

TIVO INC  
Form 8-K  
February 19, 2009

**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) February 17, 2009

**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.)

**2160 Gold Street,**  
**Alviso, California**  
(Address of principal executive offices)

**95002**  
(Zip Code)  
Registrant's telephone number, including area code (408) 519-9100

## Edgar Filing: TIVO INC - Form 8-K

**(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))

**ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On February 17, 2009, our Board of Directors elected William Cella to become a member of the Board. In connection with Mr. Cella's election, the Board determined that Mr. Cella shall serve as a non-employee, independent member of our Board. With the election of Mr. Cella to the Company's Board, the Board now has a total of 9 members, of which 8 serve as non-employee, independent directors. As a new non-employee director, Mr. Cella shall receive 25,000 stock options, which shall vest 1/48 per month over four years, and 8,300 shares of restricted stock, which shall vest 25% annually on the grant anniversary over four years, each with a grant date of February 17, 2009.

The Company's press release announcing Mr. Cella's election to the Board is attached hereto as Exhibit 99.1.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) The following exhibits are included with this Report:

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Press release of TiVo Inc., dated February 19, 2009, announcing the election of William Cella to TiVo's Board of Directors. |

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.

**TIVO INC.**

Date: February 19, 2009

By: /s/ Anna Brunelle  
Anna Brunelle  
Chief Financial Officer  
(Principal Financial Officer)

**EXHIBIT INDEX**

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