occurred and until such director's successor is elected and qualified.

The Board has selected two Class I director nominees to be re-elected at the 2009 Annual Meeting of Stockholders. All of the nominees for election to this class are currently directors of TiVo. The term of office of each person elected as a director at this meeting will continue until the 2012 Annual Meeting or until the director's successor has been duly elected or appointed and qualified, or until such director's earlier death, resignation, or removal. As previously disclosed, Mr. Yang, a Class I director, intends not to stand for re-election and his term will end as of the date of the 2009 Annual Meeting of Stockholders and Mr. Perry, a Class III director, has informed the Board that he intends to resign his position on our Board and Audit Committee in connection with the 2009 Annual Meeting of Stockholders.

Directors are elected by a plurality of the votes present in person or represented by proxy and entitled to vote at the meeting. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the two nominees named below. In the event that any nominee should be unavailable for election as a result of an unexpected occurrence, such shares will be voted for the election of such substitute nominee as the Board may propose. Each person nominated for election has agreed to serve if elected, and management and the Board have no reason to believe that any nominee will be unable to serve. There are no family relationships among any of the directors, director nominees, or executive officers of TiVo.

The names of the nominees, their ages as of May 1, 2009 and certain other information about them are set forth below:

**Randy Komisar**

Age: 54  
Director Since: 1998  
Class/Expiration: Class I/2009  
Committee: Chairman, Nominating and Governance Committee; Technology Committee  
Principal Occupation: Partner, Kleiner Perkins Caufield and Byers since 2005; Strategic business advisor since 1996.

**Thomas Wolzien**

Age: 62  
Director Since: 2007  
Class/Expiration: Class I/2009  
Committee: Audit Committee; Technology Committee  
Principal Occupation: Chairman of Wolzien LLC since July 2005; prior to July 2005 Senior Media Analyst (sell-side) at Sanford C. Bernstein & Co., LLC.

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**THE BOARD OF DIRECTORS RECOMMENDS**

**A VOTE IN FAVOR OF EACH NAMED NOMINEE IN PROPOSAL 1**

**DIRECTORS NOT STANDING FOR ELECTION AND EXECUTIVE OFFICERS**

The members of the Board whose terms or directorships do not expire at the 2009 Annual Meeting and who are not standing for election at this year's Annual Meeting are set forth below:

**William Cella**

Age: 59  
Director Since: 2009  
Class/Expiration: Class II/2010  
Committee: None  
Principal Occupation: Chairman and Chief Executive Officer of The Cella Group LLC  
Other Directorships: None

**Jeffrey T. Hinson**

Age: 54  
Director Since: 2007  
Class/Expiration: Class II/2010  
Committee: Chairman, Audit Committee; Pricing Committee  
Principal Occupation: President and CEO of Border Media Partners since July 2007; Executive Vice President and Chief Financial Officer of Univision Communications from March 2004 to June 2005; Senior Vice President and Chief Financial Officer of Univision Radio from September 2003 to March 2004.  
Other Directorships: Live Nation, Inc. (NYSE: LYV); Windstream Corporation (NYSE: WIN).

**Thomas Rogers**

Age: 54

Director Since: 2003

Class/Expiration: Class III/2011

Committee: None.

Principal Occupation: President and Chief Executive Officer, TiVo Inc. since July 2005; Vice Chairman of TiVo from October 2004 to July 2005; Chairman of TRget Media from July 2003 until July 2005; Senior Operating Executive for media and entertainment for Cerberus Capital Management from 2004 until July 2005; Chairman of the Board of Teleglobe International Holdings, Ltd. (NASDAQ:TLGB) from November 2004 to February 2006; Chairman and CEO of Primedia, Inc. (NYSE:PRM) from October 1999 until April 2003; and President of NBC Cable and Executive Vice President, among other positions, at National Broadcasting Company, Inc. from January 1987 until October 1999.

Other Directorships: Idearc (NYSE: IAR)

**Joseph Uva**

Age: 53

Director Since: 2004

Class/Expiration: Class III/2011

Committee: Compensation Committee

Principal Occupation: Chief Executive Officer, Univision Communications, Inc. since April 2007; President and Chief Executive Officer of OMD Worldwide from January 2002 to March 2007.

Other Directorships: Univision Communications, Inc. (NYSE: UVN)

**David M. Zaslav**

Age: 49

Director Since: 2000

Class/Expiration: Class II/2010

Committee: Chairman, Pricing Committee; Compensation Committee

Principal Occupation: President and Chief Executive Officer, Discovery Communications, Inc. since January 2007; Executive Vice President of NBC and President of NBC Universal Cable and Domestic TV and New Media Distribution from May 2006 until January 2007; Executive Vice President of NBC and President of NBC Cable from October 1999 until May 2006.

As previously disclosed, Mr. Yang, a Class I director, intends not to stand for re-election and his term will end as of the date of the 2009 Annual Meeting of Stockholders and Mr. Perry, a Class III director, has informed the Board that he intends to resign his position on our Board and Audit Committee in connection with the 2009 Annual Meeting of Stockholders.

Mark W. Perry

Age: 65  
Director Since: 2003  
Class/Expiration: Class III/2011  
Committee: Audit Committee; Pricing Committee  
Principal Occupation: General Partner, New Enterprise Associates since 1996.

Geoffrey Y. Yang

Age: 50  
Director Since: 1997  
Class/Expiration: Class I/2009  
Committee: Chairman, Compensation Committee; Nominating and Governance Committee; Technology Committee  
Principal Occupation: Managing Director, Redpoint Ventures and General Partner, Institutional Venture Partners since 1999.

#### **CORPORATE GOVERNANCE**

##### **CORPORATE GOVERNANCE GUIDELINES**

We have adopted corporate governance guidelines titled [Corporate Governance Guidelines of TiVo Inc.](#) which are available at [www.tivo.com](http://www.tivo.com) by first clicking [About us](#), then [Investor Relations](#), and then [Corporate governance](#). These guidelines were adopted by the Board to best ensure that the Board is independent from management, that the Board adequately performs its function as the overseer of management, and to enhance the accountability of the Board to our stockholders.

##### **DIRECTOR INDEPENDENCE**

The Board makes an annual determination of independence as to each Board member under the current standards for independence established by NASDAQ Global Market ( [NASDAQ](#) ). In May 2009, the Board determined that a majority of its directors are independent under these standards, comprising Messrs. Cella, Hinson, Komisar, Perry, Uva, Wolzien, Yang, and Zaslav. In evaluating the independence of these Board members, our Board considered any new transactions which may have occurred between us and any of these Board members (or any parties related to these Board members) since last year's determination of independence. The Board considered from fiscal year 2009 or prior years the following existing transactions in making this determination: (1) on-going periodic purchases and sales from and to Discovery Communications, Inc., or DCI, of advertising as well

as purchased broadcast airtime with whom Mr. Zaslav has served as CEO and President of DCI since January 2007; (2) the entry into a licensing and marketing agreement in fiscal year 2007 with OneTrueMedia, or OTM, with whom Mr. Komisar is a member of the Board of Directors; and (3) the entry into a licensing and marketing agreement with Windstream Communications, with whom Mr. Hinson is a member of the Board of Directors. The Board determined that none of these transactions qualified as related-party transactions nor were of such a nature as to affect each of the respective Board members' independence.

#### **DIRECTOR NOMINATING PROCESS**

The Nominating and Governance Committee considers candidates for director nominees proposed by Directors, the Chief Executive Officer, and security holders. The Committee may also retain recruiting professionals to identify and evaluate candidates for director nominees.

The Committee evaluates all aspects of a candidate's qualifications in the context of the needs of the Company with a view to creating a Board with a diversity of experience and perspectives. As set forth in accordance with the Nominating and Governance Committee's charter, the same evaluating procedures apply to all candidates for director nomination, including candidates submitted by security holders. Among a candidate's qualifications and skills considered important are personal and professional integrity, ethics, and values; a commitment to representing the long-term interests of security holders; experience in corporate management, such as serving as an officer or former officer of a publicly held company; experience and/or academic expertise in the Company's industry and with relevant social policy concerns; experience as a board member of another publicly held company; and practical and mature business judgment.

The Nominating and Governance Committee will consider prospective candidates nominated by security holders, in accordance with the Company's Amended & Restated Bylaws and its Amended & Restated Certificate of Incorporation, if the name(s) and supporting information are submitted by certified or registered mail to: Corporate Secretary, TiVo Inc., 2160 Gold St., P.O. Box 2160, Alviso, CA 95002. Any stockholder who desires to recommend a candidate for nomination to the Board who would be considered for election at the Company's 2010 Annual Meeting is strongly encouraged to do so no later than the date stockholder proposals meeting the requirements of SEC Rule 14a-8 are due. *See* Stockholder Proposals for 2010 Annual Stockholders' Meeting.

#### **SECURITY HOLDER COMMUNICATIONS WITH THE BOARD**

Security holders may contact the Board regarding bona fide issues or questions about TiVo by mail, facsimile, or e-mail, addressed as follows: Board of Directors, or individual director, c/o Corporate Secretary, 2160 Gold St., P.O. Box 2160, Alviso, CA 95002; or by Fax: (408) 519-3304; or by e-mail: Board@tivo.com. The Corporate Secretary periodically will forward such communications or provide a summary to the Board or the relevant members of the Board.

#### **CODE OF CONDUCT**

We have adopted a code of conduct that applies to all our directors, officers, and employees, including our Chief Executive Officer, Chief Financial Officer, Treasurer and Controller, as required by applicable securities laws, rules of the SEC, and the applicable NASDAQ listing standards. This code of conduct is posted on our Website located at [www.tivo.com](http://www.tivo.com). The code of conduct is available at [www.tivo.com](http://www.tivo.com) by first clicking "About us", then "Investor Relations", then "Corporate governance" and finally click on "Code of Conduct".

### **MEETINGS AND COMMITTEES OF THE BOARD**

#### **THE BOARD**

Each director is expected to devote sufficient time, energy and attention to ensure diligent performance of his duties and to attend all Board and applicable committee meetings. The Board met 9 times during the fiscal year ended January 31, 2009. Each director attended at least 75% of all Board and applicable committee meetings during fiscal year 2009. Our policy is to encourage our Board members to attend each annual meeting of stockholders, and one Board member attended our 2008 Annual Meeting.

#### **THE COMMITTEES**

The Board has the following five standing committees: (1) Audit; (2) Compensation; (3) Nominating and Governance; (4) Pricing; and (5) Technology. The primary functions of each committee and its current members are described below. The composition of the committees for fiscal year 2010 is presented in the table below. Each of these committees has a written charter approved by the Board. The Board has affirmatively determined that each director who currently serves on the Audit, Compensation, and Nominating and Governance Committees is independent, as the term is defined by applicable NASDAQ listing standards and SEC rules. A copy of each of our written committee charters can be found at [www.tivo.com](http://www.tivo.com) by first clicking "About us", then "Investor Relations", and then "Corporate governance".

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**Audit Committee.** The Audit Committee is responsible for, among other things, making recommendations to the Board regarding the engagement of our independent public accountants, reviewing with the independent public accountants the plans and



results of the audit engagement, approving professional services provided by the independent public accountants, and reviewing the adequacy of our internal accounting controls. The Audit Committee is currently composed of three outside directors who are not our officers or employees. The Audit Committee met 9 times during fiscal year 2009. For fiscal year 2010, the Chair of the Audit Committee is Mr. Hinson and the other current members are Messrs. Perry and Wolzien, although Mr. Perry will be leaving the Board and the Audit Committee when his Director term expires at the 2009 Annual Meeting of Stockholders. The Board has determined that each member of the Audit Committee meets the independence and financial experience requirements under both SEC and NASDAQ rules. In addition, the Board has determined that Mr. Hinson is an audit committee financial expert as defined by SEC rules. The Audit Committee has a written charter available at [www.tivo.com](http://www.tivo.com) by first clicking About us, then Investor Relations, and then Corporate governance.

**Compensation Committee.** The Compensation Committee is responsible for determining salaries and incentive compensation for our directors and executive officers and for administering our stock option incentive plans. The Compensation Committee met 7 times during fiscal year 2009. For fiscal year 2010, the current Chair of the Compensation Committee is Mr. Yang and the other current members are Messrs. Uva and Zaslav, although Mr. Yang will be leaving the Board and the Compensation Committee when his Director term expires at the 2009 Annual Meeting of Stockholders. The members of our Compensation Committee are independent as required by the listing requirements of NASDAQ. For further discussion of the process and procedures for the consideration and determination of executive and director compensation, see Compensation Discussion & Analysis.

**Nominating and Governance Committee.** The Nominating and Governance Committee was established by the Board in November 2002 for the purpose of, among other things, (i) making recommendations to the Board regarding candidates for membership on the Board and regarding the size and composition of the Board, (ii) establishing procedures for the nomination process, and (iii) reviewing matters related to our corporate governance. The Nominating and Governance Committee did not meet during fiscal year 2009. For fiscal year 2010, the current Chair of the Nominating and Governance Committee is Mr. Komisar and the other current member is Mr. Yang, although Mr. Yang will be leaving the Board and the Nominating and Governance Committee when his Director term expires at the 2009 Annual Meeting of Stockholders. The members of our Nominating and Governance Committee are independent as required by the listing requirements of NASDAQ.

**Pricing Committee.** The Pricing Committee is authorized and directed by the Board to negotiate the terms of certain offerings, issuances, and sales of securities of the Company, in either private placements or registered offerings. The Pricing Committee did not meet during fiscal year 2009. For fiscal year 2010, the current Chair of the Pricing Committee is Mr. Zaslav and the other current members are Mr. Hinson and Mr. Perry, although Mr. Perry will be leaving the Board and the Pricing Committee when his Director term expires at the 2009 Annual Meeting of Stockholders.

**Technology Committee.** The Technology Committee is responsible for, among other things, making recommendations to the Board regarding intellectual property assets of the Company, future technological developments, and the integration with or acquisition of third party technology. The Technology Committee is composed of three directors. The Technology Committee met did not meet during fiscal year 2009. For fiscal year 2010, there is no current Chair of the Technology Committee and the current members are Messrs. Komisar, Wolzien and Yang, although Mr. Yang will be leaving the Board and the Technology Committee when his Director term expires at the 2009 Annual Meeting of Stockholders.

The following table sets forth the composition of the Board's standing committees for fiscal year 2010 as well as the number of meetings for each standing committee during fiscal year 2009:

Name of Director	Audit	Compensation	Nominating and Governance	Pricing	Technology
<b>Independent Directors</b>					
William Cella					
Jeffrey T. Hinson	*			X	
Randy Komisar			*		X
Mark W. Perry	X			X	
Joseph Uva		X			
Thomas Wolzien	X				X
Geoffrey Y. Yang		*	X		X
David M. Zaslav		X		*	

Name of Director	Audit	Compensation	Nominating and Governance	Pricing	Technology
<b>Employee Directors</b>					
Thomas Rogers					
<b>Former Directors</b>					
Charles B. Fruit (1)	X				
Number of Meetings in Fiscal Year 2009	9	7	0	0	0

X=Committee Member

\*=Chairman

(1) Mr. Fruit unexpectedly died on May 27, 2008.

**COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

The members of our Compensation Committee are Messrs. Uva, Yang, and Zaslav. None of the current members of our Compensation Committee is currently or has been, at any time since its formation, an officer or employee.

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

In accordance with TiVo's Audit Committee Charter, all related-party transactions between TiVo and any of its officers, directors, or principal stockholders, are approved by the Audit Committee or a majority of the independent and disinterested members of the Board, are on terms no less favorable to TiVo than could be obtained from unaffiliated third parties, and are in connection with bona fide business purposes. For a discussion of other transactions with related-parties described elsewhere, see the Director Independence section under the heading Corporate governance, Executive Compensation and Other Information Compensation Discussion and Analysis Severance and Change of Control Payments and Executive Compensation and Other Information Employment, Severance, and Change of Control Agreements.

*Directors and Executive Officers.*

We have entered into indemnity agreements with substantially all of our directors and officers that provide, among other things, that TiVo will indemnify these persons, under circumstances and to the extent provided for therein, for expenses, damages, judgments, fines and settlements he or she may be required to pay in actions or proceedings to which he or she is or may be a party by reason of his or her position as a director, officer or employee, and otherwise to the full extent permitted under Delaware law, TiVo's Amended & Restated Bylaws, and TiVo's Amended & Restated Certificate of Incorporation.

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## EXECUTIVE COMPENSATION AND OTHER INFORMATION

### COMPENSATION DISCUSSION AND ANALYSIS

*The following discussion and analysis contains statements regarding individual and company performance targets and goals. These targets and goals are disclosed in the limited context of our compensation programs and should not be understood to be statements of management's future expectations or estimates of future results or other guidance. We specifically caution investors not to apply these statements to other contexts.*

#### Overview of Compensation Program

The Compensation Committee of the Board has responsibility for establishing and monitoring adherence with the Company's compensation philosophy. Our Compensation Committee reviews and recommends for approval by our Board all compensation, both cash and equity, to be paid to our executive officers. The Committee ensures that the total compensation paid to our executive officers is fair as well as competitive. This section discusses the principles underlying our executive compensation policies and decisions. It provides qualitative information regarding how compensation is awarded to and earned by our executive officers and places in context the data presented in the tables and narrative that follows.

Throughout this proxy statement, the individuals who served as the Company's Chief Executive Officer and Chief Financial Officer during our fiscal year ended January 31, 2009, also referred to as our fiscal 2009 or FY09, as well as the other individuals included in the Summary Compensation Table FY09 table below, are referred to as the named executive officers.

#### Compensation Philosophy and Objectives

Our compensation program for executive officers is designed to attract individuals with the skills necessary for us to achieve our business plan, to motivate and reward those individuals fairly over time, to retain those individuals who continue to perform at or above the levels that we expect, and remain competitive relative to the compensation paid to similarly situated executives of our peer companies. It is also designed to reinforce a sense of ownership, urgency and overall entrepreneurial spirit and to link rewards to measurable corporate and departmental performance. To that end, the Committee believes executive compensation packages provided by the Company to its executives, including the named executive officers should include both cash and stock-based compensation.

#### Role of Executive Officers in Compensation Decisions

The Committee makes all recommendations to the Board regarding salary, bonus, and equity awards for the Chief Executive Officer and otherwise has the authority to review and approve salary, bonus, and equity awards for all other executive officers of the Company, including the named executive officers. The Chief Executive Officer and the Senior Vice President of Human Resources annually review the performance of each member of the executive officers (other than the Chief Executive Officer and the Senior Vice President of Human Resources, of which the Chief Executive Officer reviews the performance of the Senior Vice President of Human Resources and the Chief Executive Officer's performance is reviewed by the Committee and the Board). The conclusions reached and recommendations made based on these reviews, including with respect to salary adjustments and annual award amounts, are presented to the Committee. The Committee can exercise its discretion in modifying any recommended adjustments or awards to executives.

### Setting Executive Compensation

Based on the foregoing objectives, the Committee has structured our annual and long-term incentive-based cash and non-cash executive compensation to motivate executives to achieve the business goals set by us and rewards the executives for achieving those goals. In furtherance of this, the Committee engaged Compensia, Inc., an outside management consulting firm providing executive compensation advisory services, for FY09 to conduct an annual review of our total compensation program for our executive officers, including our named executive officers. For our fiscal year 2009, Compensia provided management and the Committee with relevant market data, including data from the Radford Special Executive Survey for the technology industry, and alternatives to consider when making compensation decisions.

In making compensation decisions, the Committee compares each element of total compensation against a select peer group of publicly-traded media and technology companies. This select peer group, which is reviewed and approved by the Committee, consists of companies against which the Committee believes we compete for talent.

The following represents the select peer group of media companies used for FY09:

Citadel Broadcasting

Lin TV

Cox Radio

Cumulus Media

Emmis Communications

Entercom Communications

Gemstar-TV Guide International

Gray Television

Westwood One

Ion Media Networks

Lodgenet Entertainment

Hearst-Argyle Television

XM Satellite Radio Holdings

Radio One

Sinclair Broadcast Group

Sirius Satellite Radio

The following represents the select peer group of technology companies used for FY09:

Akamai Technologies

Ariba

Borland Software

CNET Networks

Drugstore.com

Infospace

Macrovision

OpenTV

RealNetworks

Salesforce.com

Seachange International

Webex Communications

Netflix

For use as additional reference point during FY09, the Committee also evaluated our overall mix of cash and equity compensation and incentive opportunities for executives against select market-makers. While compensation of this market-makers



peer group, which is reviewed and approved by the Committee, is reviewed to assess pay practices of leading companies, this data was not utilized for setting TiVo executive pay levels as these companies were significantly larger than TiVo when compensation for FY09 was set.

Adobe Systems, Inc.

Apple Computer

Broadcom

Ebay

Google

Hewlett-Packard Company

Microsoft

News Corp.

Palm

Seagate Technology

Time Warner Inc.

Yahoo!

Intuit

**Executive Compensation Components**

The principal components of compensation for named executive officers are: