

TIVO INC
Form 4
September 08, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Phillips Charles

(Last) (First) (Middle)
2160 GOLD STREET
(Street)

ALVISO, CA 95002

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/07/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 (2) | | |
| Common Stock | 09/07/2016 | | J | | 138,000 (1) \$ 0 (2) | | D |
| Common Stock | 09/07/2016 | | D | | 372,445 (1) (3) 0 | | 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Incentive Stock Option (right to buy) | \$ 7.49 | 09/07/2016 | | D | 34,430 | 07/23/2010 ⁽⁴⁾ 06/22/2017 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 8.94 | 09/07/2016 | | D | 10,313 | 04/26/2008 ⁽⁴⁾ 03/26/2018 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 6.18 | 09/07/2016 | | D | 10,000 | 04/21/2007 ⁽⁴⁾ 03/21/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 7.49 | 09/07/2016 | | D | 25,570 | 07/23/2010 ⁽⁴⁾ 06/22/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 8.94 | 09/07/2016 | | D | 8,250 | 04/26/2008 ⁽⁴⁾ 03/26/2018 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Phillips Charles 2160 GOLD STREET ALVISO, CA 95002 | | | COO | |

Signatures

By: Attorney-in-Fact Jacob Starkweather For: C. Dan Phillips 09/08/2016

__Signature of Reporting Person

Date

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).

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- Shares disposed include 2,997 shares purchased through the Employee Stock Purchase Plan on 8/15/16 and 138,000 shares of the issuer's common stock subject to performance stock awards. Pursuant to the Merger Agreement (as defined below), upon the effective time of the TiVo Merger (as defined below), (i) each performance stock award will automatically be assumed by Parent (as defined below) and converted into a time-based restricted stock award ("Parent Converted Restricted Stock Award") denominated in shares of Parent's common stock to cover that number of shares of Parent's common stock (rounded down to the nearest whole share) equal to the product of (x) the number of shares of the issuer's common stock underlying such performance stock award (assuming achievement of target-level performance with respect to the applicable performance period) multiplied by (y) 0.5186 and [CONTINUED IN FOLLOWING FOOTNOTE]
- (1) (ii) each share subject to a performance stock award that was converted into a Parent Converted Restricted Stock Award and deemed to vest at the effective time of the TiVo Merger was cancelled and automatically converted into the right to receive the Merger Consideration, less any required withholdings applicable to such performance stock award (which withholdings were first deducted from the cash portion of the Merger Consideration to reduce the cash delivered to the Reporting Person, and thereafter reduced the number of shares of Parent's common stock delivered to the Reporting Person). Each such Parent Converted Restricted Stock Award will be subject to vesting in three equal annual installments that will be deemed to commence as of the original grant date of such award by the issuer.
- (2) Pursuant to that certain Agreement and Plan of Merger, dated as of April 28, 2016 (the "Merger Agreement"), by and among the issuer (f/k/a TiVo Inc.), Rovi Corporation, TiVo Corporation (f/k/a Titan Technologies Corporation) ("Parent"), Titan Acquisition Sub, Inc. ("TiVo Merger Sub") and Nova Acquisition Sub, Inc., upon the effective time of the merger of TiVo Merger Sub with and into the issuer, each issued and outstanding share of the issuer's common stock automatically converted into a right to receive (x) 0.3853 validly issued, fully paid and non-assessable shares of Parent's common stock and (y) \$2.75 in cash.
- (3) Stock option vested and became exercisable monthly for 48 months beginning 1 month after the grant date.
- (4) Pursuant to the Merger Agreement, each option was assumed by Parent and automatically converted into an option to purchase 0.5186 shares of Parent's common stock at the exercise price set forth in the Merger Agreement.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.