

TIVO INC
Form S-8
September 02, 2014

As Filed with the Securities and Exchange Commission on September 2, 2014
Registration No. 333-

UNITED STATES
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
San Jose, California 95002
(408) 519-9100

(Address of Principal Executive Offices including Zip Code)
TIVO INC. AMENDED AND RESTATED 2008 EQUITY INCENTIVE AWARD PLAN
(Full Title of the Plan)

Naveen Chopra
Chief Financial Officer
TiVo Inc.
2160 Gold Street, P.O. Box
2160
San Jose, California 95002
(408) 519-9100

Copy to:
Thomas Ivey, Esq.
Skadden, Arps, Slate, Meagher
& Flom LLP
525 University Ave., #1100
Palo Alto, California 94031
(650) 470-4500

(Name, address, including ZIP code, and telephone number, including area code, of agent for service)
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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting
company" in Rule 12b-2 of the Exchange Act.
(Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount of Shares to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
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Common Stock, \$0.001 par value per share	7,500,000	\$ 13.70	\$ 102,750,000	\$ 13,234.20
Preferred Stock Purchase Rights	(4)			