

TIVO INC  
Form 8-K  
March 08, 2011

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) March 8, 2011

TIVO INC.

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(Exact name of registrant as specified in its charter)

Delaware

000-27141

77-0463167

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

2160 Gold Street,  
Alviso, California  
(Address of principal executive offices)

95002  
(Zip Code)

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

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(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))
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ITEM 8.01. Other Events.

On March 8, 2011 we issued a press release entitled “TiVo Announces Proposed Private Offering of \$120 Million Convertible Senior Notes,” a copy of which is filed as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

Attached as Exhibit 99.2 to this Current Report, and incorporated herein by reference, are updated Risk Factors for the Company.

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 March 8, 2011.
99.2	TiVo Inc. Risk Factors

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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: March 8, 2011

By:

/s/ Anna Brunelle  
Anna Brunelle  
Chief Financial Officer  
(Principal Financial and Accounting  
Officer)

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EXHIBIT INDEX

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