

TIVO INC  
Form 10-Q/A  
February 19, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

**Amendment No. 1**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended October 31, 2009

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

Commission file number 000-27141

**TIVO INC.**

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(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>77-0463167</b> (I.R.S. Employer Identification No.)
<b>2160 Gold Street, P.O. Box 2160, Alviso, CA 95002</b>  (Address of principal executive offices including zip code)	
<b>(408) 519-9100</b>  (Registrant's telephone number, including area code)	

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. YES  NO .

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files). YES  NO .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer," "large accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act).

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Large Accelerated Filer  Accelerated Filer

Non-Accelerated Filer  Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO .

The number of shares outstanding of the registrant's common stock, \$0.001 par value, was 109,908,457 as of November 30, 2009.

**Explanatory Note**

We are amending, as of February 19, 2010, our Quarterly Report on Form 10-Q for the three months ended October 31, 2009 (the "10-Q"), originally filed on December 9, 2009, to amend Part II, Item 4 entitled "Submissions of Matters to a Vote of Security Holders" for the sole purpose of including the voting results from TiVo Inc. Annual Meeting held on September 2, 2009 which were inadvertently omitted from the original 10-Q. This amendment does not reflect events occurring after the original filing date or modify or update those disclosures affected by subsequent events, and this Amendment No. 1 on Form 10-Q should be read in conjunction with our other filings with the Securities and Exchange Commission.

**PART II. OTHER INFORMATION**

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

The Annual Meeting of Stockholders of TiVo Inc. was held at the offices of Latham & Watkins LLP, 140 Scott Drive, Menlo Park, California on September 2, 2009. Out of 108,331,729 shares of Common Stock (as of the record date of July 3, 2009) entitled to vote at the meeting, 98,016,054 shares were present in person or by proxy.

The following nominated directors were elected, to serve until the 2012 Annual Meeting of Stockholders, or until their successors are elected, as follows:

<b>NOMINEE</b>	<b>IN FAVOR</b>	<b>WITHHELD</b>
Randy Komisar	82,478,542	15,537,512
Thomas Wolzien	84,515,787	13,500,267

The following directors' terms of office continued after the meeting: William Cella, Jeffrey T. Hinson, Thomas Rogers, J. Heidi Roizen, Joseph Uva, and David M. Zaslav.

The selection of KPMG LLP as independent auditors for the Company for the fiscal year ending January 31, 2010, was ratified as follows:

<b>IN FAVOR</b>	<b>OPPOSED</b>	<b>ABSTAIN</b>
97,264,731	591,621	159,701

The approval of the Amendment to the 2008 Equity Incentive Award Plan and to reserve 4,000,000 shares of the Company's common stock for issuance pursuant to the plan:

<b>IN FAVOR</b>	<b>OPPOSED</b>	<b>ABSTAIN</b>
47,147,329	28,385,375	99,482

**ITEM 6. EXHIBITS**

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
31.1	Certification of Thomas Rogers, President and Chief Executive Officer of TiVo Inc. dated February 19, 2010 pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Anna Brunelle, Chief Financial Officer of TiVo Inc. dated February 19, 2010 pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

**SIGNATURES AND OFFICER CERTIFICATIONS**

Pursuant to the requirements the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

TIVO INC.

Date: February 19, 2010

By: /s/ THOMAS ROGERS  
**Thomas Rogers**  
**President and Chief Executive**

**(Principal Executive Officer)**

Date: February 19, 2010

By: /s/ ANNA BRUNELLE  
**Anna Brunelle**  
**Chief Financial Officer**

**(Principal Financial and Accounting Officer)**