

Edgar Filing: TIVO INC - Form SC 13G/A

TIVO INC
Form SC 13G/A
February 11, 2002

=====
SEC 1745 (6-00) Potential persons who are to respond to the collection in
information contained in this form are not required to respond
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=====

United States
Securities and Exchange Commission
Washington, D.C. 20549

OMB approval

OMB Number: 3235-0145

Expires: October 31, 2002

Estimated average burden hours
per response . . . 14.9

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

TiVo, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)
888706 10 8

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act

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but shall be subject to all other provisions of the Act (however, see the Notes).

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Page 2 of 18

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).
Institutional Venture Partners VII, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

3,464,990

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6. Shared Voting Power

none

7. Sole Dispositive Power

3,464,990

8. Shared Dispositive Power

none

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,464,990

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

11. Percent of Class Represented by Amount in Row (9)

7.7%

12. Type of Reporting Person*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Institutional Venture Management VII, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

	5. Sole Voting Power	3,536,736
Number of Shares Beneficially Owned by Each Reporting Person With	6. Shared Voting Power	none
	7. Sole Dispositive Power	3,536,736
	8. Shared Dispositive Power	none

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,536,736

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

11. Percent of Class Represented by Amount in Row (9)

7.8%

12. Type of Reporting Person*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

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IVP Founders Fund I, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

- | | |
|--|-----------------------------|
| | 5. Sole Voting Power |
| | 91,819 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With | 6. Shared Voting Power |
| | none |
| | 7. Sole Dispositive Power |
| | 91,819 |
| | 8. Shared Dispositive Power |
| | none |

9. Aggregate Amount Beneficially Owned by Each Reporting Person

91,819

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

11. Percent of Class Represented by Amount in Row (9)

0.2%

12. Type of Reporting Person*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Samuel D. Colella
2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b)

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3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

714

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6. Shared Voting Power

3,628,555

7. Sole Dispositive Power

714

8. Shared Dispositive Power

3,628,555

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,629,269

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

[]

11. Percent of Class Represented by Amount in Row (9)

8.0%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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Page 6 of 18

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Reid W. Dennis

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []

(b) [X]

3. SEC Use Only

4. Citizenship or Place of Organization

California

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	5. Sole Voting Power	14,067
Number of Shares Beneficially Owned by Each Reporting Person With	6. Shared Voting Power	3,628,555
	7. Sole Dispositive Power	14,067
	8. Shared Dispositive Power	3,628,555

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,642,622

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

[]

11. Percent of Class Represented by Amount in Row (9)

8.1%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Mary Jane Elmore

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []
(b) [X]

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

none

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Number of Shares Beneficially Owned by Each Reporting Person With

6. Shared Voting Power
3,628,555

7. Sole Dispositive Power
none

8. Shared Dispositive Power
3,628,555

9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,628,555

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

11. Percent of Class Represented by Amount in Row (9)
8.0%

12. Type of Reporting Person*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Norman A. Fogelsong

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
California

5. Sole Voting Power
4,927

Number of Shares Beneficially Owned by Each Reporting Person With

6. Shared Voting Power
3,628,555

7. Sole Dispositive Power

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Person 4,927

With

8. Shared Dispositive Power

3,628,555

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,633,482

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

11. Percent of Class Represented by Amount in Row (9)

8.0%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Ruthann Quindlen

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

none

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6. Shared Voting Power

3,628,555

7. Sole Dispositive Power

none

8. Shared Dispositive Power

3,628,555

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,628,555

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

11. Percent of Class Represented by Amount in Row (9)

8.0%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

L. James Strand

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

none

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6. Shared Voting Power

3,628,555

7. Sole Dispositive Power

none

8. Shared Dispositive Power

3,628,555

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,628,555

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

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[]

11. Percent of Class Represented by Amount in Row (9)

8.0%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

William P. Tai

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []

(b) [X]

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

none

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6. Shared Voting Power

3,536,736

7. Sole Dispositive Power

none

8. Shared Dispositive Power

3,536,736

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,536,736

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

[]

11. Percent of Class Represented by Amount in Row (9)

7.8%

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12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

T. Peter Thomas

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

none

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6. Shared Voting Power

3,628,555

7. Sole Dispositive Power

none

8. Shared Dispositive Power

3,628,555

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,628,555

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

11. Percent of Class Represented by Amount in Row (9)

8.0%

12. Type of Reporting Person*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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1. Names of Reporting Persons.
 I.R.S. Identification Nos. of above persons (entities only).
 Geoffrey Y. Yang

2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a)
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization
 California

	5. Sole Voting Power	
		38,521
Number of Shares Beneficially Owned by Each Reporting Person With	6. Shared Voting Power	
		3,628,555
	7. Sole Dispositive Power	
		38,521
	8. Shared Dispositive Power	
		3,628,555

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 3,667,076

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares*

11. Percent of Class Represented by Amount in Row (9)
 8.1%

12. Type of Reporting Person*
 IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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Item 1.

- (a) Name of Issuer: TiVo, Inc.
- (b) Address of Issuer's Principal Executive Offices:
2160 Gold Street, P.O. Box 2160, Alviso, CA 95002-2160

Item 2.

- (a) Name of Persons Filing:
Institutional Venture Partners VII, L.P. ("IVP")
Institutional Venture Management VII, L.P. ("IVM")
IVP Founders Fund I, L.P. ("FFI")
Samuel D. Colella ("SDC")
Reid W. Dennis ("RWD")
Mary Jane Elmore ("MJE")
Norman A. Fogelsong ("NAF")
Ruthann Quindlen ("RAQ")
L. James Strand ("LJS")
William P. Tai ("WPT")
T. Peter Thomas ("TPT")
Geoffrey Y. Yang ("GY")

IVM is the General Partner of IVP. SDC, RWD, MJE, NAF, RAQ, LJS, WPT, TPT, & GY are General Partners of IVM. SDC, RWD, RAQ, LJS, TPT and GY are General Partners of the General Partner of FFI.

- (b) Address of Principal Business Office or, if None, Residence:
3000 Sand Hill Road
Building 2, Suite 290
Menlo Park, CA 94025
- (c) Citizenship:
Entities: California
Individuals: United States
- (d) Title of Class of Securities:
Common Stock
- (e) CUSIP Number: 888706 10 8

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

Not applicable

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Item 4. Ownership

See Rows 5 through 11 of cover pages

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following |_|.

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Item 6. Ownership of More than Five Percent on Behalf of Another Person

Under certain circumstances set forth in IVP and IVM's Limited Partnership Agreements, the General Partners and Limited Partners of each of such funds have the right to receive dividends from, or the proceeds from the sale of, the Common Stock of Issuer owned by each such fund.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

[The following certification shall be included if the statement is filed pursuant to Rule 13d-1(c):]

By signing below I certify that, to the best of my knowledge and belief, the securities referral to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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[EXHIBITS]

[A: Joint Filing Statement]

CUSIP No. 888706 10 8

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 1, 2002

Institutional Venture Partners VII, L.P.

By its General Partner, Institutional Venture Management VII, LP

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IVP Founders Fund I, L.P.
By its General Partner, Institutional Venture Management VI, L.P.

Geoffrey Y. Yang, General Partner

Samuel D. Colella

Reid W. Dennis

Mary Jane Elmore

Norman A. Fogelsong

Ruthann Quindlen

L. James Strand

William P. Tai

T. Peter Thomas

Geoffrey Y. Yang

CUSIP No. 888706 10 8

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EXHIBIT A

JOINT FILING STATEMENT

Pursuant to Rule 13d-1(f)(1), we, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of each of us.

Date: February 1, 2002

Institutional Venture Partners VII, L.P.
By its General Partner, Institutional Venture Management VII, LP

IVP Founders Fund I, L.P.
By its General Partner, Institutional Venture Management VI, L.P.

Geoffrey Y. Yang, General Partner

Samuel D. Colella

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Reid W. Dennis

Mary Jane Elmore

Norman A. Fogelsong

Ruthann Quindlen

L. James Strand

William P. Tai

T. Peter Thomas

Geoffrey Y. Yang