

TIVO INC  
Form 8-K  
January 12, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of**  
**The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) January 12, 2005

**TIVO INC.**

(Exact name of registrant as specified in its charter)

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

**000-27141**  
(Commission  
  
File Number)

**77-0463167**  
(IRS Employer  
  
Identification No.)

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2160 Gold Street,

Alviso, California  
(Address of principal executive offices)

95002  
(Zip Code)

Registrant's telephone number, including area code (408)519-9100

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 8.01. Other Events.**

On January 12, 2005, we announced that our Chairman and Chief Executive Officer, Michael Ramsay, has initiated a succession process to identify a new CEO for the Company. Mr. Ramsay will continue as Chairman of the Board going-forward and will remain as CEO until a successor is identified. The Company's Board of Directors has selected Howard Fischer Associates of Philadelphia, Silicon Valley, and Boston to conduct the search process.

**Forward Looking Statements**

This release contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to, among other things, the future roles of TiVo's CEO and Chairman of the Board. Forward-looking statements generally can be identified by the use of forward-looking terminology such as, believe, expect, may, will, intend, estimate, continue, or similar expressions, or the negative of those terms or expressions. Such statements involve risks and uncertainties, which could cause actual results to vary materially from those expressed in or indicated by the forward-looking statements. These factors include technology changes, new developments in the Company's product and service offerings, increased competition, changes in business strategy or development plans, future subscription growth, ability to attract and retain qualified personnel, compliance with existing and future governmental regulations, future litigation costs, and financial results, and expectations for future profitability, as well as the other potential factors described under "Factors That May Affect Future Operating Results" in the Company's public reports filed with the Securities and Exchange Commission, including the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2004, as amended, and the Quarterly Reports on Form 10-Q for the quarters ended April 30, 2004, July 31, 2004, and October 31, 2004. We caution you not to place undue reliance on forward-looking statements, which reflect an analysis only and speak only as of the date hereof. TiVo disclaims any obligation to update these forward-looking statements.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 12, 2005

TIVO INC.

By: /s/ DAVID H. COURTNEY  
David H. Courtney

Chief Financial Officer and Executive Vice  
President, Worldwide Operations and  
Administration

(Principal Financial and Accounting Officer)