

TIVO INC  
Form 4  
September 08, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Phillips Charles

(Last) (First) (Middle)  
2160 GOLD STREET  
(Street)

ALVISO, CA 95002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TIVO INC [TIVO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/07/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
COO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
Common Stock	09/07/2016		J	V	138,000 (1)	A	\$ 0 (2)	372,445	D
Common Stock	09/07/2016		D		372,445 (1)	D	(3)	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
Incentive Stock Option (right to buy)	\$ 7.49	09/07/2016		D	34,430	07/23/2010 <sup>(4)</sup> 06/22/2017	Common Stock
Incentive Stock Option (right to buy)	\$ 8.94	09/07/2016		D	10,313	04/26/2008 <sup>(4)</sup> 03/26/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.18	09/07/2016		D	10,000	04/21/2007 <sup>(4)</sup> 03/21/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.49	09/07/2016		D	25,570	07/23/2010 <sup>(4)</sup> 06/22/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.94	09/07/2016		D	8,250	04/26/2008 <sup>(4)</sup> 03/26/2018	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Phillips Charles 2160 GOLD STREET ALVISO, CA 95002			COO	

## Signatures

By: Attorney-in-Fact Jacob Starkweather For: C. Dan Phillips 09/08/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- Shares disposed include 2,997 shares purchased through the Employee Stock Purchase Plan on 8/15/16 and 138,000 shares of the issuer's common stock subject to performance stock awards. Pursuant to the Merger Agreement (as defined below), upon the effective time of the TiVo Merger (as defined below), (i) each performance stock award will automatically be assumed by Parent (as defined below) and converted into a time-based restricted stock award ("Parent Converted Restricted Stock Award") denominated in shares of Parent's common stock to cover that number of shares of Parent's common stock (rounded down to the nearest whole share) equal to the product of (x) the number of shares of the issuer's common stock underlying such performance stock award (assuming achievement of target-level performance with respect to the applicable performance period) multiplied by (y) 0.5186 and [CONTINUED IN FOLLOWING FOOTNOTE]
- (1) (ii) each share subject to a performance stock award that was converted into a Parent Converted Restricted Stock Award and deemed to vest at the effective time of the TiVo Merger was cancelled and automatically converted into the right to receive the Merger Consideration, less any required withholdings applicable to such performance stock award (which withholdings were first deducted from the cash portion of the Merger Consideration to reduce the cash delivered to the Reporting Person, and thereafter reduced the number of shares of Parent's common stock delivered to the Reporting Person). Each such Parent Converted Restricted Stock Award will be subject to vesting in three equal annual installments that will be deemed to commence as of the original grant date of such award by the issuer.
- (2) Pursuant to that certain Agreement and Plan of Merger, dated as of April 28, 2016 (the "Merger Agreement"), by and among the issuer (f/k/a TiVo Inc.), Rovi Corporation, TiVo Corporation (f/k/a Titan Technologies Corporation) ("Parent"), Titan Acquisition Sub, Inc. ("TiVo Merger Sub") and Nova Acquisition Sub, Inc., upon the effective time of the merger of TiVo Merger Sub with and into the issuer, each issued and outstanding share of the issuer's common stock automatically converted into a right to receive (x) 0.3853 validly issued, fully paid and non-assessable shares of Parent's common stock and (y) \$2.75 in cash.
- (3) Stock option vested and became exercisable monthly for 48 months beginning 1 month after the grant date.
- (4) Pursuant to the Merger Agreement, each option was assumed by Parent and automatically converted into an option to purchase 0.5186 shares of Parent's common stock at the exercise price set forth in the Merger Agreement.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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