

TIVO INC  
Form 8-K  
September 24, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) September 22, 2010

**TIVO INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-27141**  
(Commission  
File Number)

**77-0463167**  
(IRS Employer  
Identification No.)

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**2160 Gold Street,**

**Alviso, California**

(Address of principal executive offices)

**95002**

(Zip Code)

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

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

(d) On September 22, 2010, our Board of Directors appointed Peter Aquino as a member of the Board. In connection with Mr. Aquino's appointment, the Board determined that Mr. Aquino shall serve as a non-employee, independent member of our Board and he will serve as a member of the Board's Audit Committee. With the election of Mr. Aquino to the Company's Board, the Board now has a total of 8 members, of which 7 serve as non-employee, independent directors.

As a new non-employee director, Mr. Aquino shall receive 25,000 stock options, which shall vest 1/48 per month over four years, and 8,300 shares of restricted stock, which shall vest 25% annually on the grant anniversary over four years, each with a grant date of September 22, 2010.

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

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

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

**Exhibit**

| No.  | Description  |
|------|--|
| 99.1 | Press release of TiVo Inc., dated September 24, 2010, announcing the appointment of Peter Aquino to TiVo's Board of Directors. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TIVO INC.

Date: September 24, 2010

By:

/s/ ANNA BRUNELLE  
**Anna Brunelle**  
**Chief Financial Officer**  
**(Principal Financial Officer)**

**EXHIBIT INDEX**

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