

TIVO INC
Form DEFR14A
June 15, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES

EXCHANGE ACT OF 1934

Amendment No. 1

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

TIVO INC.

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(Name of Registrant as Specified In Its Charter)

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(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

TiVo Inc.

2160 Gold Street

P.O. Box 2160

Alviso, CA 95002

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON WEDNESDAY, AUGUST 1, 2007

To our Stockholders:

The 2007 Annual Meeting of Stockholders of TiVo Inc., a Delaware corporation, will be held on Wednesday, August 1, 2007, beginning at 10:30 a.m. local time at the offices of Latham & Watkins LLP, 140 Scott Drive, Menlo Park, California. At the meeting, the holders of the Company's outstanding common stock will act on the following matters:

1. Election of three directors to hold office until the 2010 Annual Meeting of Stockholders;
2. Ratification of the selection of KPMG LLP as independent auditors of TiVo for its fiscal year ending January 31, 2008;
3. Amendment of our Amended & Restated Certificate of Incorporation to increase the number of shares authorized to be issued by 125,000,000 shares; and
4. Transaction of any other business as may properly come before the Annual Meeting.

All holders of record of shares of TiVo common stock at the close of business on June 4, 2007 are entitled to vote at the meeting and any postponements or adjournments of the meeting. This notice and the accompanying proxy statement and proxy card are being first mailed to stockholders on or about June 22, 2007.

By order of the Board of Directors,

/s/ Thomas S. Rogers
Thomas S. Rogers
Chief Executive Officer and President

Alviso, California

May 30, 2007

ALL STOCKHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING IN PERSON. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE IN ORDER TO ENSURE YOUR REPRESENTATION AT THE MEETING. A RETURN ENVELOPE (WHICH IS POSTAGE PREPAID IF MAILED IN THE UNITED STATES) IS ENCLOSED FOR THAT PURPOSE. EVEN IF YOU HAVE GIVEN YOUR PROXY, YOU MAY STILL VOTE IN PERSON IF YOU ATTEND THE MEETING. PLEASE NOTE, HOWEVER, THAT IF YOUR SHARES ARE HELD OF RECORD BY A BROKER, BANK OR OTHER NOMINEE AND YOU WISH TO VOTE AT THE MEETING, YOU MUST OBTAIN FROM THE RECORD HOLDER A PROXY ISSUED IN YOUR NAME.

TiVo Inc.

2160 Gold Street

P.O. Box 2160

Alviso, CA 95002

PROXY STATEMENT

This proxy statement is being solicited on behalf of the Board of Directors of TiVo Inc. for use at the Annual Meeting of Stockholders of TiVo Inc., including any postponements or adjournments, to be held on Wednesday, August 1, 2007 beginning at 10:30 a.m. at the offices of Latham & Watkins LLP, 140 Scott Drive, Menlo Park, California. This proxy statement and accompanying proxy card are being first mailed to stockholders on or about June 22, 2007.

ABOUT THE MEETING AND VOTING

What is the purpose of the Annual Meeting?

At our 2007 Annual Meeting, stockholders will act upon the matters outlined in the notice of meeting on the cover page of this proxy statement, including the election of three directors, ratification of the selection of the Company's independent auditors, and any other business as may properly come before the meeting.

Who is entitled to vote at the meeting?

Only stockholders of record at the close of business on June 4, 2007, the record date for the meeting, are entitled to receive notice of and to participate in the 2007 Annual Meeting. If you were a stockholder of record as of the close of business on that date, you will be entitled to vote all of the shares that you held on that date at the meeting, or any postponements or adjournments of the meeting.

What are the voting rights of the holders of TiVo common stock?

Each outstanding share of TiVo common stock will be entitled to one vote on each matter considered at the meeting.

Who can attend the meeting?

Subject to space availability, all stockholders as of the record date, or their duly appointed proxies, may attend the meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Please also note that if you hold your shares in street name (that is, through a broker or other nominee), you will need to bring a copy of a brokerage statement reflecting your stock ownership as of the record date. Please also see *How do I vote?* for instructions on voting at the annual meeting if you hold your shares in street name.

What constitutes a quorum?

The presence at the meeting, in person or by proxy, of the holders of a majority of the aggregate voting power of the common stock outstanding as of the close of business on the record date will constitute a quorum, permitting the meeting to conduct its business. At the close of business on May 1, 2007, there were 97,474,913 shares of our common stock outstanding and entitled to vote. Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of votes considered to be present at the meeting.

How do I vote?

If you complete and properly sign the accompanying proxy card and return it to the Company, it will be voted as you direct. If you are a registered stockholder and attend the meeting, you may deliver your completed proxy card in person. Street name stockholders, who wish to vote at the meeting, will need to obtain a proxy form from the institution that holds their shares.

Can I change my vote after I return my proxy card?

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Yes. Even after you have submitted your proxy, you may revoke or change your vote at any time before the proxy is exercised by filing with the Corporate Secretary of the Company at our principal executive office, 2160

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Gold Street, P.O. Box 2160, Alviso, CA 95002, a written notice of revocation or a duly executed proxy bearing a later date, or it may be revoked by attending the meeting and voting in person. Attendance at the meeting will not, by itself, revoke a proxy.

What are the Board of Director s recommendations?

Unless you give other instructions on your proxy card, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of the Board. The Board s recommendation is set forth together with the description of each item in this proxy statement. In summary, the Board recommends a vote:

for the election of three directors to hold office until the 2010 Annual Meeting of Stockholders (see Proposal 1); and

for ratification of the selection of KPMG LLP as independent auditors for TiVo for its fiscal year ending January 31, 2008 (see Proposal 2); and

for the increase to the number of shares authorized to be issued under TiVo s Amended & Restated Certificate of Incorporation by 125,000,000 shares (see Proposal 3).

With respect to any other business that properly comes before the meeting, the proxy holders will vote as recommended by the Board or, if no recommendation is given, in their own discretion.

What vote is required to approve each item?

All votes will be tabulated by the Inspector of Elections appointed for the meeting, who will separately tabulate affirmative and negative votes, abstentions, and broker non-votes. Any proxy which is returned using the form of proxy enclosed and which is not marked as to a particular item will be voted in accordance with the recommendations of the Board. With respect to any other business that properly comes before the meeting, the proxy holders will vote as recommended by the Board or, if no recommendation is given, in their own discretion, as the case may be with respect to the item not marked. We believe that the tabulation procedures to be followed by the Inspector of Elections are consistent with the general statutory requirements in Delaware concerning voting of shares and determination of a quorum.

Election of Directors. The affirmative vote of a plurality of the votes cast at the meeting is required for the election of directors. A properly executed proxy marked *Withhold authority* with respect to the election of one or more directors will not be voted with respect to the director or directors indicated, although it will be counted for purposes of determining whether there is a quorum.

Amendment to our Amended & Restated Certificate of Incorporation. The affirmative vote of the holders of shares of our common stock representing a majority of the outstanding shares of our common stock entitled to vote on the matter is required for the approval of the amendment to our Amended & Restated Certificate of Incorporation to increase the number of shares authorized by 125,000,000. A properly executed proxy marked *Abstain* with respect to the Certificate of Incorporation amendment, and any broker non-votes, will not be counted as votes cast on such matter, although they will be counted for purposes of determining whether there is a quorum. An abstention on this matter, however, is not an affirmative vote and will have the same effect as a vote against this matter.

Other Items. For each other item, the affirmative vote of the holders of a majority of the shares represented in person or by proxy and entitled to vote on the item will be required for approval at which a quorum is present as is required under Delaware law for approval of proposals presented to stockholders. In general, Delaware law also provides that a quorum consists of a majority of the shares present in person or represented by proxy. A properly executed proxy marked *Abstain* with respect to such matter will not be voted, although it will be counted for purposes of determining whether there is a quorum. Accordingly, an abstention will have the effect of a negative vote.

If you hold your shares in *street name* through a broker or other nominee, your broker or nominee may not be permitted to exercise voting discretion with respect to some of the matters to be acted upon. Thus, if you do not give your broker or nominee specific instructions, your shares may not be voted on those matters and will not be counted in determining the number of shares necessary for approval. Share represented by such *broker non-votes* will, however be count in determining whether there is a quorum.

There is no statutory or contractual right of appraisal or similar remedy available to those stockholders who dissent from any matter to be acted upon.

Who pays for the solicitation of proxies?

We will bear the entire cost of solicitation of proxies including preparation, assembly, printing, and mailing of this proxy statement, the proxy card, and any additional information furnished to stockholders. Copies of solicitation materials will be furnished to banks, brokerage houses, fiduciaries, and custodians holding in their names shares of common stock beneficially owned by others to forward to such beneficial owners. We may reimburse persons representing beneficial owners of common stock for their costs of forwarding solicitation materials to such beneficial owners. Original solicitation of proxies by mail may be supplemented by telephone, telegram, or personal solicitation by our directors, officers, or other regular employees. No additional compensation will be paid to our directors, officers, or other regular employees for such services.

In addition, we have retained MacKenzie Partners, Inc., 105 Madison Avenue, New York, NY, 10016, to aid in the solicitation of proxies by mail, telephone, facsimile, e-mail and personal solicitation and will request brokerage houses and other nominees, fiduciaries and custodians to forward soliciting materials to beneficial owners of our Common Stock. For these services, we will pay MacKenzie Partners, Inc. a fee of \$15,000, plus expenses.

Is my vote confidential?

Proxies, ballots, and voting tabulations are handled on a confidential basis to protect your voting privacy. Information will not be disclosed except as required by law.

How do I find out the voting results?

Final voting results will be announced at the meeting and will be published in our Quarterly Report on Form 10-Q for the quarter ending October 31, 2007. We will file this quarterly report with the Securities and Exchange Commission (SEC). After the Form 10-Q is filed, you may obtain a copy by:

visiting our website; or

contacting our Investor Relations department at (408) 519-9677.

PROPOSAL 1

ELECTION OF CLASS II DIRECTORS

Our Amended & Restated Certificate of Incorporation and Amended and Restated Bylaws provide that the Board of Directors shall be divided into three classes, with each class having a three-year term. Subject to certain limited exceptions, vacancies on the Board may be filled only by persons elected by a majority of the remaining directors. A director elected by the Board to fill a vacancy (including a vacancy created by an increase in the number of directors) shall serve for the remainder of the full term of the class of directors in which the vacancy occurred and until such director's successor is elected and qualified.

The Board is presently composed of nine members. The Board has selected the three Class II director nominees listed below to be re-elected at the 2007 Annual Meeting. All of the nominees for election to this class are currently directors of TiVo. The term of office of each person elected as a director at this meeting will continue until the 2010 Annual Meeting or until the director's successor has been duly elected or appointed and qualified, or until such director's earlier death, resignation, or removal.

On May 7, 2007, Mr. Perry informed the Board that he would be willing to serve on our Board for one more year. Accordingly, the Board did not nominate Mr. Perry for re-election at the 2007 Annual Meeting of Stockholders. However, since our Board desires Mr. Perry's service as a director for the one additional year he is willing to serve, our Board determined on May 10, 2007 to reclassify Mr. Perry as a Class III director with a term expiring at our 2008 Annual Meeting of Stockholders. In connection with Mr. Perry's reclassification as a Class III director, the Board reclassified Jeffrey Hinson, who was initially appointed to our Board in January 2007 as a Class III director, as a Class II Director. As such, our Board has nominated Mr. Hinson to stand for re-election at the 2007 Annual Meeting of Stockholders. Mr. Perry will serve the remaining one year term of the Class III directorship previously held by Mr. Hinson. Mr. Perry has informed the Board that he does not presently intend to stand for re-election at the 2008 Annual Meeting of Stockholders.

Directors are elected by a plurality of the votes present in person or represented by proxy and entitled to vote at the meeting. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the three nominees named below. In the event that any nominee should be unavailable for election as a result of an unexpected occurrence, such shares will be voted for the election of such substitute nominee as the Board may propose. Each person nominated for election has agreed to serve if elected, and management and the Board have no reason to believe that any nominee will be unable to serve. There are no family relationships among any of the directors, director nominees, or executive officers of TiVo.

The names of the nominees, their ages as of May 1, 2007 and certain other information about them are set forth below:

Charles B. Fruit

Age:	60
Director Since:	2004
Class/Expiration:	Class II/2007
Committee:	Audit Committee
Principal Occupation:	The Coca-Cola Company - Senior Advisor for Marketing Strategy and Innovation, since March 2006; Senior Vice President and Chief Marketing Officer from June 2004 to March 2006; Senior Vice President, Integrated Marketing, from October 2001 to June 2004; Marketing Chief of Staff, from November 2000 to October 2001.
Other Directorships:	Gannett Co., Inc. (NYSE: GCI).

Jeffrey T. Hinson

Age: 51
Director Since: 2007
Class/Expiration: Class II/2007
Committee: Chairman, Audit Committee
Principal Occupation: Independent Consultant
Other Directorships: Live Nation, Inc. (NYSE: LYV); Windstream Corporation (NYSE: WIN).

David M. Zaslav

Age: 47
Director Since: 2000
Class/Expiration: Class II/2007
Committee: Chairman, Pricing Committee
Principal Occupation: President and Chief Executive Officer, Discovery Communications, Inc. since January 2007; Executive Vice President of NBC and President of NBC Universal Cable and Domestic TV and New Media Distribution from May 2006 until January 2007; Executive Vice President of NBC and President of NBC Cable from October 1999 until May 2006.

THE BOARD OF DIRECTORS RECOMMENDS

A VOTE IN FAVOR OF EACH NAMED NOMINEE IN PROPOSAL 1

DIRECTORS NOT STANDING FOR ELECTION AND EXECUTIVE OFFICERS

The members of the Board whose terms or directorships do not expire at the 2007 Annual Meeting and who are not standing for election at this year's Annual Meeting are set forth below:

Randy Komisar

Age: 52
 Director Since: 1998
 Class/Expiration: Class I/2009
 Committee: Chairman, Nominating and Governance Committee; Technology Committee
 Principal Occupation: Partner, Kleiner Perkins Caufield and Byers since 2005; Strategic business advisor since 1996.

Mark W. Perry

Age: 63
 Director Since: 2003
 Class/Expiration: Class III/2008
 Committee: Audit Committee; Pricing Committee
 Principal Occupation: General Partner, New Enterprise Associates since 1996.

Michael Ramsay

Age: 57
 Director Since: 1997
 Class/Expiration: Class I/2009
 Committee: Chairman, Technology Committee
 Principal Occupation: Founder and former Chairman of the Board and Former Chief Executive Officer, TiVo Inc.

Thomas S. Rogers

Age: 52
 Director Since: 2003
 Class/Expiration: Class III/2008
 Committee: None.
 Principal Occupation: President and Chief Executive Officer, TiVo Inc.
 Other Directorships: Idearc (NYSE: IAR)

Joseph Uva

Age: 51
 Director Since: 2004
 Class/Expiration: Class III/2008
 Committee: Compensation Committee

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Principal Occupation: Chief Executive Officer, Univision Communications, Inc.
Other Directorships: Univision Communications, Inc. (NYSE: UVN)

Geoffrey Y. Yang

Age:	48
Director Since:	1997
Class/Expiration:	Class I/2009
Committee:	Chairman, Compensation Committee; Nominating and Governance Committee
Principal Occupation:	Managing Director, Redpoint Ventures and General Partner, Institutional Venture Partners

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE GUIDELINES

We have adopted corporate governance guidelines titled "Corporate Governance Guidelines of TiVo Inc." which are available at www.tivo.com by first clicking "About TiVo Inc.", then "Investor Relations", and then "Corporate Governance". These principles were adopted by the Board to best ensure that the Board is independent from management, that the Board adequately performs its function as the overseer of management, and to enhance the accountability of the Board to our stockholders.

DIRECTOR INDEPENDENCE

The Board makes an annual determination of independence as to each Board member under the current standards for independence established by NASDAQ Global Market ("NASDAQ"). In April 2007, the Board determined that a majority of its directors and nominees for election at the 2007 Annual Meeting are independent under these standards, comprising Messrs. Fruit, Komisar, Perry, Yang, Zaslav, Hinson, and Uva. In evaluating the independence of these Board members, our Board considered any transactions which may have occurred between us and any of these Board members (or any parties related to these Board members) since last year's determination of independence. The Board considered the following transactions from fiscal year 2007 in making this determination: (1) marketing and content deals with CSTV of which Mr. Fruit is a member of CSTV's Board of Directors; (2) purchases and sales from and to Discovery Communications, Inc., or DCI, of advertising as well as purchased broadcast airtime of which Mr. Zaslav became CEO and President of DCI in January 2007; (3) the entry into a licensing and marketing agreement with OneTrueMedia, or OTM, with whom Mr. Komisar is a member of the Board of Directors of OTM; and (4) sale of advertising to OMD with whom Mr. Uva was formerly President and CEO of OMD Worldwide until his departure to Univision Communications, Inc. in March 2007. The Board determined that none of these transactions qualified as related-party transactions nor were of such a nature as to affect each of the respective Board members' independence.

DIRECTOR NOMINATING PROCESS

The Nominating and Governance Committee considers candidates for director nominees proposed by Directors, the Chief Executive Officer, and security holders. The Committee may also retain recruiting professionals to identify and evaluate candidates for director nominees.

The Committee evaluates all aspects of a candidate's qualifications in the context of the needs of the Company with a view to creating a Board with a diversity of experience and perspectives. As set forth in accordance with the Nominating and Governance Committee's charter, the same evaluating procedures apply to all candidates for director nomination, including candidates submitted by security holders. Among a candidate's qualifications and skills considered important are personal and professional integrity, ethics, and values; a commitment to representing the long-term interests of security holders; experience in corporate management, such as serving as an officer or former officer of a publicly held company; experience and/or academic expertise in the Company's industry and with relevant social policy concerns; experience as a board member of another publicly held company; and practical and mature business judgment.

The Nominating and Governance Committee will consider prospective candidates nominated by security holders, in accordance with the Company's Amended & Restated Bylaws and its Amended & Restated Certificate of Incorporation, if the name(s) and supporting information are submitted by certified or registered mail to: Corporate Secretary, TiVo Inc., 2160 Gold St., P.O. Box 2160, Alviso, CA 95002. Any stockholder who desires to recommend a candidate for nomination to the Board who would be considered for election at the Company's 2008 Annual Meeting is strongly encouraged to do so no later than the date stockholder proposals meeting the requirements of SEC Rule 14a-8 are due. *See* "Stockholder Proposals for 2008 Annual Stockholders' Meeting."

SECURITY HOLDER COMMUNICATIONS WITH THE BOARD

Security holders may contact the Board regarding bona fide issues or questions about TiVo by mail, facsimile, or e-mail, addressed as follows: Board of Directors, or individual director, c/o Corporate Secretary, 2160 Gold St., P.O. Box 2160, Alviso, CA 95002; or by Fax: (408) 519-3304; or by e-mail: Board@tivo.com. The Corporate

Secretary periodically will forward such communications or provide a summary to the Board or the relevant members of the Board.

CODE OF CONDUCT

We have adopted a code of conduct that applies to all our directors, officers, and employees, including our Chief Executive Officer, Chief Financial Officer, and Vice President, Controller & Treasurer, as required by applicable securities laws, rules of the SEC, and the applicable NASDAQ listing standards. This code of conduct is posted on our Website located at www.tivo.com. The code of conduct is available at www.tivo.com by first clicking About TiVo Inc. , then Investor Relations, then Corporate Governance and finally click on TiVo s Code of Conduct.

MEETINGS AND COMMITTEES OF THE BOARD

THE BOARD

Each director is expected to devote sufficient time, energy and attention to ensure diligent performance of his duties and to attend all Board and applicable committee meetings. The Board met nine times during the fiscal year ended January 31, 2007. Each director attended at least 75% of all Board and applicable committee meetings during fiscal year 2007. Our policy is to encourage our Board members to attend each annual meeting of stockholders, and one Board member attended our 2006 Annual Meeting.

THE COMMITTEES

The Board has the following five standing committees: (1) Audit; (2) Compensation; (3) Nominating and Governance; (4) Pricing; and (5) Technology. During fiscal year 2007, the Board also temporarily established a Special Pricing Committee as further described below. The primary functions of each committee and its current members are described below. The composition of the committees for fiscal year 2008 is presented in the table below. Each of these committees (other than the Special Pricing Committee) has a written charter approved by the Board. The Board has affirmatively determined that each director who currently serves on the Audit, Compensation, and Nominating and Governance Committees is independent, as the term is defined by applicable NASDAQ listing standards and SEC rules. A copy of each of our written committee charters can be found at www.tivo.com by first clicking About TiVo Inc. , then Investor Relations, and then Corporate Governance.

Audit Committee. The Audit Committee is responsible for, among other things, making recommendations to the Board regarding the engagement of our independent public accountants, reviewing with the independent public accountants the plans and results of the audit engagement, approving professional services provided by the independent public accountants, and reviewing the adequacy of our internal accounting controls. The Audit Committee is composed of three outside directors who are not our officers or employees. The Audit Committee met six times during fiscal year 2007. For fiscal year 2008, as of May 29, 2007, the Chair of the Audit Committee is Mr. Hinson and the other current members are Messrs. Fruit and Perry. Mr. Zaslav resigned his position with the Audit Committee effective after the March 5, 2007 Audit Committee meeting, following Mr. Hinson's appointment to our Board and subsequent appointment to the Audit Committee. The Board has determined that each member of the Audit Committee meets the independence and financial experience requirements under both SEC and NASDAQ rules. In addition, the Board has determined that Mr. Perry and Mr. Hinson are each an audit committee financial expert as defined by SEC rules. The Audit Committee has a written charter attached to this Proxy Statement as [Appendix A](#) and is available at www.tivo.com by first clicking About TiVo Inc. , then Investor Relations, and then Corporate Governance.

Compensation Committee. The Compensation Committee is responsible for determining salaries and incentive compensation for our directors and executive officers and for administering our stock option incentive plans. The Compensation Committee met five times during fiscal year 2007. For fiscal year 2008, the current Chair of the Compensation Committee is Mr. Yang and the other current member is Mr. Uva. The members of our Compensation Committee are independent as required by the listing requirements of NASDAQ. For further discussion of the process and procedures for the consideration and determination of executive and director compensation, see Compensation Discussion & Analysis.

Nominating and Governance Committee. The Nominating and Governance Committee was established by the Board in November 2002 for the purpose of, among other things, (i) making recommendations to the Board regarding candidates for membership on the Board and regarding the size and composition of the Board, (ii) establishing procedures for the nomination process, and (iii) reviewing matters related to our corporate governance. The Nominating and Governance Committee met eleven times during fiscal year 2007. For fiscal year 2008, the current Chair of the Nominating and Governance Committee is Mr. Komisar and the other current member is Mr. Yang. The members of our Nominating and Governance Committee are independent as required by the listing requirements of NASDAQ.

Pricing Committee. The Pricing Committee is authorized and directed by the Board to negotiate the terms of certain offerings, issuances, and sales of securities of the Company, in either private placements or registered offerings. The Pricing Committee did not meet during fiscal year 2007. For fiscal year 2008, the current Chair of the Pricing Committee is Mr. Zaslav and the other current member is Mr. Perry.

Technology Committee. The Technology Committee is responsible for, among other things, making recommendations to the Board regarding intellectual property assets of the Company, future technological developments, and the integration with or acquisition of third party technology. The Technology Committee is composed of three directors. For fiscal year 2008, the current Chair of the Technology Committee is Mr. Ramsay and the other current members are Messrs. Komisar and Yang. The Technology Committee met four times during fiscal year 2007.

Special Pricing Committee. The Special Pricing Committee was established by the Board in August 2007 for the limited purpose of approving the price and amount of shares offered for sale in the September financing activity. The Special Pricing Committee was composed of three directors who were Randy Komisar, Joseph Uva, and Charles Fruit. The Special Pricing Committee met one time during fiscal year 2007.

The following table sets forth the composition of the Board's standing committees for fiscal year 2008 as well as the number of meetings for each standing committee during fiscal year 2007:

Name of Director	Audit	Compensation	Nominating and Governance	Pricing	Technology
Independent Directors					
Charles B. Fruit	X				
Jeffrey T. Hinson	*				
Randy Komisar			*		X
Mark W. Perry	X			X	
Geoffrey Y. Yang		*	X		X
Joseph Uva		X			
David M. Zaslav				*	
Employee Directors					
Michael Ramsay					*
Thomas S. Rogers					
Former Directors					
David H. Courtney ⁽¹⁾					
Number of Meetings in Fiscal Year 2007	6	6	11	0	4
X = Committee member; * = Chair;					

(1) Resigned from the Board April 2006.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The members of our Compensation Committee are Messrs. Uva and Yang. Neither of the current members of our Compensation Committee is currently or has been, at any time since its formation, an officer or employee.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

As a matter of policy all related-party transactions between TiVo and any of its officers, directors, or principal stockholders, are approved by the Audit Committee or a majority of the independent and disinterested members of the Board, are on terms no less favorable to TiVo than could be obtained from unaffiliated third parties, and are in connection with bona fide business purposes. For a discussion of other transactions with related-parties described elsewhere, see the Director Independence section under the heading Corporate Governance, Executive Compensation and Other Information Compensation Discussion and Analysis Severance and Change of Control Payments and Executive Compensation and Other Information Employment, Severance, and Change of Control Agreements.

Directors and Executive Officers.

We have entered into indemnity agreements with substantially all of our directors and officers that provide, among other things, that TiVo will indemnify these persons, under circumstances and to the extent provided for therein, for expenses, damages, judgments, fines and settlements he or she may be required to pay in actions or proceedings to which he or she is or may be a party by reason of his or her position as a director, officer or employee, and otherwise to the full extent permitted under Delaware law, TiVo's Amended & Restated Bylaws, and TiVo's Amended & Restated Certificate of Incorporation.

EXECUTIVE COMPENSATION AND OTHER INFORMATION

COMPENSATION DISCUSSION & ANALYSIS

The following discussion and analysis contains statements regarding individual and company performance targets and goals. These targets and goals are disclosed in the limited context of our compensation programs and should not be understood to be statements of management's future expectations or estimates of future results or other guidance. We specifically caution investors not to apply these statements to other contexts.

Overview of Compensation Program

The Compensation Committee of the Board has responsibility for establishing, implementing and continually monitoring adherence with the Company's compensation philosophy. Our Compensation Committee reviews and recommends for approval by our Board all compensation, both cash and equity, to be paid to our executive officers. The Committee ensures that the total compensation paid to our executive officers is fair, reasonable and competitive. This section discusses the principles underlying our executive compensation policies and decisions and the most important factors relevant to an analysis of these policies and decisions. It provides qualitative information regarding the manner and context in which compensation is awarded to and earned by our executive officers and places in perspective the data presented in the tables and narrative that follow.

Throughout this proxy statement, the individuals who served as the Company's Chief Executive Officer and Chief Financial Officer during fiscal 2007, as well as the other individuals included in the Summary Compensation Table on page 21, are referred to as the named executive officers.

Compensation Philosophy and Objectives

Our compensation program for executive officers is designed to attract individuals with the skills necessary for us to achieve our business plan, to motivate those individuals, to reward those individuals fairly over time, to retain those individuals who continue to perform at or above the levels that we expect, and to remain competitive relative to the compensation paid to similarly situated executives of our peer companies. It is also designed to reinforce a sense of ownership, urgency and overall entrepreneurial spirit and to link rewards to measurable corporate and departmental performance. To that end, the Committee believes executive compensation packages provided by the Company to its executives, including the named executive officers, should include both cash and stock-based compensation that reward performance as measured against established goals.

We account for equity compensation paid to our employees under the guidance of SFAS No. 123R, which requires us to estimate and record an expense over the service period of the award. Accounting rules also require us to record cash compensation as an expense at the time the obligation is accrued. Unless and until we achieve sustained profitability, the availability to us of a tax deduction for compensation expense will not be material to our financial position. We structure cash bonus compensation so that it is taxable to our executives at the time it becomes available to them. We currently intend that most cash compensation paid will be tax deductible for us. However, the cash compensation we pay as well as the gain recognized by optionees upon the exercise of stock options or by recipients of restricted stock awards may not be fully deductible by us at the time the cash compensation or award is otherwise taxable to the employee.

Role of Executive Officers in Compensation Decisions

The Committee makes all recommendations to the Board regarding salary, bonus, and equity awards for all executive officers of the Company, including the named executive officers. The Chief Executive Officer and the Senior Vice President of Human Resources annually review the performance of each of the executive officers (other than the Chief Executive Officer and the Senior Vice President of Human Resources, of which the Chief Executive Officer reviews the performance of the Senior Vice President of Human Resources and the Chief Executive Officer's performance is reviewed by the Committee). The conclusions reached and recommendations made based on these reviews, including with respect to salary adjustments and annual award amounts, are presented to the Committee. The Committee can exercise its discretion in modifying any recommended adjustments or awards to executives.

Setting Executive Compensation

Based on the foregoing objectives, the Committee has structured our annual and long-term incentive-based cash and non-cash executive compensation to motivate executives to achieve the business goals set by us and reward the executives for achieving those goals. In furtherance of this, management has engaged Compensia, Inc., an outside management consulting firm providing executive compensation advisory services, to conduct an annual review of our total compensation program for our executive officers, including our named executive officers. For our fiscal year 2007, Compensia provided management and the Committee with relevant market data, including data from the Radford Management Survey for the technology industry and Mellon Executive Total Compensation Survey, and alternatives to consider with respect to compensation structures when making compensation decisions.

In making compensation decisions, the Committee compares each element of total compensation against a select peer group of publicly-traded media and technology companies. This select peer group, which is reviewed and approved by the Committee, consists of companies against which the Committee believes we compete for talent.

The following represents the select peer group of media companies used for FY07:

Citadel Broadcasting

Cox Radio

Cumulus Media

Emmis Communications

Entercom Communications

Gemstar-TV Guide International

Gray Television

Westwood One

Hearst-Argyle Television

Lin TV

Lodgenet Entertainment

Paxson Communications Corp

Pixar

Radio One

Sinclair Broadcast Group

Sirius Satellite Radio

XM Satellite Radio Holdings

The following represents the select peer group of technology companies used for FY07:

Akamai Technologies

Ariba

Borland Software

CNET Networks

Drugstore.com

Infospace

Macrovision

OpenTV

RealNetworks

Salesforce.com

Seachange International

Webex Communications

Netflix

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For use as additional reference points during FY07, the Committee also evaluated our overall mix of cash and equity compensation and incentive opportunities for executives against select market-makers. While compensation of this market-makers peer group is reviewed to assess pay practices of leading companies, this data is not utilized for setting TiVo executive pay levels as these companies are significantly larger than TiVo today.

Adobe Systems, Inc.

Apple Computers

Bea Systems

Broadcom

Ebay

Google

Hewlett-Packard Company

Microsoft

News Corp.

Palm

Seagate Technology

Time Warner Inc.

Yahoo!

Intuit

Executive Compensation Components

The principal components of compensation for named executive officers are:

base salary;

equity compensation;

incentive compensation;

post-termination severance payments in connection with limited events; and

perquisites and other personal benefits.

Base Salary Compensation

We provide our named executive officers and other employees with base salary to compensate them for services rendered during the fiscal year. Base salary ranges for named executive officers are determined for each executive based on his or her position and responsibility by using market data. The Committee intends that base salary compensation be consistent with the market range of our peer group (generally 50th to 75th percentile of position specific market data) and reflective of individual executive performance. The Committee's choice of the foregoing percentiles to apply to the selected peer group data reflects a consideration of our stockholders' interests in paying what is necessary, but not significantly more than necessary, to achieve our corporate goals, while conserving cash and equity as much as practicable. For cash compensation purposes, executive officers are sorted into categories that reflect the most relevant comparison for the skills and labor market for their position; positions are categorized as follows:

- (a) Technology category reflects market for engineering, product marketing and certain General & Administrative, otherwise known as G&A, positions;
- (b) Media category reflects market for corporate development and ad sales positions; and
- (c) Blend of Tech/Media category reflects market for marketing and most G&A positions.

Base salary levels are typically reviewed annually as part of our performance review process as well as upon a promotion or other change in job responsibility. In March 2006, for our fiscal year 2007, our Board only approved raises for two of our named executive officers, Mark Roberts and Jeffrey Klugman. In March 2007, for our fiscal year 2008, our Board approved the following increases in annual base salary for our named executive officers, effective February 1, 2007 (except for Steve Sordello, whose increase will be effective August 21, 2007, his one year anniversary). The following table sets forth each named executive officers' ending annual base salary as of January 31, 2006 and 2007, as well as their projected annual base salary as of January 31, 2008.

Name	Title	FY06	FY07	FY08
Thomas S. Rogers	President and CEO	\$ 750,000	\$ 750,000	\$ 800,000
Steven Sordello	SVP, CFO		\$ 290,000	\$ 315,000
James Barton	SVP, R&D, CTO	\$ 275,000	\$ 275,000	\$ 300,000
Mark Roberts	SVP, Consumer Products & Operations	\$ 265,000	\$ 285,000	\$ 315,000

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Jeffrey Klugman	SVP & GM Service Provider Division	\$ 225,000	\$ 275,000	\$ 315,000
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Equity Compensation

We provide our named executive officers and other employees with stock options and/or restricted stock grants as additional elements of an employee's total compensation. For equity compensation purposes, annual equity awards ranges are based solely on the technology company peer group data. The Committee utilizes equity grants to ensure sufficient retention and future performance emphasis via annual stock option grants and/or restricted stock awards. In this way, the Committee is able to both pay for performance and enhance the link between the creation of stockholder value and long-term executive incentive compensation. The Committee believes that equity grants allow executives to have the opportunity for increased ownership in TiVo (further aligning executive's interests with those of stockholders) while maintaining competitive levels of total compensation. The Committee targets an individual's opportunity to earn compensation through stock options and restricted stock generally between the technology company peer group 50th to 75th percentile of the equity grant data.

We make awards of stock options to our named executive officers, executives, and other continuing employees on an annual basis in the spring each year (typically in March or April). We also make awards of stock options to newly hired or promoted executives and employees at other times throughout the year. Newly hired or promoted executives and employees receive their award of stock options typically on the 7th or 21st of the month following the later of their start date (for newly hired employees) or approval of the grant by the CEO for non-executive employees and by the Board for all executive-level employees. Options are awarded at the NASDAQ's closing price of our common stock on the date of grant. We do not grant options with an exercise price that is less than the closing price of our common stock on the grant date.

Option awards granted by our Board and the CEO typically vest at a rate of 1/48th per month over the first four years of the ten-year option term. However, option grants to newly hired employees vest 25% on the first anniversary, with the remainder vesting at a rate of 1/36th per month over the next three years of the ten-year option term. During fiscal year 2007, other than to our CEO, the Board has not granted performance based vesting, only time vested, grants to executives or employees. Vesting and exercise rights cease upon termination of continuous service, except in the case of death (subject to a one year limitation) or disability. Continuous service means that an individual's service with us, whether as an employee, member of our Board or consultant, is not interrupted or terminated. Additionally, our executives may be entitled to accelerated vesting of their equity grants under certain circumstances in the event of change in control, as discussed below. Prior to the exercise of an option, the holder has no rights as a stockholder with respect to the shares subject to such option, including voting rights and the right to receive dividends or dividend equivalents.

In fiscal year 2007, the Board granted a mix of stock options and restricted stock to named executive officers (other than our Chief Executive Officer) and other executives in an effort to balance rewarding long-term performance and short-term performance and retention goals. Annual stock option awards were targeted at 2/3 of the market median long term incentive value; individual awards varied based on performance and awards were made in the spring of 2006. In addition, the Board provided for restricted stock grants to be made as part of the executive incentive plan, with the size of award based on performance against annual corporate and departmental goals (see discussion below under incentive compensation). The restricted stock award size was targeted at 1/3 of the market median long term incentive value and would vest 100% upon the second anniversary of their date of grant. This mix of equity compensation for 2007 was intended to balance a focus on long term performance and retention (via options) and a near term focus on critical corporate level goals (via restricted stock awards linked to the annual incentive plan).

During fiscal year 2007, our Board made additional select grants of restricted stock to certain named executive officers and other executives. In September 2006, Jim Barton and Mark Roberts received such individual grants of restricted stock, which will cliff vest 100% 18 months after the grant date. These restricted stock grants in fiscal year 2007 were used to provide additional retention and incentive opportunity for select recipients.

After his one year anniversary in July 2006, our Board granted our Chief Executive Officer 400,000 stock options, which cliff vest 100% on the fourth anniversary of the date of grant, with up to 100,000 vesting earlier subject to our meeting certain operational performance goals in fiscal years 2007, 2008, and 2009. Our Board determined that this option appropriately aligns our CEO's long-term performance incentives with the creation of stockholder value.

The value of the shares subject to the stock option and restricted stock grants for fiscal year 2007 to the named executive officers are reflected in the Summary Compensation Table table below and further information about these grants is reflected in the Grants of Plan Based Awards table below.

In fiscal year 2008, at the recommendation of our management, the Board approved a shift to an option-only approach. The Board concluded that such an approach would focus management on our short-term and long-term growth opportunities through a mix of cash incentives and stock options. The Board determined that a higher risk profile better aligned our management with our current business goals. Option-only awards provide executives with more leverage and greater long-term retention value if our stock price performance improves while linking actual executive compensation with shareholder value creation. The Committee targeted our named executive officer's (excluding our CEO) opportunity to earn compensation through stock options generally between the technology company peer group 50th to 75th percentile of the equity grant data. For our CEO, our Board targeted his equity opportunity at a point above the 75th percentile for the technology company peer group, but balanced this greater equity incentive opportunity in favor of long-term stockholder value creation by only permitting a portion of these stock options to vest earlier than four years.

Name	Title	FY08 Option Grant	Option Terms
Thomas S. Rogers	President and CEO	700,000	400,000 vest ratably over 48 months; and 300,000 cliff vest at the end of the 4 th year.
		300,000	300,000 cliff vest at the end of the 4 th year, but are subject to earlier vesting based on the achievement of Company performance goals.
Steven Sordello	SVP, CFO	100,000	Vests ratably over 48 months.
James Barton	SVP, R&D, CTO	144,000	Vests ratably over 48 months.
		350,000	175,000 vests ratably over 24 months; 175,000 cliff vest in two years.
Mark Roberts	SVP, Consumer Products & Operations	144,000	Vests ratably over 48 months.
Jeffrey Klugman	SVP & GM Service Provider Division	144,000	Vests ratably over 48 months.

Incentive Bonus Compensation

Each year in the spring, the Board upon the recommendation of the Committee approves an incentive compensation plan meant to motivate and reward superior performance by the named executive officers and other executives. The Board sets the incentive bonus opportunity for individuals to reflect the executive's level for the current fiscal year (e.g. SVP or VP). The Board targets cash incentive bonus opportunity generally at the 50th percentile incentive level for each executive's particular peer group (technology, media or blended technology/media) (delivering total cash opportunity between 50th and 75th percentile based on individual base salary position). For fiscal year 2007, the Board also included an opportunity to earn additional equity in the form of restricted shares. If earned, the restricted shares would vest 2 years from date of grant. Restricted share awards were targeted to deliver approximately 1/3 of the market median long term incentive value of such executive's targeted bonus opportunity. The Board retains discretion to revise incentive compensation plan goals during the year should circumstances warrant, such as changing business needs or corporate goals in response to market conditions.

Cash Incentive Bonus Compensation

In fiscal year 2007, our named executive officers and other executives were eligible to receive targeted amounts of cash and restricted stock under our fiscal year 2007 incentive plan. The amount of actual bonuses of cash and/or restricted stock was based on the achievement of objective Company and departmental performance goals and was lower than targeted amounts based on the pre-determined formula that was applied by our Compensation Committee and Board. Target cash bonuses for named executive officers (excluding the Company's Chief Executive Officer whose target is \$500,000 per his employment agreement) for fiscal year 2007 was the following percentages of the recipient's base salary: Steven Sordello 50%; Stuart West 40%; Jim Barton 50%; Mark Roberts 50%; and Jeffrey Klugman 50%.

For our named executive officers (excluding our Chief Executive Officer) and other executives, the objective performance goals were based on meeting certain goals with respect to the Company's overall performance (fifty percent (50%)) as well as departmental performance (fifty percent (50%)). Our Chief Executive Officer's objective performance goals were based solely (100%) on the Company's overall performance. Corporate goals included driving increased TiVo-Owned subscription growth, increased service and technology revenues, and improved cash-flow.

Departmental and team performance goals focused on growth, milestone achievements related to product delivery dates, and expense management. In addition to the above corporate goals, our Chief Executive Officer's bonus was also determined based on increases in media advertising and ARM sales revenue and new product deployment and distribution deals. Our exact numerical targets for corporate and departmental objectives are not disclosed because they are considered confidential and proprietary. However, as evidenced by our fiscal year 2007 payout amounts, discussed below, our Board establishes corporate and departmental objectives at levels which our Board believes require significant performance by executives and are not easily achieved. Under the fiscal year 2007 incentive plan, the Company's executives received up to twenty percent (20%) of their full fiscal year 2007 targeted cash bonuses at the mid-point of the Company's fiscal year based upon the Committee's assessment and recommendation to the Board of the individual's achievement of the pre-determined departmental performance goals for the first half of fiscal year 2007, with the remaining eighty percent (80%) (50% corporate and 30% departmental) paid out at year end.

Our Committee and Board felt that each executive officer's bonus should be equally weighted towards both company-wide goals and departmental/team goals. However, since our Chief Executive Officer oversees our entire operations, our Board determined that his bonus would be based solely on company-wide performance measures. Each component of the bonus is independent of the other components, and we will pay the applicable percentage of the bonus if an objective is attained, regardless of whether any or all of the other objectives are attained. Our Committee and Board chose the specified goals because they would both reward growth in subscriptions and revenues, but also efficient management of the business through improved cash flows. Thus, our Committee and Board considered the chosen metrics to be the best indicators of financial success and stockholder value creation. The departmental performance objectives are determined by the Board upon the recommendation of the Committee after consultation with executive management. The departmental objectives are selected based on each department's role in enabling the Company to reach its company-wide goals for the year.

Actual payouts of cash incentive bonuses for fiscal year 2007 were below targeted levels (with actual cash bonuses paid at 54% to 86% of targeted amounts for our named executive officers) primarily because we did not achieve full targets for gross subscription additions, increased revenues, and improved cash flows. The cash incentive bonus compensation earned by the named executive officers in fiscal year 2007 is set forth below in the Summary Compensation Table.

In fiscal year 2008, the named executive officers and other executives will be eligible to receive targeted amounts of cash, but not restricted stock, under the 2008 incentive plan. The amount of actual cash bonuses will be based on the achievement of objective Company and departmental performance goals and may be higher or lower than targeted amounts according to a pre-determined formula that will be applied by the Compensation Committee and the Board. Target cash bonuses for named executive officers (excluding the Company's Chief Executive Officer whose target will be \$525,000 per his revised employment agreement) for fiscal year 2008 are the following percentages of the recipient's base salary: Steven Sordello 50%; Jim Barton 50%; Mark Roberts 50%; and Jeffrey Klugman 50%.

The objective performance goals for fiscal year 2008 applicable to our named executive officers, other than our Chief Executive Officer, are based fifty percent (50%) corporate performance goals and fifty percent (50%) departmental goals. Corporate goals include driving increased TiVo-Owned subscription gross additions, increased service and technology revenues, and improved Adjusted EBITDA (which is defined as income before interest expense, provision for income taxes and depreciation, amortization, and stock-based compensation expense). Departmental and team performance goals are focused on certain areas of our growth, milestone achievements related to product delivery dates, and expense management. In addition, there is an extra bonus target opportunity of ten percent (10%) of annual base salary applicable to corporate performance goals in connection with TiVo's ending cumulative subscription number for fiscal year 2008.

For fiscal year 2008, our Chief Executive Officer's target bonus will be based on the achievement of specified levels of the following corporate goals: TiVo-Owned subscription gross additions; increased service and technology revenues; improved Adjusted EBITDA; new partnership, deployment, and other deals; and increased media advertising and ARM sales revenue. All fiscal year 2008 cash incentive bonus payments will be made after the end of fiscal year 2008 as determined by the Board upon the recommendation of the Committee based upon year end results.

Our Committee and Board chose the specified goals for our fiscal year 2008 for our executives because they would both reward growth in subscriptions and revenues, but also efficient management of the business through improved Adjusted EBITDA. Thus, our Committee and Board considered the chosen metrics to be the best

indicators of financial success and stockholder value creation. In keeping with its past practices, our Board established these corporate and departmental objectives at levels which our Board believes require significant performance by executives, are not easily achieved, but if achieved would be the best indicator of stockholder value creation.

Non-Cash Incentive Bonus Compensation

In fiscal year 2007, our named executive officers and other executives were also eligible to receive targeted amounts of restricted stock under our fiscal year 2007 incentive plan. The amount of such actual awards of restricted stock was based on the achievement of objective corporate and departmental performance goals and was lower than targeted amounts based on the pre-determined formula that was applied by our Compensation Committee and Board. Target amounts of restricted stock bonuses for named executive officers (excluding the Company's Chief Executive Officer who was not eligible for a restricted stock bonus under our fiscal year 2007 incentive bonus plan due in part to the continued vesting of his existing restricted stock grant) for fiscal year 2007 were the following: Jim Barton 11,000; Mark Roberts 11,000; and Jeffrey Klugman 11,000. These restricted stock grants under the plan will vest 100% after two years from the date of grant.

Actual grants of restricted stock bonuses for fiscal year 2007 were below targeted levels (payouts ranged between approximately 57% and 75% of targets) primarily because we did not achieve our full corporate and departmental objectives as detailed above under our fiscal year 2007 incentive plan. The value of the shares subject to the restricted stock grants to the named executive officers for the fiscal year 2007 incentive plan are reflected in the Summary Compensation Table FY07 table below and further information about these grants is reflected in the FY07 Grants of Plan-Based Awards table below.

2008 Incentive Milestone Plans

In addition to our fiscal year 2008 cash incentive plan, we have instituted individual milestone plans for three of our named executive officers. These individual milestone plans were approved by the Board at the recommendation of the Committee to provide additional incentive and reward superior performance around our key corporate goals. The Board set these goals at levels requiring significant performance by the individual executive, which, if successful, would provide valuable contribution towards our long-term corporate performance. Individuals are eligible to receive more or less than their targeted amounts based on percentage achievement of specified goals. Mark Roberts, Jeff Klugman, and Jim Barton will be eligible to receive targeted milestone bonuses for fiscal year 2008, or later in the case of Jim Barton, ranging from 16% to 83% of their annual base salaries payable upon the achievement and deployment of specified products and product features or specified deployment and relationship milestones. Jim Barton's targeted milestone bonus also includes a matching grant of restricted stock as valued based on the approximate average TiVo stock price during the fourth quarter of fiscal year 2007. The Committee determined that the restricted stock component of Mr. Barton's milestone bonus would enable Mr. Barton to share in any increase in TiVo's stock price due to the multi-year duration of his milestone plan.

Severance and Change of Control Payments

Each of our named executive officers and all of our other executives have executed a change of control severance agreement with us. Our Board determined to provide these change of control severance agreements in order to mitigate some of the risk that exists for executives working in a small to mid-sized technology company. These arrangements are intended to attract and retain qualified executives that have alternatives that may appear to them to be less risky absent these arrangements, and to mitigate a potential disincentive to consideration and execution of any acquisition, particularly where the services of these executives may not be required by the acquirer. Our change in control severance agreements with our executives each have a double trigger requiring both a qualifying change in control event, as discussed later in this proxy, and then for the executive to be terminated other than for cause or due to a disability, each as defined in the agreements, or for them to terminate their employment for good reason, as described later in this proxy. Only our Chief Executive Officer and Chief Financial Officer's change in control severance agreements permit them to terminate their employment with us for good reason if, in the case of our CEO, he no longer reports to our Board (or, if we have a parent company, to the Board of our ultimate parent company), or in the case of our CFO, he no longer reports to our CEO (or, if we have a parent company, to the CEO of the parent company). Our Board determined that these additional triggers were appropriate for our CEO and CFO because of the unique reporting relationship of these executives. For quantification of these severance and change of control benefits, please see the discussion under Change of Control Severance Agreements below.

Additionally, effective March 21, 2007, our Board approved an additional provision applicable only to our Chief Executive Officer which entitles him to a gross-up for any taxes owed by him under Section 280G of the Internal Revenue Code for payments made to him in connection with a covered change in control event. After consultation with our outside counsel and an evaluation of market data and the estimated costs involved as provided to our Board by Deloitte Tax LLP, our Board determined that this benefit to our CEO was appropriate under the circumstances. These reasons, included, but were not limited to, preserving the intended benefit to our CEO of his existing employment arrangements, avoiding any conflict between the CEO's personal financial impact and pursuing any transaction as appropriate for the Company, as well as his unique compensation history with us, as a former independent Board member, where certain tax penalties may be more easily triggered.

Additionally, on September 28, 2005, we entered into an employment transition and separation agreement with David H. Courtney, our Chief Financial Officer and Executive Vice President, Group Executive, Corporate Products & Services Group. Mr. Courtney resigned from his employment with TiVo and his position as a member of our board of directors, effective as of April 15, 2006. During the transition period in which Mr. Courtney agreed to continue in his current position to facilitate the orderly transition of his duties within TiVo and to permit TiVo time to conduct a search for his replacement, Mr. Courtney received his current base salary, and remained eligible to participate in all standard employee benefit plans and programs, including group medical, dental, vision, life, and disability insurance and other programs. Mr. Courtney also received his second half fiscal 2006 executive bonus compensation based on achievement of deliverables under the plan to be paid at the same time as to other executives, and received a grant of fully-vested restricted stock equal to \$70,500 in connection with the executive bonus plan. After April 15, 2006, Mr. Courtney received the following lump sum severance payments: \$300,000 representing 12 months of base salary; \$50,000 representing his fiscal 2006 individual bonus target; and \$112,500 representing nine months of fiscal 2007 target bonus compensation. Mr. Courtney also received 12 months of accelerated vesting on all unvested outstanding stock awards with the right to exercise any vested awards through December 31, 2006. Mr. Courtney was also reimbursed the cost of his continued participation in group medical, dental, vision, life and disability insurance for up to 12 months following his resignation. We also agreed to continue to indemnify Mr. Courtney against all claims related to actions arising prior to his termination and will use our best efforts to continue to include past officers and directors in our Directors and Officers Liability insurance, both for so long as Mr. Courtney is subject to any possible claim.

Additionally, effective September 4, 2006, we entered into a consulting agreement with Stuart West, which expired on January 31, 2007. We entered into the consulting arrangement with Mr. West to aid in the transition of his duties as our former acting chief financial officer to our new Chief Financial Officer, Steven Sordello, as well as to ensure that he remain available to assist in any on-going financing, investor relations, and accounting activities being pursued by us at the time of his resignation. As part of his consultation fee, Mr. West was eligible for: continued vesting of his previously granted stock options and restricted stock awards through January 31, 2007 as long as he remained in continuous service, as defined by our Amended & Restated 1999 Equity Incentive Plan; receipt of his first half fiscal year 2007 incentive bonus, to be paid at the same time the first-half of fiscal year 2007 executive bonus compensation is paid to other participants; half of his second half fiscal year 2007 incentive bonus (which was zero); and half of his fiscal year 2007 retention bonus, payable on November 30, 2007 for \$25,000, in connection with his services as acting chief financial officer.

Perquisites and Other Personal Benefits

The named executive officers and other executives are eligible to participate in all of our employee benefit plans, such as medical, dental, vision, group life, disability, and accidental death and dismemberment insurance and our 401(k) plan, in each case on the same basis as other employees.

In fiscal year 2008, pursuant to his employment agreement, our Chief Executive Officer is entitled to certain special benefits and perquisites. These special benefits and perquisites were approved by our Board as a result of our CEO's residence in New York and our corporate offices being located in California. These special benefits and perquisites included the following: once per quarter flights for our CEO's family to fly out to California from New York; rental car while in California; a furnished apartment while in California; a \$5,000 non-business related meal allowance; internet and cable for his home office; and the payment of personal life and disability policy premiums. For quantification of these special benefits and perquisites, please see the Summary Compensation Table FY07 table below and related footnotes. There were no special benefits or perquisites provided to any other named executive officers in fiscal year 2007.

Tax and Accounting Implications

Deductibility of Executive Compensation

As part of its role, the Committee reviews and considers the deductibility of executive compensation under Section 162(m) of the Internal Revenue Code, which provides that the Company may not deduct compensation of more than \$1,000,000 that is paid to certain individuals. In certain situations, the Committee may approve cash and equity-based compensation that may not be fully deductible in order to ensure competitive levels of total compensation for its executive officers.

Accounting for Stock-Based Compensation

Beginning on February 1, 2006, the Company began accounting for stock-based payments in accordance with the requirements of FASB Statement 123(R).

COMPENSATION COMMITTEE REPORT

REPORT OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

ON EXECUTIVE COMPENSATION

The information contained in this section shall not be deemed to be soliciting material or filed with the SEC or subject to the liabilities of Section 18 of the Securities Exchange Act, except to the extent that we specifically incorporate it by reference into a document under the Securities Act or the Securities Exchange Act.

The Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

COMPENSATION COMMITTEE

Geoffrey Y. Yang (Chair)

Joseph Uva

Summary Compensation Table

Name and Principal Position (a)	Fiscal Year (b)	Salary (\$) (c)	Bonus(\$) (d)	Stock Awards (\$) (2) (e)	Option Awards (\$) (3) (f)	Non-Equity Incentive Plan	All other Compensation	Total (\$) (j)
						Compensation (\$) (4) (g)	(\$) (i)	
Thomas S. Rogers President and Chief Executive Officer (Principal Executive Officer)	FY 2007	\$ 750,000	\$	\$ 570,110	\$ 1,772,967	\$ 303,000	\$ 171,626 ⁽⁵⁾	\$ 3,567,703
Steven Sordello Senior Vice President, Chief Financial Officer (Principal Financial Officer)	FY 2007	\$ 130,871	\$	\$ 48,565	\$ 243,456	\$ 28,406	\$ 156 ⁽⁶⁾	\$ 451,454
David H. Courtney Former Executive Vice President, Chief Financial Officer (Former Principal Financial Officer)	FY 2007	\$ 62,500	\$	\$	\$ 154,811	\$	\$ 433,737 ⁽⁷⁾	\$ 651,048
Stuart West Acting Chief Financial Officer and Vice President, Finance (Former Principal Financial Officer)	FY 2007	\$ 135,051	\$ 25,000 ⁽¹⁾	\$ 126,007	\$ 265,377	\$ 27,050	\$ 14,913 ⁽⁸⁾	\$ 593,398
Mark Roberts Senior Vice President of Consumer Products and Operations	FY 2007	\$ 285,000	\$	\$ 284,277	\$ 148,926	\$ 141,768	\$ 666 ⁽⁶⁾	\$ 860,637
James Barton Chief Technical Officer and Senior Vice President	FY 2007	\$ 275,000	\$	\$ 99,357	\$ 298,680	\$ 137,225	\$ 653 ⁽⁶⁾	\$ 810,915
Jeffrey Klugman Senior Vice President & General Manager of Service Provider & Media Advertising Services	FY 2007	\$ 275,000	\$	\$ 129,550	\$ 211,458	\$ 97,694	\$ 619 ⁽⁶⁾	\$ 714,321

(1) Bonus payments made pursuant to Mr. West's employment transition and consulting agreement. For additional information regarding these payments, see the discussion of Mr. West's agreement in "Severance and Change of Control Payments" above.

(2) The amounts included in column (e) represent the Company's compensation costs that were recognized in fiscal year 2007 related to awards of restricted stock granted during the fiscal year, previous fiscal years, and grants made subsequent to the end of the fiscal year pursuant to our 2007 Executive Incentive Plan and related to fiscal year 2007 performance. This expense has been determined in accordance with FASB Statement 123 (R). The valuation assumptions used in determining such amounts are described in Note 14 to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended January 31, 2007.

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- (3) The amounts included in column (f) represent the Company's compensation costs that were recognized in fiscal year 2007 related to grants of options during fiscal year 2007 and previous fiscal years determined in accordance with FASB Statement 123 (R).
- (4) The amounts included in column (g) are composed entirely of cash bonuses awarded under the fiscal year 2007 incentive plan with respect to performance during fiscal year 2007. A portion of these bonuses were paid during fiscal year 2007, with the remainder paid in fiscal year 2008.
- (5) This amount consists of \$38,472 for housing, housing related and living expenses, \$38,125 in insurance related expenses and \$21,631 in family travel related expenses pursuant to Mr. Rogers' Employment Agreement with TiVo. Additionally we paid \$72,182 in tax gross up payments made in connection with these taxable perquisites received by him pursuant to his Employment Agreement. Additionally Mr. Rogers had \$1,216 of imputed income for group term life insurance premiums paid on Mr. Rogers' behalf.
- (6) This amount is imputed income for group term life insurance premiums paid on behalf of the executive.
- (7) This amount consists of severance payments of \$300,000 in lieu of salary and \$112,500 in lieu of bonus payments pursuant to Mr. Courtney's employment transition agreement, \$20,997 of vacation accrual payments and \$240 of imputed income for group term life insurance premiums paid on Mr. Courtney's behalf. For additional information regarding these amounts, see the discussion of Mr. Courtney's agreement in Severance and Change of Control Payments above.
- (8) This amount consists of \$14,678 of vacation accrual payments and \$237 of imputed income for group term life insurance premiums paid on Mr. West's behalf.

Fiscal Year 2007 Grants of Plan-Based Awards

Name (a)	Grant Date (b)	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾			Estimated Possible Payouts Under Equity Incentive Plan Awards ⁽²⁾			All Other Stock Awards: Number of Shares of Stock or Units (#) (i)	All Other Option Awards: Number of Securities Underlying Options (#) (j)	Exercise or Grant Base Price of Option Awards (\$/Sh) (k)	Grant Date Fair Value of Stock and Option Awards (\$) (l)
		Threshold (\$) (c)	Target (\$) (d)	Maximum (\$) (e)	Threshold (#) (f)	Target (#) (g)	Maximum (#) (h)				
Thomas S. Rogers	7/17/2006								400,000 ⁽⁸⁾	\$ 6.51	\$ 1,912,400
	N/A	\$ 250,000	\$ 500,000	\$ 1,000,000							
Steven Sordello	8/21/2006								450,000 ⁽⁹⁾	\$ 7.25	\$ 2,182,140
	8/21/2006							15,000 ⁽³⁾		\$	\$ 108,750
	N/A	\$ 32,575	\$ 65,151	\$ 130,301							
David Courtney	3/29/2006							9,737 ⁽⁴⁾		\$	\$ 70,496
Stuart West	3/20/2006							4,833 ⁽⁵⁾		\$	\$ 32,429
	3/29/2006								30,000 ⁽¹⁰⁾	\$ 7.24	\$ 73,733
	N/A	\$ 23,000	\$ 46,000	\$ 46,000							
James Barton	3/29/2006								104,000 ⁽¹⁰⁾	\$ 7.24	\$ 569,920
	3/29/2006							7,140 ⁽⁶⁾		\$	\$ 51,694
	9/13/2006							20,000 ⁽⁷⁾		\$	\$ 160,400
	N/A	\$ 68,750	\$ 137,500	\$ 275,000	5,500	11,000	22,000				
Mark Roberts	3/29/2007								104,000 ⁽¹⁰⁾	\$ 7.24	\$ 569,920
	3/29/2007							6,491 ⁽⁶⁾		\$	\$ 46,995
	9/13/2007							20,000 ⁽⁷⁾		\$	\$ 160,400
	N/A	\$ 71,250	\$ 142,500	\$ 285,000	5,500	11,000	22,000				
Jeffrey Klugman	3/29/2006								104,000 ⁽¹⁰⁾	\$ 7.24	\$ 569,920
	3/29/2006							5,223 ⁽⁶⁾		\$	\$ 37,815
	N/A	\$ 68,750	\$ 137,500	\$ 275,000	5,500	11,000	22,000				

(1) These amounts represent the threshold, target and maximum amounts that could have been earned for fiscal year 2007 pursuant to the cash incentive bonus awards provided under the fiscal year 2007 incentive plan. Actual amounts earned for fiscal year 2007 are included in the *Summary Compensation Table* above. For additional information regarding plan-based awards granted to our named executive officers, see *Compensation Discussion and Analysis* above.

(2) The amounts shown reflect the threshold, target, and maximum number of shares of restricted stock that could have been earned for fiscal year 2007 pursuant to the fiscal year 2007 incentive plan. Actual amounts earned for fiscal year 2007 are included in the *Summary Compensation Table* above. For additional information regarding plan-based awards granted to our named executive officers, see *Compensation Discussion and Analysis* above.

(3) These shares were granted upon Mr. Sordello's employment with TiVo and vest 100% upon the first anniversary of the date of grant.

(4) These shares reflect the number of shares granted pursuant to the fiscal year 2006, Executive Incentive Plan, and vest 100% on the date of grant.

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- (5) These shares reflect the number of shares of stock granted pursuant to the fiscal year 2006 Executive Incentive Plan, which were subsequently cancelled on September 4, 2006, upon Mr. West's termination of employment with TiVo.
- (6) These shares reflect the number of shares of stock granted pursuant to the fiscal year 2006 Executive Incentive Plan, and vest 100% upon the first anniversary of the date of grant.
- (7) These shares were issued as a retention incentive to key executive officers of the Company, and the shares vest 100% after 18 months from the date of grant.
- (8) This option vests 100% on July 17, 2010. However, 100,000 shares may vest earlier, subject to the attainment of certain company performance goals.
- (9) Stock vests 25% on the first anniversary of the date of grant, with the balance vesting 1/36th per month over the next three years.
- (10) Stock option vests in 48 equal monthly installments.
- (11) The amounts set forth in this column are the full grant date fair value of the awards determined in accordance with FASB Statement 123 (R). The valuation assumptions used in determining such amounts are described in Note 14 to our consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ending January 31, 2007.

Outstanding Equity Awards at Fiscal Year-End

Name (a)	Option Awards					Stock Awards		Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) ⁽¹²⁾ (j)
	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) Unexercisable (c)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#) (d)	Option Exercise Price (\$) (e)	Option Expiration Date ⁽¹⁾ (f)	Number of Shares or Units of Stock that Have Not Vested (#) (g)	Market Value of Shares or Units of Stock That Have Not Vested (\$) (h)	
Thomas S. Rogers	749,999	300,000 ⁽²⁾ 1,250,001 ⁽³⁾	100,000 ⁽²⁾	\$ 6.51	7/17/2016			
	250,000			\$ 6.52	7/1/2015	262,500 ⁽⁷⁾	\$ 1,404,375	
	30,000			\$ 6.74	10/11/2014			
	20,000			\$ 9.05	3/29/2014			
				\$ 7.40	9/26/2013			
Steven Sordello		450,000 ⁽⁴⁾		\$ 7.25	8/21/2016	15,000 ⁽⁸⁾	\$ 80,250	
Mark Roberts						20,000 ⁽⁹⁾	\$ 107,000	
	21,666	82,334 ⁽⁵⁾		\$ 7.24	3/29/2016	6,491 ⁽¹⁰⁾	\$ 34,727	
	7,819	40,626 ⁽⁵⁾		\$ 4.14	3/2/2015			
	23,333	23,334 ⁽⁵⁾		\$ 7.18	5/3/2014			
	5,625	3,751 ⁽⁵⁾		\$ 5.43	4/24/2013			
			15,000 ⁽⁶⁾	\$ 5.43	4/24/2013			
	13,542			\$ 5.46	1/23/2013			
	3,335			\$ 6.31	2/6/2011			
	40,000			\$ 20.00	5/3/2010			
	45,000			\$ 8.50	7/14/2009			
								6,276 \$ 33,577
James Barton						20,000 ⁽⁹⁾	\$ 107,000	
	21,666	82,334 ⁽⁵⁾		\$ 7.24	3/29/2016	7,140 ⁽¹⁰⁾	\$ 38,199	
	45,833	54,167 ⁽⁵⁾		\$ 4.14	3/2/2015			
	49,999	25,001 ⁽⁵⁾		\$ 7.18	5/3/2014			
	83,332	6,668 ⁽⁵⁾		\$ 5.43	4/24/2013			
			15,000 ⁽⁶⁾	\$ 5.43	4/24/2013			
	75,000			\$ 3.90	5/7/2012			
	75,000			\$ 3.25	9/27/2011			
	75,000			\$ 6.31	2/6/2011			
	100,000			\$ 21.00	6/5/2010			
	100,000			\$ 6.50	6/16/2009			
								8,332 \$ 44,576
Jeffrey Klugman	21,666	82,334 ⁽⁵⁾		\$ 7.24	3/29/2016	5,223 ⁽¹⁰⁾	\$ 27,943	
	10,936	14,064 ⁽⁵⁾		\$ 6.06	4/22/2015			
	6,770	27,084 ⁽⁵⁾		\$ 4.14	3/2/2015			
	10,317			\$ 4.44	1/14/2015			
	13,332	6,668 ⁽⁵⁾		\$ 7.18	5/3/2014			
	18,332	1,668 ⁽⁵⁾		\$ 7.93	5/28/2013			
	20,307			\$ 4.48	12/10/2011			
								7,019 \$ 37,552

(1) All options are issued with a ten-year contractual term.

(2) This option vests 100% on July 17, 2010. However, 100,000 shares may vest earlier, subject to the attainment of certain company performance goals.

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- (3) Included in this grant is 1,000,000 Options and 1,000,000 Stock Appreciation Rights, both of which vest in 48 equal monthly installments.
- (4) Stock Option vests 25% on the first anniversary of the date of grant, with the balance vesting 1/36th per month over the next three years.
- (5) Stock Option vests in 48 equal monthly installments.
- (6) This option vests upon the attainment of certain company performance goals.
- (7) Restricted shares vest in equal annual installments on July 1, 2007, 2008, and 2009.
- (8) Restricted shares vest 100% on August 21, 2007.
- (9) Restricted shares vest 100% on March 13, 2008
- (10) Restricted shares vest 100% on March 29, 2007.
- (11) Represents the number of shares granted on March 21, 2007 pursuant to the fiscal year 2007 Executive Incentive Plan.
- (12) Market value is equivalent to the fair market price of our common stock on January 31, 2007 (\$5.35) multiplied by the number of shares to be granted pursuant to the 2007 Executive Incentive Plan.

Option Exercises and Stock Vested

Name	Option Awards			Stock Awards	
	(a)	Number of Shares Acquired on Exercise (#) (b)	Value Realized on Exercise (\$) ⁽¹⁾ (c)	Number of Shares Acquired on Vesting (#) (d)	Value Realized on Vesting (\$) ⁽⁵⁾ (e)
Thomas S. Rogers			\$	87,500 ⁽²⁾	\$ 644,875
Steven Sordello			\$		\$
David H. Courtney		443,697	\$ 1,025,263	9,737 ⁽³⁾	\$ 70,496
Stuart West		29,500	\$ 83,931	25,000 ⁽⁴⁾	\$ 172,250
Mark Roberts		90,099	\$ 216,699	20,000 ⁽⁴⁾	\$ 137,800
James Barton			\$		\$
Jeffrey Klugman		93,700	\$ 314,050	25,000 ⁽⁴⁾	\$ 172,250

- (1) Value realized on exercise is based on the closing market price of our common stock on the date of exercise less the exercise price, multiplied by the number of shares underlying the exercised options.
- (2) Represents the vesting of 25%, or 87,500, of Mr. Rogers' July 1, 2005 restricted stock grant in accordance with the terms of the grant.
- (3) Restricted shares were 100% vested on the March 29, 2006, the date of grant.

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- (4) Represents the 100% vesting of restricted stock granted on October 6, 2005, in accordance with the terms of the grant.
- (5) The value realized on vesting is based on the closing market price of our common stock on the date of vesting multiplied by the number of shares covered by the award and acquired upon vesting.

Potential Payments Upon Termination or Change-In-Control

Named Executive Officers	Benefit	Death or Disability	Termination Without Cause or With Good Reason (Without Change in Control)	Termination Without Cause or With Good Reason (With Change in Control)
Thomas S. Rogers	Cash payments		\$ 1,625,000	\$ 1,625,000 ⁽⁴⁾
	Medical insurance		\$ 41,211	\$ 41,211
	Stock Option and Stock Appreciation Rights- unvested and accelerated ⁽¹⁾		\$	\$
	Restricted Stock - Unvested and accelerated ⁽²⁾	\$ 702,188	\$ 702,188	\$ 1,404,375
	Extension of exercisability of Stock Options ⁽³⁾	\$ 0 - \$1,966,928	\$ 0 - \$2,202,970	\$ 0 - \$4,215,640
	Extension of exercisability of Stock Appreciation Rights ⁽³⁾	\$ 0 - \$1,568,888	\$ 0 - \$1,578,250	\$ 0 - \$2,525,200
Steven Sordello	Cash payments			\$ 435,000
	Medical insurance			\$ 24,399
	Stock Option - unvested and accelerated ⁽¹⁾			\$
	Restricted Stock - Unvested and accelerated ⁽²⁾			\$ 80,250
Mark Roberts	Cash payments			\$ 320,625
	Medical insurance			\$ 18,936
	Stock Option - unvested and accelerated ⁽¹⁾			\$ 36,867
	Restricted Stock - Unvested and accelerated ⁽²⁾			\$ 106,295
James Barton	Cash payments			\$ 309,375
	Medical insurance			\$ 13,477
	Stock Option - unvested and accelerated ⁽¹⁾			\$ 49,156
	Restricted Stock - Unvested and accelerated ⁽²⁾			\$ 108,899
Jeffrey Klugman	Cash payments			\$ 309,375
	Medical insurance			\$ 18,241
	Stock Option - unvested and accelerated ⁽¹⁾			\$ 24,578
	Restricted Stock - Unvested and accelerated ⁽²⁾			\$ 20,957

(1) Amounts represent the fair market value of our common stock on January 31, 2007 less the exercise price, multiplied by the number of shares underlying the options subject to accelerated vesting.

(2) Amounts represent the fair market value of our common stock on January 31, 2007 multiplied by the number of shares subject to accelerated vesting.

(3) Represents the extension of the expiration date of the award from 90 days after the termination of employment to the remainder of the award's contractual life.

(4) Pursuant to Mr. Rogers's change in control agreement, he will be entitled to a gross-up for any taxes owed by him under Section 280G of the Internal Revenue Code for payments made to him in connection with a covered change in control event.

EMPLOYMENT, SEVERANCE, AND CHANGE OF CONTROL AGREEMENTS

Rogers Employment Agreement. In connection with the hiring of Thomas S. Rogers, the Vice Chairman of the Board of Directors, as the new President and Chief Executive Officer of TiVo, effective July 1, 2005, we entered into an at-will employment agreement with Mr. Rogers for his position as President and Chief Executive Officer. Pursuant to this agreement, Mr. Rogers is required to devote substantially all of his business time, attention and energies to the business of TiVo, and he shall perform his duties at TiVo's offices in Alviso, California and at an office to be

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maintained by TiVo for Mr. Rogers in New York City. Mr. Rogers will be paid cash compensation of \$750,000 per year and a target annual bonus of \$500,000 per year based on criteria established by the Board's Compensation Committee. As part of his compensation for his service as President and Chief Executive Officer for fiscal 2006, Mr. Rogers was paid a pro-rated portion of his target annual bonus based on the number of days worked during the fiscal year. Effective March 21, 2007, we entered into an amended and restated employment agreement with Mr. Rogers. Pursuant to this agreement, Mr. Rogers will be paid cash compensation of \$800,000 per year and a target annual bonus of \$525,000 per year based on criteria established by the Board's Compensation Committee.

As part of his compensation, Mr. Rogers was also granted stock awards, effective July 1, 2005, comprised of options to purchase 1,000,000 shares of TiVo common stock (vesting monthly over four years), 1,000,000 stock appreciation rights (vesting monthly over four years) and 350,000 shares of restricted stock (vesting in four equal annual installments on the first four anniversaries of the effective date of the employment agreement). In the event that, following the second anniversary of Mr. Rogers's date of hire, he elects to have TiVo engage a full-time replacement Chief Executive Officer so that he may be elected Chairman of the Board, the vesting period of his stock awards described above will be extended to twice the length of the remaining vesting period at the time of

such role conversion, and the number of stock awards vesting on each date will be proportionately adjusted to reflect the extension.

Pursuant to the employment agreement, so long as Mr. Rogers is serving as our President and Chief Executive Officer, he will be nominated to, and if elected by the stockholders of TiVo, be a member of, our Board of Directors.

Pursuant to the employment agreement, we will provide Mr. Rogers with air travel from New York City to Alviso, California, a furnished apartment within 15 miles of our Alviso, California offices, an automobile for Mr. Rogers' use while working out of our Alviso, California offices and reimbursement for other out-of-pocket expenses defined in the employment agreement as appropriate for a chief executive officer of Mr. Rogers' stature.

The employment agreement provides that, in the event Mr. Rogers' employment agreement is terminated as a result of his death or disability, then the greater of (1) 50% of his unvested stock awards or (2) such number of stock awards as would vest if such termination were a result of his termination without cause (as defined in the agreement) or resignation for good reason (as defined in the agreement), will vest on the date of termination.

The employment agreement also provides that, in the event Mr. Rogers' employment is terminated by us other than for cause (as defined in the agreement) or if he resigns for good reason (as defined in the agreement), he will receive eighteen months of salary continuation payments, payable in three equal installments (one-third upon termination, one-third 6 months following termination and one-third 12 months following termination), provided that any amount of salary continuation payments that is unpaid as of the date that is the later of 2.5 months after the end of the calendar year in which Mr. Rogers' date of termination occurs or 2.5 months after the end of our fiscal year in which Mr. Rogers' date of termination occurs shall be paid in cash in a lump sum no later than such date. Mr. Rogers will also receive eighteen months of continued welfare benefits coverage (such coverage will terminate on the date Mr. Rogers obtains substantially similar coverage due to subsequent employment, if applicable). Assuming attainment of applicable performance criteria for the fiscal year in which Mr. Rogers' employment terminates, Mr. Rogers will receive a pro-rated bonus based upon the actual number of days worked during the fiscal year, payable in a lump sum when bonuses for the fiscal year are paid to other executives. Additionally, that portion of Mr. Rogers' stock awards that would have vested if he had remained employed for an additional twelve months will be automatically accelerated on the date of termination (treating Mr. Rogers' restricted stock for this purpose as if it were subject to monthly vesting for the period following the next regularly scheduled vesting date), and each stock award will remain exercisable for the remainder of its original term. Mr. Rogers' receipt of these severance benefits is conditioned upon his execution of a release, in the form attached to his employment agreement.

Ramsay Employment Agreement. On July 29, 2005, we entered into an at-will employment transition agreement with Michael Ramsay, our former Chief Executive Officer and Chairman of the Board, and a then current member of our Board of Directors. Pursuant to this employment transition agreement, as approved by TiVo's Board, Mr. Ramsay has provided services to TiVo that include, among other things, assistance with executive transition matters, service as Chairman of the Technology Advisory Committee of TiVo's Board and TiVo's beta test program, cooperation with existing or future litigation, and the provision of other advice and assistance that falls within Mr. Ramsay's knowledge and expertise. Mr. Ramsay's transition employment agreement may be terminated by either TiVo or Mr. Ramsay at any time. Mr. Ramsay's entry into this transition employment agreement was conditioned upon his execution of a full and complete general release. The term of Mr. Ramsay's employment agreement consists of a first transition period, which ran from the effective date of the agreement through September 9, 2005, a second transition period, which will continue for an additional six (6) months, and is renewable for additional six (6) month subsequent transition periods upon mutual agreement. Mr. Ramsay's transition employment agreement has been renewed and is still in effect through September 8, 2007.

During the second and subsequent transition periods, Mr. Ramsay has remained an employee of TiVo, continues to receive a salary of \$100,000 per year, payable monthly, and has continued to be eligible for all standard employee benefit plans and programs. Mr. Ramsay continues to serve as a member of the Board and will only be nominated for future terms on the Board at the mutual agreement of Mr. Ramsay and the Board. As part of his agreement, Mr. Ramsay is eligible to receive any compensation paid or granted to non-employee members of the Board during the Second and Subsequent Transition Periods.

During the term of his employment, TiVo will reimburse Mr. Ramsay for expenses and any time spent in excess of 20 hours per week (including time spent as an employee or providing litigation cooperation) at a rate of

\$250 per hour. Following termination of his employment, TiVo will reimburse Mr. Ramsay for expenses and any time spent at a rate of \$250 per hour.

For so long as Mr. Ramsay continues to serve as a member of the Board or otherwise as a consultant or employee of TiVo, with the exception of the stock options to purchase 250,000 shares granted on March 11, 2005, all of Mr. Ramsay's unexercised stock awards will continue to vest and be exercisable, pursuant to the terms of TiVo's equity plans and stock award agreements as originally granted. The vesting of the stock options to purchase 250,000 shares granted to Mr. Ramsay on March 11, 2005 will be adjusted to double the length of the remaining vesting period and to proportionately adjust the number of stock awards scheduled to vest on each vesting date during the remaining vesting period so that all of the stock awards will be vested at the end of the revised vesting schedule.

The transition employment agreement provides that, in the event Mr. Ramsay's employment with TiVo is terminated by TiVo other than for cause (as defined in the agreement) or disability (as defined in the agreement) or is terminated by Mr. Ramsay with good reason (as defined in the agreement), he will be entitled to an additional six (6) months of salary from the date of termination and will be eligible for up to an additional six (6) months of benefits.

If, prior to August 1, 2007, Mr. Ramsay's service as a member of TiVo's Board is terminated (1) by TiVo for any reason other than for cause, or (2) if Mr. Ramsay resigns from the Board following his constructive termination as a director (as defined in the agreement) or (3) if he is not renominated for election to the Board at or following expiration of his current term, or if at anytime Mr. Ramsay's employment is terminated due to his death or disability, then a portion of Mr. Ramsay's outstanding, unvested stock awards will automatically accelerate on the date of termination in an amount equal to the lesser of the number of stock awards which would have vested over the twelve (12) months following the date of termination or the number of stock awards which would have vested had his service terminated on July 31, 2007 (except that such amount cannot be less than six (6) months of vesting). If on or after August 1, 2007 (1) Mr. Ramsay's service as a member of TiVo's Board is terminated by TiVo for any reason other than for cause, or (2) if Mr. Ramsay resigns from the Board following his constructive termination as a director or (3) if he is not renominated for election to the Board following expiration of his current term, then a portion of Mr. Ramsay's outstanding, unvested stock awards will automatically accelerate on the date of termination in an amount equal to the number of stock awards which would have vested over the six (6) months following the date of termination. In addition, in the event that Mr. Ramsay's employment is terminated due to his death or disability, or his service to the Board is terminated by TiVo other than for cause, if Mr. Ramsay resigns from the Board following his constructive termination as a director, or if he is not renominated for election to the Board at or following expiration of his current term, Mr. Ramsay's then outstanding stock awards will remain exercisable for up to one (1) year following such termination. Should Mr. Ramsay's employment with TiVo continue after termination of his Board service, he will continue to vest in his then outstanding stock awards in addition to receiving acceleration of those shares described above (such that the shares that would otherwise vest last shall accelerate). Mr. Ramsay's receipt of severance benefits under the employment transition agreement is conditioned upon his execution of a release.

Additionally, in the event of a change of control (as defined in the agreement), Mr. Ramsay's outstanding, unvested stock awards will automatically accelerate on the date of the change of control as to the lesser of the number of stock awards which would have vested over the twelve (12) months following the date of termination or the number of stock awards which would have otherwise vested through July 31, 2007 (except that such amount cannot be less than nine (9) months of vesting). In addition, in the event of a change of control, Mr. Ramsay's vested stock awards will remain exercisable for up to one (1) year following any termination of his employment or service to TiVo. Should Mr. Ramsay's employment with TiVo and/or his Board service continue after such a change of control, Mr. Ramsay will continue to vest in his then outstanding stock awards in addition to receiving acceleration of those shares described above (such that the shares that would otherwise vest last shall accelerate), except that he will not be entitled to any additional acceleration of his stock awards upon a later termination of his Board service.

The employment transition agreement contains restrictive covenants regarding non-competition, confidentiality, non-solicitation and non-disparagement.

Change of Control Severance Agreements. Each of our executive officers, and substantially all of our vice presidents, have executed a change of control severance agreement with us. Pursuant to the terms of these

agreements, in the event that, within thirteen months following a change of control, as described below, an executive officer or a vice president is terminated other than for cause (as defined in the agreement including the willful and continued failure to substantially perform job duties or the commission of an act of fraud, dishonesty, or conviction for a felony involving moral turpitude) or due to a disability, (defined as absence from full-time work for six (6) consecutive months), or the executive officer or vice president terminates his or her employment for good reason, (as defined in the agreements including a material reduction in duties, reduction in compensation or benefits, relocation of TiVo's offices greater than 50 miles), the executive officer or vice president will be entitled to a lump sum payment equal to a percentage of his or her annual base salary and targeted annual bonus of which such percentage is 100% for the Chief Executive Officer applicable to a 18 month period, 100% for the Chief Financial Officer applicable to a 12 month period, 75% for the Senior Vice Presidents applicable to a 12 month period, and 50% for the Vice Presidents applicable to a 12 month period. Only our Chief Executive Officer and Chief Financial Officer's change in control severance agreements permit them to also terminate their employment with us for good reason if, in the case of our CEO, he no longer reports to our Board (or, if we have a parent company, to the Board of our ultimate parent Corporation), or in the case of our CFO, he no longer reports to our CEO (or, if we have a parent company, to the CEO of the parent company). Additionally, effective March 21, 2007, our Board approved an additional provision applicable only to our Chief Executive Officer which entitles him to a gross-up for any taxes owed by him under Section 280G of the Internal Revenue Code for payments made to him in connection with a covered change in control event. Pursuant to Mr. Rogers' employment agreement, Mr. Rogers will be entitled to receive the better of the benefits due under his employment agreement or his change in control agreement in such an event. In addition, the same percentage (as specified above) of options held by the terminated executive officer or vice president will become vested and any restrictions on that specified percentage of shares granted to the executive officer or vice president will immediately lapse. We have also agreed to provide the following benefits to any terminated executive officer or vice president:

continued directors' and officers' liability insurance for a period of six years not to exceed one hundred fifty percent (150%) of the per annum rate of premium currently paid by us for the insurance; and

medical benefits for a period not to exceed 6 months for Vice Presidents, 9 months for Senior Vice Presidents, 12 months for the Chief Financial Officer, and 18 months for the President and Chief Executive Officer from the date of termination.

These agreements do not obligate our executive officers or vice presidents to mitigate losses by seeking other employment or otherwise, and the benefits under these agreements will not be reduced by compensation earned through employment by another employer. These agreements are perpetual unless both parties agree to amend or terminate or the individual is no longer an employee of TiVo.

A change of control under these agreements will be deemed to have occurred in the event of:

- (i) a dissolution or liquidation of the Company;
- (ii) a sale of all or substantially all of the assets of the Company;
- (iii) a sale by the stockholders of the Company of the voting stock of the Company to another corporation or its subsidiaries that results in the ownership by such corporation and/or its subsidiaries of eighty percent (80%) or more of the combined voting power of all classes of the voting stock of the Company entitled to vote;
- (iv) a merger or consolidation involving the Company in which the Company is not the surviving corporation or a merger or consolidation of a subsidiary of the Company and in which, in either case, beneficial ownership of securities of the Company representing at least fifty percent (50%) of the combined voting power entitled to vote in the election of members of the Board of Directors (Directors) has changed;
- (v) a reverse merger in which the Company is the surviving corporation but the shares of the Company's Common Stock outstanding immediately preceding the merger are converted by virtue of the merger into other property, whether in the form of securities, cash or otherwise, and in which beneficial ownership of securities of the Company representing at least fifty percent (50%) of the combined voting power entitled to vote in the election of Directors has changed;

- (vi) an acquisition by any person, entity or group within the meaning of Section 13(d) or 14(d) of the Exchange Act, or any comparable successor provisions (excluding any employee benefit plan, or related trust, sponsored or maintained by the Company or subsidiary of the Company or other entity controlled by the Company) of the beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act, or comparable successor rule) of securities of the Company representing at least fifty percent (50%) of the combined voting power entitled to vote in the election of Directors; or
- (vii) for any reason during any period of two (2) consecutive years following the effective date of the agreement, a majority of the Board is constituted by individuals other than (1) individuals who were directors immediately prior to the beginning of such period, and (2) new directors whose election or appointment by the Board or nomination for election by the Company's stockholders was approved by a vote of at least two-thirds (2/3) of the directors then still in office who either were directors immediately prior to the beginning of the period or whose election or nomination for election was previously so approved.

Additionally, our Amended & Restated 1997 Equity Incentive Plan and our Amended & Restated 1999 Equity Incentive Plan provide for vesting of options upon a change of control, as defined in the plans, in the event that during the first thirteen months following the change of control, the option holder's employment is terminated by the company other than for cause or the employee terminates his or her employment due to a constructive termination. If the change of control provisions are triggered, all employees would be entitled to acceleration of twenty-five percent (25%) of their unvested options, while vice presidents and higher would be entitled to acceleration of fifty (50%) of their unvested options.

DIRECTOR COMPENSATION

Directors who are also executive officers do not receive any additional compensation for serving as members of the Board or any other committee of the Board. Each non-employee director of TiVo is eligible for reimbursement for his expenses incurred in connection with attendance at Board meetings in accordance with our policy. In addition, Michael Ramsay, our former Chief Executive Officer, has an employment agreement with the Company which entitles him, in addition to other compensation, to receive the same compensation that non-employee directors of the Company receive.

Additionally, non-employee directors are compensated as follows:

Annual Cash Retainers: As of the August 2, 2006, Annual Meeting of Stockholders, each non-employee director receives a retainer of \$20,000 paid annually on the date of the Company's Annual Meeting of Stockholders. In addition to such annual retainer paid to all non-employee directors, the Chairman of the Audit Committee receives an additional annual retainer of \$20,000, the Chairman of the Compensation Committee receives an additional annual retainer of \$10,000, and the Chairman of the Nominating and Governance Committee and the chairs of any other Board committees receive an additional annual retainer of \$5,000. Furthermore, the members of the Audit Committee receive an annual retainer of \$5,000 in addition to the \$20,000 annual retainer paid to all non-employee directors, the members of the Compensation Committee receive an annual retainer of \$3,000 in addition to the \$20,000 annual retainer paid to all non-employee directors, and the members of the Nominating and Governance Committee and any other Board committees receive an annual retainer of \$1,000 in addition to the \$20,000 annual retainer paid to all non-employee directors.

Board and Committee Meeting Attendance Fees: Non-employee directors do not receive any additional compensation for their attendance at Board meetings. Non-employee directors, however, receive an additional \$2,000 for each Committee meeting they attend during the year (paid quarterly).

Initial Equity Grants to New Board Members: On the date a new non-employee Board member joins our Board of Directors, the new non-employee director will receive an initial equity grant consisting of an option for 25,000 shares of our common stock, which will vest 1/48th per month over the next four years, and 8,300 restricted shares of our common stock, which will vest 25% annually on the anniversary date of the grant over the next four years. Only non-employee directors or an affiliate of such directors (as defined in the Internal Revenue Code of 1986, as amended) are eligible to receive options under the Amended & Restated 1999 Non-Employee Directors Plan, also referred to as the Directors Plan. Options granted under the Directors Plan are intended by us not to qualify as incentive stock options under the Internal Revenue Code. The restricted stock grants received by Non-employee directors are made under the Amended & Restated 1999 Equity Incentive Plan.

Annual Equity Grants: On the date of each Annual Meeting of Stockholders, each continuing non-employee director (except those non-employee directors who joined the Board after the last Annual Meeting who will receive a pro rata annual equity grants based on the number of months served) receives an equity grant consisting of an option for 12,500 shares and 4,200 restricted shares of our common stock, all of which will vest 100% on the first anniversary of their grant.

The exercise price of options under the Directors' Plan and the grant price of the restricted stock made under the Equity Incentive Plan will be equal to the fair market value of the common stock on the date of grant. The option term is 10 years, but it terminates three months after the optionholder's service as a director, an employee or a consultant to us or our affiliates terminates. If such termination is due to the optionholder's disability, the exercise period is extended to 12 months. If such termination is due to the optionholder's death or if the optionholder dies within three months after his or her service terminates, the exercise period is extended to 18 months following death. The optionholder may transfer the option by gift to immediate family or for estate-planning purposes. The optionholder also may designate a beneficiary to exercise the option following the optionholder's death. Otherwise, the option exercise rights will pass by the optionholder's will or by the laws of descent and distribution. Transactions not involving receipt of consideration by us, such as a merger, consolidation, reorganization, stock dividend or stock split, may change the class and number of shares subject to the Directors' Plan and to outstanding options. In that event, the Board will appropriately adjust the Directors' Plan as to the class and the maximum number of shares subject to the Directors' Plan and subject to future option grants. It also will adjust outstanding options as to the class, number of shares and price per share subject to such options. Upon a change in control of TiVo, the vesting and exercisability of outstanding options will accelerate, and the options will terminate unless an acquiring corporation assumes or replaces outstanding options. Vesting for restricted stock grants ceases upon the recipient's termination of service as a director, an employee, or a consultant of us or our affiliates.

DIRECTOR COMPENSATION TABLE

Director Compensation

Name (a)	Fees Earned or Paid				Total (\$) (h)
	in Cash (\$) ⁽¹⁾ (b)	Stock Awards (\$) ⁽²⁾ (c)	Option Awards (\$) ⁽²⁾ (d)	All Other Compensation (\$) (g)	
Charles B. Fruit	\$ 33,500	\$ 13,675	\$ 32,048	\$	\$ 79,223
Jeffrey T. Hinson	\$ 548	\$ 154	\$ 314	\$	\$ 1,016
Randy Komisar	\$ 52,000	\$ 13,675	\$ 27,223	\$	\$ 92,898
Mark W. Perry	\$ 42,500	\$ 13,675	\$ 27,223	\$	\$ 83,398
Michael Ramsay	\$ 30,500	\$ 13,675	\$ 621,067 ⁽³⁾	\$ 129,416 ⁽⁴⁾	\$ 794,658
Joseph Uva	\$ 30,500	\$ 13,675	\$ 32,048	\$	\$ 76,223
Geoffrey Y. Yang	\$ 65,000	\$ 13,675	\$ 27,223	\$	\$ 105,898
David M. Zaslav	\$ 30,000	\$ 13,675	\$ 27,223	\$	\$ 70,898

- (1) Amounts shown reflect the aggregate dollar amounts of all fees earned in cash for services as a director, including annual cash retainers, committee and/or chairman-ship fees and meeting fees.
- (2) Reflects equity compensation expense recognized in FY 2007, not including assumed forfeitures. These amounts do not solely reflect the expense we incurred with respect to FY 2007 equity awards, but also include expense for awards from prior years that we are still accounting for as an expense. Grant date fair value was determined in accordance with FASB Statement 123(R) and assumptions are consistent with those disclosed in Note 14 *Stock-Based Compensation* to our Consolidated financial Statements found in our Annual Report on Form 10-K for the fiscal year ended January 31, 2007.
- (3) Includes options that were granted to Mr. Ramsay when he was employed as TiVo's Chief Executive Officer.
- (4) In fiscal year 2007, Mr. Ramsay was compensated according to his employment transition agreement with TiVo Inc. As such, his compensation, excluding stock based compensation, is being classified All other Compensation, and was comprised of \$100,000 in annual salary, \$27,688 for Mr. Ramsay's time during the EchoStar trial, \$1,169 in vacation pay, and \$559 for group term life insurance.

SECURITY OWNERSHIP

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the ownership of TiVo's common stock as of May 1, 2007 by: (i) each director; (ii) each of the executive officers named in the Summary of Executive Compensation table; (iii) all executive officers and directors of TiVo as a group; and (iv) all those known by TiVo to be beneficial owners of more than five percent of TiVo's common stock.

Beneficial Owner	Beneficial Ownership ⁽¹⁾ Number of Shares	Percent of Total
Executive Officers and Directors		
Thomas Rogers ⁽²⁾	1,137,489	1.2%
Steven Sordello ⁽³⁾	21,250	*
James Barton ⁽⁴⁾	981,829	1.0%
Jeffrey Klugman ⁽⁵⁾	142,082	*
Mark Roberts ⁽⁶⁾	233,192	*
Michael Ramsay ⁽⁷⁾	3,042,778	3.1%
Geoffrey Y. Yang ⁽⁸⁾	2,563,570	2.6%
David Zaslav ⁽⁹⁾	102,500	*
Randy Komisar ⁽¹⁰⁾	338,163	*
Mark Perry ⁽¹¹⁾	120,313	*
Joseph Uva ⁽¹²⁾	79,200	*
Charles Fruit ⁽¹³⁾	79,200	*
Jeffrey Hinson ⁽¹⁴⁾	10,904	*
5% Stockholders		
FMR Corp. ⁽¹⁵⁾		
82 Devonshire Street		
Boston, MA 02109	13,264,964	13.6%
Wellington Management ⁽¹⁶⁾		
75 State Street		
Boston, MA 02109	9,387,582	9.6%
All executive officers and directors as a group (15 persons) ⁽¹⁷⁾	9,121,825	9.4%

* Less than one percent.

⁽¹⁾ This table is based upon information supplied by officers, directors and principal stockholders, Schedules 13D and 13G and Form 13F, as applicable, filed with the SEC and information to our knowledge based upon our stock transfer records. Unless otherwise indicated in the footnotes to this table and subject to community property laws where applicable, we believe that each of the stockholders named in this table has sole voting and investment power with respect to the shares indicated as beneficially owned. This table shows beneficial ownership in accordance with the rules of the Securities and Exchange Commission by including securities over which a named person has or shares voting or investment control, as well as securities over which a named person has the right to acquire voting or investment control within 60 days of May 1, 2007, such as, for example, upon exercise of an option that is currently vested or which is scheduled to vest within that 60-day period. Applicable percentages are based on 97,474,913 shares outstanding on May 1, 2007.

- (2) Includes 804,165 shares Mr. Rogers has the right to acquire pursuant to outstanding options exercisable within 60 days of May 1, 2007. Also includes 262,500 shares of restricted stock, which can not be sold or transferred by Mr. Rogers prior to their vesting; 87,500 shares vest annually on the anniversary date of Mr. Rogers' employment, July 1, 2007 through July 1, 2009. These shares are otherwise generally subject to forfeiture back to TiVo upon Mr. Rogers' cessation of employment or service with TiVo under certain defined circumstances prior to the vesting of the shares.
- (3) Includes 6,250 shares Mr. Sordello has the right to acquire pursuant to outstanding options exercisable within 60 days of May 1, 2007. Also includes 15,000 shares of restricted stock, which can not be sold or transferred by Mr. Sordello prior to their vesting on August 21, 2007. These shares are otherwise generally subject to forfeiture back to TiVo upon Mr. Sordello's cessation of employment or service with TiVo under certain defined circumstances prior to the vesting of the shares.
- (4) Includes 692,436 shares Mr. Barton has the right to acquire pursuant to outstanding options exercisable within 60 days of May 1, 2007. Also includes 28,332 shares of restricted stock, which can not be sold or transferred by Mr. Barton prior to their vesting; 8,332 vest 100% on March 21, 2009 and 20,000 shares vest 100% on March 13, 2008. These shares are otherwise generally subject to forfeiture back to TiVo upon Mr. Barton's cessation of employment or service with TiVo under certain defined circumstances prior to the vesting of the shares.
- (5) Includes 133,060 shares Mr. Klugman has the right to acquire pursuant to outstanding options exercisable within 60 days of May 1, 2007. Also includes 7,019 shares of restricted stock, which can not be sold or transferred by Mr. Klugman prior to their vesting on March 21, 2009. These shares are otherwise generally subject to forfeiture back to TiVo upon Mr. Klugman's cessation of employment or service with TiVo under certain defined circumstances prior to the vesting of the shares.
- (6) Includes 199,008 shares Mr. Roberts has the right to acquire pursuant to outstanding options exercisable within 60 days of May 1, 2007. Also includes 26,276 shares of restricted stock, which cannot be sold or transferred by Mr. Roberts prior to their vesting; 6,276 vest 100% on March 21, 2009 and 20,000 shares vest 100% on March 13, 2008. These shares are otherwise generally subject to forfeiture back to TiVo upon Mr. Roberts' cessation of employment or service with TiVo under certain defined circumstances prior to the vesting of the shares.
- (7) Includes 1,993,749 shares Mr. Ramsay has the right to acquire pursuant to outstanding options exercisable within 60 days of May 1, 2007. Also includes 4,200 shares of restricted stock, which can not be sold or transferred by Mr. Ramsay prior to their vesting on August 2, 2008. These shares are otherwise generally subject to forfeiture back to TiVo upon Mr. Ramsay's cessation of employment or service with TiVo under certain defined circumstances prior to the vesting of the shares.
- (8) Includes 2,264,990 shares of stock owned by Institutional Venture Partners VII, L.P., 31,746 shares of stock owned by Institutional Venture Management VII, L.P. and 78,819 shares of stock owned by IVP Founders Fund I, L.P. Additionally, includes 2,271 shares of stock owned by Redpoint Ventures II, LLP. and 81,544 shares owned by Redpoint Associates II, L.P. Mr. Yang, one of our directors is a general partner of International Venture Management VII, L.P., the general partner of Institutional Venture Partners VII, L.P., and a general partner of Institutional Venture Management VI, L.P., the general partner of IVP Founders Fund I, L.P. Mr. Yang is also a managing director of Redpoint Ventures II, LC, the general partner of Redpoint Ventures II, LP and the manager of Redpoint Associates II, LP. Mr. Yang disclaims beneficial ownership of these shares except to the extent of his individual partnership interest, but exercises shared voting and investment power with respect to these shares. Also includes 4,200 shares of restricted stock and 100,000 shares Mr. Yang has the right to acquire pursuant to outstanding options vested and exercisable within 60 days of May 1, 2007.
- (9) Includes 90,000 shares Mr. Zaslav has the right to acquire pursuant to outstanding options exercisable within 60 days of May 1, 2007. Also includes 12,500 shares of restricted stock, which can not be sold or transferred by Mr. Zaslav prior to their vesting; of which 4,200 shares vest 100% on August 2, 2008 and 8,300 vest 25% on the anniversary date of the grant over the next four years beginning with March 21, 2008 through March 28, 2012. These shares are otherwise generally subject to forfeiture back to TiVo upon Mr. Zaslav's cessation of service with TiVo under certain defined circumstances prior to the vesting of the shares. Additionally, pursuant to Mr. Zaslav's prior affiliation with NBC Universal Cable, he holds 90,000 shares subject to stock options vested and exercisable within 60 days of May 1, 2007 on behalf of NBC and Mr. Zaslav disclaims beneficial ownership thereof.

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- (10) Includes 4,200 shares of restricted stock and 100,000 shares Mr. Komisar has the right to acquire pursuant to outstanding options vested and exercisable within 60 days of May 1, 2007.
- (11) Includes indirect holdings of 43,756 common shares in the Perry Investment Partnership, 2,355 common shares in the Perry Residential Trust dated 3/27/99, as amended, Mark W. & Mauree Jane Perry, and Trustees, 2 common shares in the MWP Revocable Trust dated 12/01/98. Also includes 4,200 shares of restricted stock and 70,000 shares Mr. Perry has the right to acquire pursuant to outstanding options vested and exercisable within 60 days of May 1, 2007.
- (12) Includes 4,200 shares of restricted stock and 75,000 shares Mr. Uva has the right to acquire pursuant to outstanding options vested and exercisable within 60 days of May 1, 2007.
- (13) Includes 4,200 shares of restricted stock and 75,000 shares Mr. Fruit has the right to acquire pursuant to outstanding options vested and exercisable within 60 days of May 1, 2007.
- (14) Includes 8,300 shares of restricted stock and 2,604 shares Mr. Hinson has the right to acquire pursuant to outstanding options vested and exercisable within 60 days of May 1, 2007.

- (15) All information regarding FMR Corp. and its affiliates is based on information disclosed in the Schedule 13G filed on February 14, 2007 by FMR Corp. The FMR Corp. Schedule 13G indicates that, at December 31, 2006 (i) Fidelity Management & Research Company, or Fidelity, a wholly-owned subsidiary of FMR Corp., was the beneficial owner of 12,979,864 of such shares as a result of acting as investment adviser to various investment companies, and the ownership of one investment company, Fidelity Growth Company Fund, amounted to 9,555,359 of such shares and (ii) Pyramis Global Advisors Trust Company, an indirect wholly owned subsidiary of FMR Corp. and a bank as defined in Section 3(a)(6) of the Securities exchange Act of 1934, was the beneficial owner of 285,100 of such shares as a result of its serving as investment manager of institutional account(s). The FMR Corp. Schedule 13G indicates that, at December 31, 2006, Edward C. Johnson 3d, FMR Corp., through its control of Fidelity, and the funds each had sole dispositive power over 12,979,864 of such shares while Edward C. Johnson 3d and FMR Corp., through its control of Pyramis Global Advisors Trust Company, had sole dispositive and voting power over 285,100 of such shares.
- (16) All information regarding Wellington Management Company, LLP, or Wellington, and its affiliates is based on information disclosed in the Schedule 13G filed on February 14, 2007 by Wellington. The Wellington Schedule 13G, indicates that, at December 31, 2006, Wellington was the beneficial owner of 9,387,582 of such shares as a result of acting as investment adviser to various clients that are the holders of record of such shares. The Wellington Schedule 13G indicates that, at December 31, 2006, Wellington had sole dispositive power over zero of such shares and shared dispositive power over 9,387,582 of such shares. Furthermore, Wellington had sole voting power over zero of such shares, shared voting power over 4,962,400 of such shares, and no voting power over 4,425,182 of such shares.
- (17) Includes 4,566,077 shares subject to options exercisable within 60 days of May 1, 2007.

PROPOSAL 2

RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS

The Audit Committee of the Board of Directors of TiVo Inc. has selected KPMG LLP as our independent public auditors for the fiscal year ending January 31, 2008 and has further directed that management submit the selection of independent public auditors for ratification by the stockholders at the Annual Meeting. KPMG LLP has audited our financial statements since the Company's fiscal year ended January 31, 2002. Representatives of KPMG LLP are expected to be present at the Annual Meeting, will have an opportunity to make a statement if they so desire, and will be available to respond to appropriate questions.

Stockholder ratification of the selection of KPMG LLP as our independent public auditors is not required by our Amended & Restated Bylaws or otherwise. However, the Board is submitting the selection of KPMG LLP to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the Audit Committee and the Board will reconsider whether or not to retain that firm. Even if the selection is ratified, the Audit Committee and the Board in their discretion may direct the appointment of different independent public auditors at any time during the year if they determine that such a change would be in the best interests of TiVo and its stockholders.

The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote on **PROPOSAL 2** at the Annual Meeting will be required to ratify the selection of KPMG LLP as our independent public auditors.

THE BOARD OF DIRECTORS RECOMMENDS

A VOTE IN FAVOR OF PROPOSAL 2

REPORT OF THE AUDIT COMMITTEE

The information contained in this section shall not be deemed to be soliciting material or filed with the SEC or subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended, except to the extent that we specifically incorporate it by reference into a document under the Securities Act of 1933, as amended, or the Securities Exchange Act.

Responsibilities. The Audit Committee of the Board of Directors is currently composed of Messrs. Perry, Fruit, and Hinson, all of whom the Board has determined meet the independence requirements of the SEC and NASDAQ. David Zaslav was formerly a member of the Audit Committee until March 2007. The Audit Committee operates under a written charter that has been adopted by the Board; the current version is attached to this Proxy Statement as **Appendix A** and is available at www.tivo.com by first clicking About TiVo Inc. , then Investor Relations, and then Corporate Governance. The charter is reviewed annually for changes, as appropriate. The Audit Committee is responsible for assisting the Board in its general oversight of TiVo's auditing, accounting and financial reporting processes, system of internal controls, and tax, legal, regulatory, and ethical compliance. TiVo's management is responsible for maintaining TiVo's books of account and preparing periodic financial statements based thereon, and for maintaining the system of internal controls. The independent auditors are responsible for auditing TiVo's annual financial statements.

Review with Management and Independent Auditors. In this context, the Audit Committee hereby reports as follows:

- (1) The Audit Committee has reviewed and discussed with management and the independent auditors, KPMG LLP, together and separately, TiVo's audited consolidated financial statements contained in TiVo's Annual Report on Form 10-K for the 2007 fiscal year.
- (2) The Audit Committee has discussed with the independent auditors matters required to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees).
- (3) The Audit Committee has received from the independent auditors, KPMG LLP, the written disclosures and the letter required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), and the Audit Committee has discussed with KPMG LLP the independent auditors' independence.
- (4) The Audit Committee has considered whether the provision of services covered by fees paid to KPMG LLP is compatible with maintaining the independence of KPMG LLP.

Based on the review and discussions referred to in paragraphs 1-4 above, the Audit Committee recommended to the Board, and the Board has approved, that the audited consolidated financial statements be included in TiVo's Annual Report on Form 10-K for fiscal 2007, for filing with the SEC. The Audit Committee has appointed KPMG LLP as TiVo's independent auditors for fiscal 2008. This report is submitted by the Audit Committee.

AUDIT COMMITTEE
Mark W. Perry (Chair)
Charles B. Fruit
Jeffrey Hinson

AUDIT COMMITTEE DISCLOSURES
INDEPENDENT AUDITORS FEES AND SERVICES

In addition to retaining KPMG LLP to audit the consolidated financial statements for fiscal year 2007, TiVo retained KPMG LLP as well as one other auditing firm in the United Kingdom, Blick Rothenberg Chartered Accountants, to provide various accounting services during fiscal 2007. The aggregate fees billed for professional auditing services by KPMG LLP for the fiscal years ended January 31, 2007 and 2006 are as follows (rounded to the nearest \$1,000):

	Fiscal Year Ended January 31,	
	2007	2006
	KPMG LLP	KPMG LLP
Audit Fees	\$ 1,060,990	\$ 770,000
Audit Related Fees		
Tax Fees		
All Other Fees		
Total	\$ 1,060,990	\$ 770,000

Audit Fees. This category includes the audit of TiVo's annual financial statements, review of financial statements included in TiVo's Form 10-Q Quarterly Reports and services that are normally provided by the independent auditors in connection with statutory and regulatory filings or engagements for those fiscal years. Audit fees also include fees for professional services rendered for KPMG's audit of the effectiveness of the Company's internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act of 2002.

Audit Related Fees. This category consists of assurance and related services that were reasonably related to the performance of the audit or review of TiVo's financial statements and are not reported above under Audit Fees. There were no fees paid for fiscal year 2007 and 2006 for services performed under this category.

Tax Fees. This category consists of professional services rendered for tax compliance and tax advice. The services for the fees disclosed under this category were for tax return preparation and technical tax advice regarding prospective business matters.

All Other Fees. This category consists of all other fees including fees billed for professional services that were not the result of an audit or review. There were no fees paid for fiscal year 2007 and 2006 for services provided under this category.

Audit Committee Pre-Approval Policies and Procedures. The Audit Committee pre-approves all audit and permissible non-audit services provided by the Company's independent auditors. These services may include audit services, audit-related services, tax, and other services. Pre-approval is generally provided for up to one year, and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specified budget. The independent auditors and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent auditors in accordance with this pre-approval, and the fees for the services performed to date. The Audit Committee may also pre-approve particular services on a case-by-case basis. During the fiscal years ended January 31, 2007 and 2006, all services provided by KPMG LLP were pre-approved by the Audit Committee.

PROPOSAL 3**APPROVAL OF AMENDED & RESTATED CERTIFICATE OF INCORPORATION****INCREASING AUTHORIZED SHARES BY 125,000,000**

We are proposing to amend and restate our Amended & Restated Certificate of Incorporation to increase the authorized common stock from 150,000,000 shares to 275,000,000 shares (referred to hereafter as the Authorized Shares Amendment). No change is proposed in the authorized number of preferred stock. The text of the Authorized Shares Amendment is attached to this Proxy Statement as **Appendix B**. Currently, we have 150,000,000 shares of common stock authorized, of which 97,474,913 shares are issued and outstanding as of May 1, 2007 and 17,164,240 shares are reserved for issuance under our current equity-based compensation plans.

The Authorized Shares Amendment will be implemented by filing the Amended and Restated Certificate of Incorporation with the Secretary of State of Delaware (the Certificate of Amendment). Following the Authorized Shares Amendment, the number of shares of the Company's authorized common stock will be as follows:

	Common Stock Outstanding	Authorized Common Stock
Pre-Authorized Shares Amendment	97,474,913	150,000,000
Post-Authorized Shares Amendment	97,474,913	275,000,000

REASON FOR AND THE EFFECT OF THE AMENDMENT

Of our 150,000,000 authorized shares of common stock, 97,474,913 were outstanding as of May 1, 2007, and after taking into account shares underlying outstanding stock options and the reservation of shares for issuance under our equity-based compensation plans, approximately 11,549,143 of the 150,000,000 shares authorized in the Amended & Restated Certificate of Incorporation remain available for issuance.

The Board of Directors believes the Authorized Shares Amendment is advisable in order to maintain our financing and capital-raising flexibility, to have sufficient shares available for acquisitions, and other corporate purposes, and to generally maintain our flexibility in today's competitive, fast-changing environment. There are no present agreements, understandings or plans to issue any of the additional shares that would be authorized by the Authorized Shares Amendment.

Adoption of the Authorized Shares Amendment would enable the Board from time to time to issue additional shares of common stock for such purposes and such consideration as the Board may approve without further approval of our stockholders, except as may be required by law or the rules of any national securities exchange on which the shares of common stock is at the time listed. As is true for shares presently authorized and unissued, the future issuance of common stock authorized by the Authorized Shares Amendment may, among other things, have a dilutive effect on earnings per share and on the equity and voting power of existing holders of common stock.

There are no preemptive rights with respect to shares of our common stock. The additional authorized shares of common stock would have the identical powers, preferences and rights as the shares now authorized, including the right to cast one vote per share and to receive dividends, if any. Under Delaware law, stockholders will not have any dissenters' or appraisal rights in connection with the Authorized Shares Amendment.

While the issuance of shares in certain instances may have the effect of forestalling a hostile takeover, the Board does not intend or view the increase in authorized common stock as an anti-takeover measure, nor is the Company aware of any proposed or contemplated transaction of this type.

SECTION 242 OF THE DELAWARE GENERAL CORPORATION LAW

Section 242 of the Delaware General Corporation Law permits the amendment of a corporation's certificate of incorporation to allow for an increase or decrease of the aggregate number of authorized shares of a class so long as the holders of at least a majority of the issued and outstanding shares of the effected class approve the action. Because there are no currently issued preferred shares, only the holders of Common Stock of TiVo are required to vote on this action.

EFFECTIVE DATE

The Authorized Shares Amendment will become effective upon the filing of the Authorized Shares Amendment with the Delaware Secretary of State. We intend to file the Authorized Shares Amendment promptly following its approval at the 2007 Annual Meeting of Stockholders.

VOTE REQUIRED

The affirmative vote of holders of a majority of the shares of Common Stock entitled to vote at the meeting will be required to approve the amendment to the Amended & Restated Certificate of Incorporation to increase the number of authorized shares of the Company's capital stock.

RECOMMENDATION OF THE BOARD OF DIRECTORS

THE BOARD OF DIRECTORS RECOMMENDS

A VOTE IN FAVOR OF PROPOSAL 3

OTHER INFORMATION

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange requires TiVo's directors and executive officers and persons who own more than ten percent of a registered class of TiVo's equity securities (collectively, Reporting Persons) to file with the SEC initial reports of ownership and reports of changes in ownership of Common Stock and other equity securities of TiVo. Reporting Persons are required by SEC regulation to furnish TiVo with copies of all Section 16(a) forms they file.

To TiVo's knowledge, based solely on a review of the copies of such reports furnished to TiVo and written representations from certain Reporting Persons that no other reports were required, TiVo believes that during fiscal year 2007 all Reporting Persons complied with all applicable filing requirements.

INCORPORATION BY REFERENCE

In our filings with the SEC, information is sometimes incorporated by reference. This means that we are referring you to information that has previously been filed with the SEC, so that information should be considered as part of the filing that you are reading. Portions of this proxy statement are incorporated by reference in our Annual Report on Form 10-K for the fiscal year ended January 31, 2007 and in our Registration Statements on Form S-3 and S-8. Based on SEC regulations, the Report of the Audit Committee on page 34, the Report of the Compensation Committee of the Board of Directors on Executive Compensation on page 20 of this proxy statement shall not be deemed to be soliciting material or filed with the SEC or subject to the liabilities of Section 18 of the Securities Exchange Act, except to the extent that we specifically incorporate those sections by reference into a document under the Securities Act or the Securities Exchange Act.

This proxy statement includes several website addresses. These website addresses are intended to provide inactive, textual references only. The information on these websites is not part of this proxy statement.

This proxy statement is sent to you as part of the proxy materials for the 2007 Annual Meeting of Stockholders. You may not consider this proxy statement as material for soliciting the purchase or sale of TiVo stock.

AVAILABILITY OF ADDITIONAL INFORMATION

Copies of TiVo's Annual Report on Form 10-K for the fiscal year ended January 31, 2007 have been distributed to stockholders entitled to vote at our 2007 Annual Meeting of Stockholders. Additional copies and additional information, including the Annual Report on Form 10-K filed with the SEC, are available without charge from Investor Relations, 2160 Gold Street, P.O. Box 2160, Alviso, CA 95002. The annual report, proxy statement, and Form 10-K are also available on TiVo's website at www.tivo.com/ir.

STOCKHOLDER PROPOSALS FOR 2008 ANNUAL STOCKHOLDERS MEETING

The deadline for submitting a stockholder proposal for inclusion in our proxy statement and form of proxy for TiVo's 2008 Annual Meeting of Stockholders pursuant to Rule 14a-8 under the Exchange Act is February 24, 2008. Stockholders wishing to submit proposals or director nominations that are not to be included in such proxy statement and proxy must give timely notice thereof in writing to our Corporate Secretary. To be timely, a stockholder's proposal or nomination must be delivered to or mailed and received at the principal executive offices of the Company no later than the close of business on May 3, 2008 nor earlier than the close of business on April 3, 2008, and must otherwise satisfy the requirements of TiVo's Amended & Restated Bylaws. If the date of the 2008 Annual Meeting changes by more than thirty (30) days from the date of the 2007 Annual Meeting, a stockholder's proposal or nomination must be delivered to or mailed and received at our principal executive offices no later than ten (10) calendar days following the first public announcement of the revised date of the 2008 Annual Meeting. A stockholder's notice to the Corporate Secretary shall set forth as to each matter the stockholder proposes to bring before the 2008 Annual Meeting:

a brief description of the business desired to be brought before the 2008 Annual Meeting and the reasons for conducting the business at the 2008 Annual Meeting;

the name and address, as they appear on the corporation's books, of the stockholder proposing the business;

the class and number of shares of TiVo stock which are beneficially owned by the stockholder;

any material interest of the stockholder in the business; and

any other information that is required to be provided by the stockholder pursuant to Regulation 14A under the Exchange Act in his capacity as a proponent to a stockholder proposal.

Notwithstanding the foregoing, in order to include information with respect to a stockholder proposal in the proxy statement and form of proxy for a stockholders' meeting, stockholders must provide notice as required by the regulations promulgated under the Exchange Act.

Notwithstanding anything in TiVo's Amended & Restated Bylaws to the contrary, no business shall be conducted at any annual meeting except in accordance with the procedures set forth in TiVo's Amended & Restated Bylaws.

HOUSEHOLDING OF PROXY MATERIALS

The SEC has adopted rules that permit companies and intermediaries (such as banks and brokers) to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as "householding," potentially means extra convenience for stockholders and cost savings for companies.

This year, a number of brokers with account holders who are our stockholders will be householding our proxy materials. A single proxy statement will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that they will be householding communications to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement and annual report, please notify your broker, direct your written request to Investor Relations, TiVo Inc., 2160 Gold Street, P.O. Box 2160, Alviso, CA 95002, or contact Investor Relations by telephone at (408) 519-9677. Stockholders who currently receive multiple copies of the proxy statement at their address and would like to request householding of their communications should contact their broker or Investor Relations.

OTHER MATTERS

The Board of Directors knows of no other matters that will be presented for consideration at the 2007 Annual Meeting. If any other matters are properly brought before the Annual Meeting, the persons named in the accompanying proxy will vote on such matters in accordance with the recommendation of the Board, if no recommendation is given, in their own discretion. It is important that the proxies be returned promptly and that your shares be represented. Stockholders are urged to mark, date, execute, and promptly return the accompanying proxy card in the enclosed envelope.

By Order of the Board of Directors,

/s/ Thomas S. Rogers
Thomas S. Rogers
Chief Executive Officer and President

Alviso, California

May 30, 2007

AMENDED & RESTATED

CHARTER

OF THE

AUDIT COMMITTEE

OF THE

BOARD OF DIRECTORS

OF

TiVo Inc.

The Board of Directors (the **Board**) of TiVo Inc. (the **Company**) adopted this Amended & Restated Audit Committee Charter (the **Charter**) on May 24, 2004.

I. The Committee's Purpose.

The Committee shall assist the Board in its oversight of:

- A.** The quality and integrity of the Company's financial statements and other financial information provided to shareholders and others;
- B.** The engagement and performance of the independent auditors;
- C.** The Company's system of internal controls over financial reporting;
- D.** The performance of the Company's internal audit function, if any; and
- E.** Compliance with legal requirements and the Company's Code of Conduct.

II. Membership.

A. Size. In accordance with applicable Securities and Exchange Commission and NASDAQ rules, the Committee shall not consist of less than three members of the Board; provided, that if at any time there is a vacancy on the Committee and the remaining members meet all membership requirements, then the Committee may consist of two members until the earlier of the Company's next annual stockholders meeting or one year from the occurrence of the vacancy.

B. Qualifications. All members shall meet the independence and financial literacy requirements of NASDAQ and the Securities and Exchange Commission, and at least one member shall (1) have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities and (2) shall be an audit committee financial expert as such term is defined in applicable SEC rules.

C. Term. On the recommendation of the Nominating and Governance Committee, the Board shall appoint the members of the Audit Committee, including the Chair. The Board may remove any member at any time for any reason.

III. Duties and Responsibilities.

The Audit Committee shall oversee the following:

A. External Audit.

1. Appointing, retaining, replacing, compensating and overseeing the independent audit firm, who shall report to, and be directly accountable to, the Committee, for preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company;
2. Reviewing annually with the independent auditors and management of the Company the scope and general extent of the proposed audit;
3. Reviewing and assuring the independence of the independent auditors on at least an annual basis. This review shall cover and include services, fees, quality control procedures and a formal written statement from the independent auditors regarding relationships between the independent auditors and the Company, consistent with Independence Standard Board Standard No. 1;
4. Reviewing, if applicable, whether the independent auditor's provision of any permitted information technology services or other non-audit services to the Company is compatible with maintaining the independence of the independent auditor;
5. Confirming with the independent auditor that the independent auditor is in compliance with the partner rotation requirements established by the SEC;
6. Pre-approving all audit and permitted non-audit services to be performed by the independent auditors;
7. Discussing with the independent auditors the matters required to be discussed by Statement on Accounting Standards No. 61 as then in effect relating to the conduct of the audit;
8. Discussing with the independent auditor the report that such auditor is required to make to the Committee regarding: (A) all accounting policies and practices to be used that the independent auditor identifies as critical; (B) all alternative treatments within GAAP for policies and practices related to material items that have been discussed among management and the independent auditor, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (C) all other material written communications between the independent auditor and management of the Company, such as any management letter, management representation letter, reports on observations and recommendations on internal controls over financial reporting, independent auditor's engagement letter, independent auditor's independence letter, schedule of unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any.
9. Reviewing any problems or difficulties encountered by the independent auditors during the course of the audit (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting), including, but not limited to (A) any accounting adjustments that were noted or proposed by the auditor but were passed (as immaterial or otherwise); (B) any communications between the audit team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement; and (C) any management or internal control letter issued, or proposed to be issued, by the independent auditor to the Company;
10. Reviewing the use of independent public accountants other than the appointed independent auditors; and
11. Establishing policies for the hiring of employees and former employees of the independent auditor.

B. Financial Statements and Reporting.

1. Reviewing and discussing with management and the independent auditors the Company's accounting and financial reporting policies and practices, including any significant changes. This shall include

consideration of alternative accounting treatments, significant estimates and judgments, as well as a review of the quality and acceptability of such accounting and reporting policies and practices;

2. Reviewing with management and the independent auditors the effect of new or proposed auditing, accounting and reporting standards and management's plan to implement required changes;
3. Reviewing and discussing with management, the independent auditors and the internal auditor, if any, significant risks and exposures to the Company and the steps management has taken to minimize or manage such risks;
4. Reviewing and discussing with management and the independent auditor any material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with unconsolidated entities of which the Committee is made aware that do not appear on the financial statements of the Company and that may have a material current or future effect on the Company's financial condition, results of operations, liquidity, capital expenditures, capital resources or significant components of revenues or expenses;
5. Reviewing with the independent auditors and management the results of the independent auditors' review of the quarterly financial statements, including management's discussion and analysis and any significant accounting or disclosure issues, prior to filing Quarterly Reports on Form 10-Q with the SEC;
6. Reviewing the annual audited financial statements, including management's discussion and analysis, and the results of the audit for each fiscal year of the Company with the independent auditors and appropriate management representatives, and recommending to the Board inclusion of the financial statements in the Company's Annual Report on Form 10-K to be filed with the SEC;
7. Reviewing the disclosures made by the Chief Executive Officer and the Chief Financial Officer in connection with their required certifications accompanying the Company's periodic reports to be filed with the Securities and Exchange Commission, including disclosures to the Committee of (a) significant deficiencies in the design or operation of internal controls over financial reporting, (b) significant changes in internal controls over financial reporting, and (c) any fraud involving management or other employees who have a significant role in the Company's internal controls over financial reporting; and
8. Reviewing and discussing the Company's quarterly financial results and related press release with management and the independent auditors prior to the release of such information to the public.

C. Internal Controls Over Financial Reporting.

1. Reviewing with management, the internal auditor, if any, and the independent auditors the adequacy of the Company's internal controls over financial reporting, including computerized information system controls and security;
2. Reviewing with management the scope and results of management's evaluation of disclosure controls and procedures and assessment of internal controls over financial reporting, including the related certifications to be included in the Company's periodic reports filed with the Securities and Exchange Commission; and
3. Reviewing with the independent auditors the scope and results of their review of management's assessment of internal controls over financial reporting.

D. Internal Audit.

1. Reviewing the necessity of, and making any recommendations to the Board with respect to, any proposed appointment, replacement or dismissal of any internal auditor for the Company;

2. Reviewing the proposed scope and plan for conducting any internal audits of Company operations and obtaining reports of significant findings and recommendations, together with management's correcti