

TIVO INC  
Form 10-Q/A  
April 18, 2012

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, 2011  
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)

Delaware  
(State or other jurisdiction of  
incorporation or organization)  
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)

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

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 120,971,847 as of November 30, 2011.



Explanatory Note

We are amending, as of April 18, 2012, our Quarterly Report on Form 10-Q for the three and nine months ended October 31, 2011 (the "10-Q"), originally filed on December 8, 2011, for the sole purpose of refiling exhibit number 10.1 to revise portions of the previously filed exhibit 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. 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

| EXHIBIT NUMBER | DESCRIPTION   |
|----------------|---|
| 10.1+          | First Amendment to the Master Marketing and Development Agreement between Best Buy Stores L.P. and TiVo Inc., effective as of June 1, 2011 (filed herewith).  |
| 31.1           | Certification of Thomas S. Rogers, President and Chief Executive Officer of TiVo Inc. dated April 18, 2012 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 (filed herewith). |
| 31.2           | Certification of Anna Brunelle, Chief Financial Officer of TiVo Inc. dated April 18, 2012 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 (filed herewith).                  |

+ Confidential treatment has been requested for 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: 4/18/2012

By: /S/ THOMAS S. ROGERS  
Thomas S. Rogers  
President and Chief Executive  
(Principal Executive Officer)

Date: 4/18/2012

By: /S/ ANNA BRUNELLE  
Anna Brunelle  
Chief Financial Officer  
(Principal Financial and Accounting Officer)