

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 \*  
Zinn Matthew

(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)  
09/06/2016

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)  
SVP & General Counsel

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/06/2016		S		55,096	D	\$ 11.1923 (1)
Common Stock	09/07/2016		J		139,187 (2)	A	\$ 0 (3)
Common Stock	09/07/2016		D		296,461 (2)	D	(4) 0

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

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SEC 1474 (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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 6.18	09/07/2016		D	25,535	03/21/2007 <sup>(5)</sup>	03/21/2017	Common Stock
Incentive Stock Option (right to buy)	\$ 7.49	09/07/2016		D	12,088	08/01/2010 <sup>(5)</sup>	06/22/2017	Common Stock
Incentive Stock Option (right to buy)	\$ 8.94	09/07/2016		D	13,115	04/26/2008 <sup>(5)</sup>	03/26/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.18	09/07/2016		D	8,262	04/21/2007 <sup>(5)</sup>	03/21/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.49	09/07/2016		D	32,008	08/01/2010 <sup>(5)</sup>	06/22/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.49	09/07/2016		D	165,000	05/16/2011 <sup>(7)</sup>	06/23/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.94	09/07/2016		D	40,814	04/26/2008 <sup>(5)</sup>	03/26/2018	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zinn Matthew 2160 GOLD STREET ALVISO, CA 95002			SVP & General Counsel	

## Signatures

By: Attorney-in-Fact Jacob Starkweaather For:  
Matthew Zinn

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).
- (1) Weighted Average Sales Price - Actual sale prices range from \$11.15 - \$11.235. The reporting person will provide the SEC staff, the company or a security holder of the company the relevant information regarding sales at each respective price within the range.  
  
Includes 139,187 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]
  - (2) (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.  
  
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.  
  
This performance option was originally granted on 6/23/2010 and vesting was subject to attaining certain performance criteria related to the resolution of our intellectual property litigation against EchoStar. On May 16, 2011 the Compensation Committee determined that the criteria had been met and vesting will commence with 50% (100,000 shares) of the option vesting immediately, and the remaining 50% (100,000 shares) will vest in 24 equal monthly installments.
  - (5) 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.

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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