

TIVO INC  
Form 8-K  
June 30, 2008

**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) June 27, 2008**

**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 7.01. Regulation FD Disclosure.**

On June 27, 2008, TiVo Inc. ( TiVo ) first mailed to shareholders President and CEO Thomas Rogers 2008 Letter to Shareholders in connection with TiVo s 2008 proxy for its 2008 Annual Meeting of Shareholders to be held on August 6, 2008.

This Form 8-K and the 2008 Letter to Shareholders attached hereto as Exhibit 99.1 are being furnished to the SEC under Item 7.01 of Form 8-K in satisfaction of the public disclosure requirements of Regulation FD.

This information and the information contained in the Letter to Shareholders shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report is not incorporated by reference into any filings of the Company made under the Securities Act of 1933, as amended, whether made before or after the date of this Current Report, regardless of any general incorporation language in the filing unless specifically stated so therein.

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

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

| <b>Exhibit No.</b> | <b>Description</b>           |
|--------------------|------------------------------|
| 99.1               | 2008 Letter to Shareholders. |

**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: June 30, 2008

By: /s/ Matt Zinn  
Matt Zinn  
SVP, General Counsel &  
Chief Privacy Officer

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>           |
|--------------------|------------------------------|
| 99.1               | 2008 Letter to Shareholders. |