

TIVO INC  
Form 10-Q/A  
September 08, 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 April 30, 2010

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.**

(Exact name of registrant as specified in its charter)

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**Delaware** **77-0463167**  
(State or other jurisdiction of **(I.R.S. Employer**  
**incorporation or organization)** **Identification No.)**  
**2160 Gold Street, P.O. Box 2160, Alviso, CA 95002**  
(Address of principal executive offices including zip code)  
**(408) 519-9100**  
(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).

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 115,481,611 as of May 28, 2010.

**Explanatory Note**

We are amending, as of September 8, 2010, our Quarterly Report on Form 10-Q for the three months ended April 30, 2010 (the "10-Q"), originally filed on June 9, 2010, for the sole purpose of re-filing exhibits 10.2 and 10.3 to revise the portions of those previously filed exhibits for which we have sought confidential treatment. 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.

**ITEM 6. EXHIBITS**

- 3.1 Amendment No. 1 to TiVo Inc. Amended and Restated Bylaws, effective as of March 23, 2010. (incorporated by reference to the Registrant's Form 8-K filed on March 29, 2010).
- 10.1 Third Amended & Restated Employment Agreement between TiVo Inc. and Thomas Rogers, dated as of February 1, 2010 (incorporated by reference to the Registrant's Form 10-Q filed on June 9, 2010).
- 10.2+ Letter Agreement between TiVo Inc. and Tribune Media Services, Inc., dated as of March 22, 2010 (filed herewith).
- 10.3+ Non-DVR Media Application Addendum between TiVo Inc. and Best Buy Stores, L.P., made effective as of July 7, 2009, to the Master Marketing and Development Agreement, dated as of July 7, 2009 (filed herewith).
- 10.4 Summary of TiVo Inc. Fiscal Year 2011 Bonus Plan For Executive Officers (incorporated by reference to Registrant's Form 8-K filed on May 4, 2010).
- 31.1 Certification of Thomas Rogers, President and Chief Executive Officer of TiVo Inc. dated September 7, 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 September 7, 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.

+ Confidential treatment has been requested as to portions of this exhibit.

**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: September 8, 2010

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

**(Principal Executive Officer)**

Date: September 8, 2010

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

**(Principal Financial and Accounting Officer)**