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TIVO INC
Form SC 13D/A
March 22, 2004

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(AMENDMENT NO. 3)

TiVo, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of class of securities)

888706-10-8

(CUSIP Number)

Elizabeth A. Newell, Vice President, Corporate and Transactions Law
National Broadcasting Company, Inc.
30 Rockefeller Plaza
New York, New York 10012
(212) 664-7024

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

March 19, 2004

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rules 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

CUSIP No. 888706-10-8

13D

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NAME OF REPORTING PERSONS

National Broadcastin

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

14-1682529

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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Delaware	
	NUMBER OF SHARES	7	SOLE VOTING POWER: 3,687,151
	BENEFICIALLY OWNED BY	8	SHARED VOTING POWER: 0
	EACH REPORTING	9	SOLE DISPOSITIVE POWER: 3,687,151
	PERSON WITH	10	SHARED DISPOSITIVE POWER: 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 3,687,151		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 4.6%		
14	TYPE OF REPORTING PERSON:	CO	

SEE INSTRUCTIONS BEFORE FILLING OUT!

2

	CUSIP No.	888706-10-8	13D
1	NAME OF REPORTING PERSON:	National Broadcasting	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	13-3448662	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY		

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4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER:	Disclaimed (see
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	0
	9	SOLE DISPOSITIVE POWER:	Disclaimed (see
	10	SHARED DISPOSITIVE POWER:	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: Beneficial ownership by National Broadcast

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): Not applicable (see 11 above)

14 TYPE OF REPORTING PERSON: CO

SEE INSTRUCTIONS BEFORE FILLING OUT!

3

CUSIP No. 888706-10-8 13D

1 NAME OF REPORTING PERSON: General Electric Company
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 14-0689340

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: New York

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NUMBER OF SHARES	7	SOLE VOTING POWER:	Disclaimed (see
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:	0
EACH REPORTING	9	SOLE DISPOSITIVE POWER:	Disclaimed (see
PERSON WITH	10	SHARED DISPOSITIVE POWER:	0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		Beneficial ownership by General Electric C
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): Not applicable (see 11 abo		
14	TYPE OF REPORTING PERSON:		CO

SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 3 amends the Schedule 13D dated March 18, 2002, as amended, and is filed by National Broadcasting Company, Inc. ("NBC"), for and on behalf of itself, National Broadcasting Company Holding, Inc. ("NBC Holding"), and General Electric Company ("GE") (each a "Reporting Person"), with respect to the common stock, \$0.001 par value per share (the "Common Stock"), of TiVo Inc. (the "Company").

Item 5. Interest in Securities of the Issuer.

(a) The responses of the Reporting Persons to Rows (11) through (13) of the cover pages of this Amendment No. 3 are incorporated herein by reference. As of March 19, 2004, NBC beneficially owned in the aggregate 3,687,151 shares of the Common Stock, representing approximately 4.6% of the outstanding shares of Common Stock (based on the number of shares outstanding as of March 15, 2004, as reported in the Company's Registration Statement on Form S-3 filed with the Commission on March 18, 2004). In addition, General Electric Capital Corporation ("GE Capital"), an affiliate of NBC, beneficially owned 5,928 shares of Common Stock.

Except as disclosed in this Item 5(a), none of the Reporting Persons, nor, to the best of their knowledge, any of their directors, or executive officers, beneficially owns any shares of Common Stock.

(b) The responses of the Reporting Persons to (i) Rows (7) through (10) of the cover pages of this Amendment No. 3 and (ii) Item 5(a) hereof are

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incorporated herein by reference.

Except as disclosed in this Item 5(b), none of the Reporting Persons, nor to the best of their knowledge, any of their directors or executive officers, presently has the power to vote or direct the vote or to dispose or direct the disposition of any of the shares of Common Stock which they may be deemed to beneficially own.

(c) None of the Reporting Persons, nor, to the best of their knowledge, any of their directors or executive officers, has effected any transaction in the Common Stock since the last Schedule 13D amendment except that on January 27, 2004, GE Capital received a pro-rata distribution-in-kind of 5,928 shares of Common Stock from a fund in which it is a non-managing minority member.

(d) Not applicable.

(e) The Reporting Persons ceased to beneficially own more than five percent of the Common Stock on or prior to February 9, 2004, as a result of a change in the number of shares of Common Stock reported by the Issuer to be outstanding.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 19, 2004

NATIONAL BROADCASTING COMPANY, INC.

By: /s/ Elizabeth A. Newell

Name: Elizabeth A. Newell
Title: Assistant Secretary

NATIONAL BROADCASTING COMPANY HOLDING, INC.

By: /s/ Elizabeth A. Newell

Name: Elizabeth A. Newell
Title: Assistant Secretary

GENERAL ELECTRIC COMPANY

By: /s/ Michael R. McAlevey

Name: Michael R. McAlevey
Title: Chief Corporate & Securities Counsel