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TIVO INC
Form S-8
September 17, 2001

As Filed with the Securities and Exchange Commission on September 17, 2001
Registration No. 333-_____

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

TIVO INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

77-0463167
(I.R.S. Employer
Identification No.)

2160 Gold Street

P.O. Box 2160

Alviso, California 95002

(Address of Principal Executive Offices including Zip Code)

TIVO INC. 1999 EQUITY INCENTIVE PLAN

TIVO INC. 1999 NON-EMPLOYEE DIRECTORS' STOCK OPTION PLAN

TIVO INC. 1999 EMPLOYEE STOCK PURCHASE PLAN

(Full title of the Plans)

Michael Ramsay
President and Chief
Executive Officer
TiVo Inc.
2160 Gold Street, P.O. Box 2160
Alviso, California 95002
(408) 519-9100

Copy to:
Alan C. Mendelson, Esq.
Latham & Watkins
135 Commonwealth Drive
Menlo Park, California 94025
(650) 328-4600

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(Name and address, including zip code, and telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount of Shares to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Price
Common Stock, \$0.001 par value per share, issuable under the TiVo Inc. 1999 Equity Incentive Plan.....	12,000,000	(2)	\$114,978,560 (3)
Common Stock, \$0.001 par value per share, issuable under the TiVo Inc. 1999 Non-Employee Directors' Stock Option Plan.....	300,000	\$3.68 (4)	\$1,104,000.0
Common Stock, \$0.001 par value per share, issuable under the TiVo Inc. 1999 Employee Stock Purchase Plan.....	700,000	\$3.68 (6)	\$2,576,00
Total.....	13,000,000	---	\$118,658,560

- (1) This registration statement shall also cover any additional shares of common stock which become issuable under the TiVo Inc. 1999 Equity Incentive Plan, the TiVo Inc. 1999 Non-Employee Directors' Stock Option Plan, and the TiVo Inc. 1999 Employee Stock Purchase Plan (the "Plans"), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of the Registrant's Common Stock.
- (2) Estimated for the purpose of calculating the registration fee (i) pursuant to Rule 457(h) on the basis of a weighted average exercise price per share for 8,321,805 shares subject to options previously granted at \$12.19 per share and (ii) pursuant to Rule 457(c) for the remaining 3,678,195 shares available for future grants based on the average high and low prices for the Registrant's common stock \$3.68 as reported on the Nasdaq National Market on September 17, 2001.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act.
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) for the 300,000 shares registered hereunder (the average (\$3.68) of the high (\$4.30) and low (\$3.05) prices for the Registrant's Common Stock reported by the Nasdaq National Market on September 17, 2001).
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act.
- (6) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) for the 700,000 shares registered hereunder (the average (\$3.68) of the high (\$4.30) and low (\$3.05) prices for the Registrant's Common Stock reported by the Nasdaq National Market on September 17, 2001).
- (7) Estimated solely for the purpose of calculating the registration fee

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pursuant to Rule 457 of the Securities Act.

Proposed sales to take place as soon after the effective date of the Registration Statement as options granted under the Plans are exercised.

REGISTRATION OF ADDITIONAL SECURITIES

TiVo Inc. (the "Registrant") filed with the Securities and Exchange Commission the following Registration Statement on Form S-8 relating to shares of the Registrant's common stock, par value \$0.001 per share (the "Common Stock"), to be offered and sold under the Plans, and the contents of such prior Registration Statement are incorporated by reference in this Registration Statement: Registration Statement on Form S-8 filed January 13, 2000 (File No. 333-94629). The Registrant is hereby registering an additional (i) 12,000,000 shares of Common Stock issuable under the Registrant's 1999 Equity Incentive Plan, (ii) 300,000 shares of Common Stock issuable under the Registrant's 1999 Non-Employee Directors' Stock Option Plan, and (iii) 700,000 shares of Common Stock issuable under the Registrant's 1999 Employee Stock Purchase Plan.

Item 8. Exhibits

See Index to Exhibits on Page 4.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Alviso, State of California, on this 17 day of September, 2001.

TIVO INC.,
a Delaware corporation

By: /s/ Michael Ramsay

Michael Ramsay
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Michael Ramsay and David H. Courtney each or any of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead in any and all capacities, to sign any and all amendments (including post-effective amendments) and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said

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attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Michael Ramsay ----- Michael Ramsay	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	Sep
/s/ David H. Courtney ----- David H. Courtney	Senior Vice President of Finance and Administration and Chief Financial Officer (Principal Financial and Accounting Officer)	Sep
/s/ James Barton ----- James Barton	Senior Vice President of Research and Development, Chief Technical Officer and Director	Sep
/s/ Geoffrey Y. Yang ----- Geoffrey Y. Yang	Director	Sep
/s/ Stewart Alsop ----- Stewart Alsop	Director	Sep
/s/ Randy Komisar ----- Randy Komisar	Director	Sep
----- Michael Homer	Director	
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/s/ Larry N. Chapman ----- Larry N. Chapman	Director	Sep
----- Jan P. Oosterveld	Director	
/s/ John S. Hendricks ----- John S. Hendricks	Director	Sep
	Director	

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David Zaslav

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INDEX TO EXHIBITS

- 5.1 Opinion of Latham & Watkins.
- 23.1 Consent of Latham & Watkins (included in Exhibit 5.1 hereto).
- 23.2 Consent of Independent Accountants.
- 24.1 Power of Attorney (included on page 2 of this Registration Statement).

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