

TIVO INC
Form 4
June 09, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
YANG GEOFFREY Y

(Last) (First) (Middle)

3000 SAND HILL ROAD, SUITE 2-290

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TIVO INC [TIVO]

3. Date of Earliest Transaction (Month/Day/Year)
06/05/2009

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/05/2009		S		140,634 (1)	D	\$ 10.71 (2)	1,541,739 (1)	I	By funds (1)
Common Stock	06/08/2009		M		20,000	A	\$ 8.5	124,757 (3)	D	
Common Stock	06/08/2009		S		20,000	D	\$ 10.83 (4)	104,757	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option	\$ 8.5	06/08/2009		M	20,000	<u>(5)</u> 07/14/2009	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YANG GEOFFREY Y 3000 SAND HILL ROAD SUITE 2-290 MENLO PARK, CA 94025		X		

Signatures

/s/ Geoffrey Y.
Yang
06/09/2009
Date
**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The shares were sold as follows: 56,819 shares sold by IVP Founders Fund I, L.P. ("IVP FF"), 81,544 shares by Redpoint Ventures II, L.P. ("RV II") and 2,271 shares by Redpoint Associates II, LLC ("RA II"). The remaining shares are held as follows: 31,746 shares by Institutional Venture Management VII, L.P. ("IVM VII"); and 1,509,993 shares by Institutional Venture Partners VII, L.P. ("IVP VII"). The shares held by IVP VII reflect a pro rata distribution of shares by IVP VII as referenced in footnote 3 below. The Reporting Person is (1) a General Partner of IVM VII and Institutional Venture Management VI, L.P. ("IVM VI"). IVM VI serves as the sole general partner of IVP FF and IVM VII serves as the sole general partner of IVP VII. The Reporting Person is also a Managing Director of Redpoint Ventures II, LLC, which serves as the sole manager and general partner of RA II and RV II, respectively. The Reporting Person disclaims beneficial ownership of the shares held by IVP FF, IVM VII, IVP VII, RA II and RV II except to the extent of his proportionate pecuniary interest therein.

Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$10.48 to (2) \$11.02 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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- Includes 1,232 shares received by the Reporting Person in a pro rata distribution by IVM VII to its partners, which shares were received
- (3) by IVM VII in a pro rata distribution of shares by IVP VII; such shares were reported as indirectly beneficially owned through IVP VII in the Reporting Person's prior Section 16 reports.

- Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$10.81 to
- (4) \$10.86 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (5) The option vested over a two-year period at a rate of 1/24th per month and became fully exercisable on July 14, 2001.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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