

TIVO INC
Form DEFR14A
June 22, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES

EXCHANGE ACT OF 1934

Amendment No. 2

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

TIVO INC.

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(Name of Registrant as Specified In Its Charter)

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(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount previously paid:

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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

TiVo Inc.

2160 Gold Street

P.O. Box 2160

Alviso, CA 95002

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON WEDNESDAY, AUGUST 1, 2007

To our Stockholders:

The 2007 Annual Meeting of Stockholders of TiVo Inc., a Delaware corporation, will be held on Wednesday, August 1, 2007, beginning at 10:30 a.m. local time at the offices of Latham & Watkins LLP, 140 Scott Drive, Menlo Park, California. At the meeting, the holders of the Company's outstanding common stock will act on the following matters:

1. Election of three directors to hold office until the 2010 Annual Meeting of Stockholders;
2. Ratification of the selection of KPMG LLP as independent auditors of TiVo for its fiscal year ending January 31, 2008;
3. Amendment of our Amended & Restated Certificate of Incorporation to increase the number of shares authorized to be issued by 125,000,000 shares; and
4. Transaction of any other business as may properly come before the Annual Meeting.

All holders of record of shares of TiVo common stock at the close of business on June 4, 2007 are entitled to vote at the meeting and any postponements or adjournments of the meeting. This notice and the accompanying proxy statement and proxy card are being first mailed to stockholders on or about June 22, 2007.

By order of the Board of Directors,

/s/ Thomas S. Rogers
Thomas S. Rogers
Chief Executive Officer and President

Alviso, California

May 30, 2007

ALL STOCKHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING IN PERSON. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE IN ORDER TO ENSURE YOUR REPRESENTATION AT THE MEETING. A RETURN ENVELOPE (WHICH IS POSTAGE PREPAID IF MAILED IN THE UNITED STATES) IS ENCLOSED FOR THAT PURPOSE. EVEN IF YOU HAVE GIVEN YOUR PROXY, YOU MAY STILL VOTE IN PERSON IF YOU ATTEND THE MEETING. PLEASE NOTE, HOWEVER, THAT IF YOUR SHARES ARE HELD OF RECORD BY A BROKER, BANK OR OTHER NOMINEE AND YOU WISH TO VOTE AT THE MEETING, YOU MUST OBTAIN FROM THE RECORD HOLDER A PROXY ISSUED IN YOUR NAME.

TiVo Inc.

2160 Gold Street

P.O. Box 2160

Alviso, CA 95002

PROXY STATEMENT

This proxy statement is being solicited on behalf of the Board of Directors of TiVo Inc. for use at the Annual Meeting of Stockholders of TiVo Inc., including any postponements or adjournments, to be held on Wednesday, August 1, 2007 beginning at 10:30 a.m. at the offices of Latham & Watkins LLP, 140 Scott Drive, Menlo Park, California. This proxy statement and accompanying proxy card are being first mailed to stockholders on or about June 22, 2007.

ABOUT THE MEETING AND VOTING

What is the purpose of the Annual Meeting?

At our 2007 Annual Meeting, stockholders will act upon the matters outlined in the notice of meeting on the cover page of this proxy statement, including the election of three directors, ratification of the selection of the Company's independent auditors, and any other business as may properly come before the meeting.

Who is entitled to vote at the meeting?

Only stockholders of record at the close of business on June 4, 2007, the record date for the meeting, are entitled to receive notice of and to participate in the 2007 Annual Meeting. If you were a stockholder of record as of the close of business on that date, you will be entitled to vote all of the shares that you held on that date at the meeting, or any postponements or adjournments of the meeting.

What are the voting rights of the holders of TiVo common stock?

Each outstanding share of TiVo common stock will be entitled to one vote on each matter considered at the meeting.

Who can attend the meeting?

Subject to space availability, all stockholders as of the record date, or their duly appointed proxies, may attend the meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Please also note that if you hold your shares in street name (that is, through a broker or other nominee), you will need to bring a copy of a brokerage statement reflecting your stock ownership as of the record date. Please also see *How do I vote?* for instructions on voting at the annual meeting if you hold your shares in street name.

What constitutes a quorum?

The presence at the meeting, in person or by proxy, of the holders of a majority of the aggregate voting power of the common stock outstanding as of the close of business on the record date will constitute a quorum, permitting the meeting to conduct its business. At the close of business on May 1, 2007, there were 97,474,913 shares of our common stock outstanding and entitled to vote. Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of votes considered to be present at the meeting.

How do I vote?

If you complete and properly sign the accompanying proxy card and return it to the Company, it will be voted as you direct. If you are a registered stockholder and attend the meeting, you may deliver your completed proxy card in person. Street name stockholders, who wish to vote at the meeting, will need to obtain a proxy form from the institution that holds their shares.

Can I change my vote after I return my proxy card?

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Yes. Even after you have submitted your proxy, you may revoke or change your vote at any time before the proxy is exercised by filing with the Corporate Secretary of the Company at our principal executive office, 2160

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Gold Street, P.O. Box 2160, Alviso, CA 95002, a written notice of revocation or a duly executed proxy bearing a later date, or it may be revoked by attending the meeting and voting in person. Attendance at the meeting will not, by itself, revoke a proxy.

What are the Board of Director s recommendations?

Unless you give other instructions on your proxy card, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of the Board. The Board s recommendation is set forth together with the description of each item in this proxy statement. In summary, the Board recommends a vote:

for the election of three directors to hold office until the 2010 Annual Meeting of Stockholders (see Proposal 1); and

for ratification of the selection of KPMG LLP as independent auditors for TiVo for its fiscal year ending January 31, 2008 (see Proposal 2); and

for the increase to the number of shares authorized to be issued under TiVo s Amended & Restated Certificate of Incorporation by 125,000,000 shares (see Proposal 3).

With respect to any other business that properly comes before the meeting, the proxy holders will vote as recommended by the Board or, if no recommendation is given, in their own discretion.

What vote is required to approve each item?

All votes will be tabulated by the Inspector of Elections appointed for the meeting, who will separately tabulate affirmative and negative votes, abstentions, and broker non-votes. Any proxy which is returned using the form of proxy enclosed and which is not marked as to a particular item will be voted in accordance with the recommendations of the Board. With respect to any other business that properly comes before the meeting, the proxy holders will vote as recommended by the Board or, if no recommendation is given, in their own discretion, as the case may be with respect to the item not marked. We believe that the tabulation procedures to be followed by the Inspector of Elections are consistent with the general statutory requirements in Delaware concerning voting of shares and determination of a quorum.

Election of Directors. The affirmative vote of a plurality of the votes cast at the meeting is required for the election of directors. A properly executed proxy marked *Withhold authority* with respect to the election of one or more directors will not be voted with respect to the director or directors indicated, although it will be counted for purposes of determining whether there is a quorum.

Amendment to our Amended & Restated Certificate of Incorporation. The affirmative vote of the holders of shares of our common stock representing a majority of the outstanding shares of our common stock entitled to vote on the matter is required for the approval of the amendment to our Amended & Restated Certificate of Incorporation to increase the number of shares authorized by 125,000,000. A properly executed proxy marked *Abstain* with respect to the Certificate of Incorporation amendment, and any broker non-votes, will not be counted as votes cast on such matter, although they will be counted for purposes of determining whether there is a quorum. An abstention on this matter, however, is not an affirmative vote and will have the same effect as a vote against this matter.

Other Items. For each other item, the affirmative vote of the holders of a majority of the shares represented in person or by proxy and entitled to vote on the item will be required for approval at which a quorum is present as is required under Delaware law for approval of proposals presented to stockholders. In general, Delaware law also provides that a quorum consists of a majority of the shares present in person or represented by proxy. A properly executed proxy marked *Abstain* with respect to such matter will not be voted, although it will be counted for purposes of determining whether there is a quorum. Accordingly, an abstention will have the effect of a negative vote.

If you hold your shares in *street name* through a broker or other nominee, your broker or nominee may not be permitted to exercise voting discretion with respect to some of the matters to be acted upon. Thus, if you do not give your broker or nominee specific instructions, your shares may not be voted on those matters and will not be counted in determining the number of shares necessary for approval. Share represented by such *broker non-votes* will, however, be counted in determining whether there is a quorum.

There is no statutory or contractual right of appraisal or similar remedy available to those stockholders who dissent from any matter to be acted upon.

Who pays for the solicitation of proxies?

We will bear the entire cost of solicitation of proxies including preparation, assembly, printing, and mailing of this proxy statement, the proxy card, and any additional information furnished to stockholders. Copies of solicitation materials will be furnished to banks, brokerage houses, fiduciaries, and custodians holding in their names shares of common stock beneficially owned by others to forward to such beneficial owners. We may reimburse persons representing beneficial owners of common stock for their costs of forwarding solicitation materials to such beneficial owners. Original solicitation of proxies by mail may be supplemented by telephone, telegram, or personal solicitation by our directors, officers, or other regular employees. No additional compensation will be paid to our directors, officers, or other regular employees for such services.

In addition, we have retained MacKenzie Partners, Inc., 105 Madison Avenue, New York, NY, 10016, to aid in the solicitation of proxies by mail, telephone, facsimile, e-mail and personal solicitation and will request brokerage houses and other nominees, fiduciaries and custodians to forward soliciting materials to beneficial owners of our Common Stock. For these services, we will pay MacKenzie Partners, Inc. a fee of \$15,000, plus expenses.

Is my vote confidential?

Proxies, ballots, and voting tabulations are handled on a confidential basis to protect your voting privacy. Information will not be disclosed except as required by law.

How do I find out the voting results?

Final voting results will be announced at the meeting and will be published in our Quarterly Report on Form 10-Q for the quarter ending October 31, 2007. We will file this quarterly report with the Securities and Exchange Commission (SEC). After the Form 10-Q is filed, you may obtain a copy by:

visiting our website; or

contacting our Investor Relations department at (408) 519-9677.

PROPOSAL 1

ELECTION OF CLASS II DIRECTORS

Our Amended & Restated Certificate of Incorporation and Amended and Restated Bylaws provide that the Board of Directors shall be divided into three classes, with each class having a three-year term. Subject to certain limited exceptions, vacancies on the Board may be filled only by persons elected by a majority of the remaining directors. A director elected by the Board to fill a vacancy (including a vacancy created by an increase in the number of directors) shall serve for the remainder of the full term of the class of directors in which the vacancy occurred and until such director's successor is elected and qualified.

The Board is presently composed of nine members. The Board has selected the three Class II director nominees listed below to be re-elected at the 2007 Annual Meeting. All of the nominees for election to this class are currently directors of TiVo. The term of office of each person elected as a director at this meeting will continue until the 2010 Annual Meeting or until the director's successor has been duly elected or appointed and qualified, or until such director's earlier death, resignation, or removal.

On May 7, 2007, Mr. Perry informed the Board that he would be willing to serve on our Board for one more year. Accordingly, the Board did not nominate Mr. Perry for re-election at the 2007 Annual Meeting of Stockholders. However, since our Board desires Mr. Perry's service as a director for the one additional year he is willing to serve, our Board determined on May 10, 2007 to reclassify Mr. Perry as a Class III director with a term expiring at our 2008 Annual Meeting of Stockholders. In connection with Mr. Perry's reclassification as a Class III director, the Board reclassified Jeffrey Hinson, who was initially appointed to our Board in January 2007 as a Class III director, as a Class II Director. As such, our Board has nominated Mr. Hinson to stand for re-election at the 2007 Annual Meeting of Stockholders. Mr. Perry will serve the remaining one year term of the Class III directorship previously held by Mr. Hinson. Mr. Perry has informed the Board that he does not presently intend to stand for re-election at the 2008 Annual Meeting of Stockholders.

Directors are elected by a plurality of the votes present in person or represented by proxy and entitled to vote at the meeting. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the three nominees named below. In the event that any nominee should be unavailable for election as a result of an unexpected occurrence, such shares will be voted for the election of such substitute nominee as the Board may propose. Each person nominated for election has agreed to serve if elected, and management and the Board have no reason to believe that any nominee will be unable to serve. There are no family relationships among any of the directors, director nominees, or executive officers of TiVo.

The names of the nominees, their ages as of May 1, 2007 and certain other information about them are set forth below:

Charles B. Fruit

Age:	60
Director Since:	2004
Class/Expiration:	Class II/2007
Committee:	Audit Committee
Principal Occupation:	The Coca-Cola Company - Senior Advisor for Marketing Strategy and Innovation, since March 2006; Senior Vice President and Chief Marketing Officer from June 2004 to March 2006; Senior Vice President, Integrated Marketing, from October 2001 to June 2004; Marketing Chief of Staff, from November 2000 to October 2001.
Other Directorships:	Gannet Co., Inc. (NYSE: GCI).

Jeffrey T. Hinson

Age: 51
Director Since: 2007
Class/Expiration: Class II/2007
Committee: Chairman, Audit Committee
Principal Occupation: Independent Consultant; formerly a consultant to Univision Communications Inc., a Spanish language media company in the United States from July 2005 to December 2005; Executive Vice President and Chief Financial Officer of Univision Communications from March 2004 to June 2005; Senior Vice President and Chief Financial Officer of Univision Radio from September 2003 to March 2004; and Senior Vice President and Chief Financial Officer of Hispanic Broadcasting Corporation, which was acquired by Univision Communications in 2003 and became the radio division of Univision Communications, from 1997 to 2003.
Other Directorships: Live Nation, Inc. (NYSE: LYV); Windstream Corporation (NYSE: WIN).

David M. Zaslav

Age: 47
Director Since: 2000
Class/Expiration: Class II/2007
Committee: Chairman, Pricing Committee
Principal Occupation: President and Chief Executive Officer, Discovery Communications, Inc. since January 2007; Executive Vice President of NBC and President of NBC Universal Cable and Domestic TV and New Media Distribution from May 2006 until January 2007; Executive Vice President of NBC and President of NBC Cable from October 1999 until May 2006.

THE BOARD OF DIRECTORS RECOMMENDS

A VOTE IN FAVOR OF EACH NAMED NOMINEE IN PROPOSAL 1

DIRECTORS NOT STANDING FOR ELECTION AND EXECUTIVE OFFICERS

The members of the Board whose terms or directorships do not expire at the 2007 Annual Meeting and who are not standing for election at this year's Annual Meeting are set forth below:

Randy Komisar

Age: 52
 Director Since: 1998
 Class/Expiration: Class I/2009
 Committee: Chairman, Nominating and Governance Committee; Technology Committee
 Principal Occupation: Partner, Kleiner Perkins Caufield and Byers since 2005; Strategic business advisor since 1996.

Mark W. Perry

Age: 63
 Director Since: 2003
 Class/Expiration: Class III/2008
 Committee: Audit Committee; Pricing Committee
 Principal Occupation: General Partner, New Enterprise Associates since 1996.

Michael Ramsay

Age: 57
 Director Since: 1997
 Class/Expiration: Class I/2009
 Committee: Chairman, Technology Committee
 Principal Occupation: Founder and former Chairman of the Board and Former Chief Executive Officer, TiVo Inc.

Thomas S. Rogers

Age: 52
 Director Since: 2003
 Class/Expiration: Class III/2008
 Committee: None.
 Principal Occupation: President and Chief Executive Officer, TiVo Inc. since July 2005; Vice Chairman of TiVo from October 2004 to July 2005; Chairman of TRget Media, a media industry investment and operations advisory firm since July 2003; Senior Operating Executive for media and entertainment at Cerberus Capital Management from 2004 to July 2005; Chairman and CEO of Primedia, Inc. (NYSE:PRM) from October 1999 until April 2003.
 Other Directorships: Idearc (NYSE: IAR)

Joseph Uva

Age: 51
 Director Since: 2004

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Class/Expiration:	Class III/2008
Committee:	Compensation Committee
Principal Occupation:	Chief Executive Officer, Univision Communications, Inc. since April 2007; President and Chief Executive Officer of OMD Worldwide, a media buying and planning agency, from January 2002 to March 2007.
Other Directorships:	Univision Communications, Inc. (NYSE: UVN)

Geoffrey Y. Yang

Age:	48
Director Since:	1997
Class/Expiration:	Class I/2009
Committee:	Chairman, Compensation Committee; Nominating and Governance Committee
Principal Occupation:	Managing Director, Redpoint Ventures and General Partner, Institutional Venture Partners

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE GUIDELINES

We have adopted corporate governance guidelines titled "Corporate Governance Guidelines of TiVo Inc." which are available at www.tivo.com by first clicking "About TiVo Inc.", then "Investor Relations", and then "Corporate Governance". These principles were adopted by the Board to best ensure that the Board is independent from management, that the Board adequately performs its function as the overseer of management, and to enhance the accountability of the Board to our stockholders.

DIRECTOR INDEPENDENCE

The Board makes an annual determination of independence as to each Board member under the current standards for independence established by NASDAQ Global Market (NASDAQ). In April 2007, the Board determined that a majority of its directors and nominees for election at the 2007 Annual Meeting are independent under these standards, comprising Messrs. Fruit, Komisar, Perry, Yang, Zaslav, Hinson, and Uva. In evaluating the independence of these Board members, our Board considered any transactions which may have occurred between us and any of these Board members (or any parties related to these Board members) since last year's determination of independence. The Board considered the following transactions from fiscal year 2007 in making this determination: (1) marketing and content deals with CSTV of which Mr. Fruit is a member of CSTV's Board of Directors; (2) purchases and sales from and to Discovery Communications, Inc., or DCI, of advertising as well as purchased broadcast airtime of which Mr. Zaslav became CEO and President of DCI in January 2007; (3) the entry into a licensing and marketing agreement with OneTrueMedia, or OTM, with whom Mr. Komisar is a member of the Board of Directors of OTM; and (4) sale of advertising to OMD with whom Mr. Uva was formerly President and CEO of OMD Worldwide until his departure to Univision Communications, Inc. in March 2007. The Board determined that none of these transactions qualified as related-party transactions nor were of such a nature as to affect each of the respective Board members' independence.

DIRECTOR NOMINATING PROCESS

The Nominating and Governance Committee considers candidates for director nominees proposed by Directors, the Chief Executive Officer, and security holders. The Committee may also retain recruiting professionals to identify and evaluate candidates for director nominees.

The Committee evaluates all aspects of a candidate's qualifications in the context of the needs of the Company with a view to creating a Board with a diversity of experience and perspectives. As set forth in accordance with the Nominating and Governance Committee's charter, the same evaluating procedures apply to all candidates for director nomination, including candidates submitted by security holders. Among a candidate's qualifications and skills considered important are personal and professional integrity, ethics, and values; a commitment to representing the long-term interests of security holders; experience in corporate management, such as serving as an officer or former officer of a publicly held company; experience and/or academic expertise in the Company's industry and with relevant social policy concerns; experience as a board member of another publicly held company; and practical and mature business judgment.

The Nominating and Governance Committee will consider prospective candidates nominated by security holders, in accordance with the Company's Amended & Restated Bylaws and its Amended & Restated Certificate of Incorporation, if the name(s) and supporting information are submitted by certified or registered mail to: Corporate Secretary, TiVo Inc., 2160 Gold St., P.O. Box 2160, Alviso, CA 95002. Any stockholder who desires to recommend a candidate for nomination to the Board who would be considered for election at the Company's 2008 Annual Meeting is strongly encouraged to do so no later than the date stockholder proposals meeting the requirements of SEC Rule 14a-8 are due. *See* "Stockholder Proposals for 2008 Annual Stockholders Meeting."

SECURITY HOLDER COMMUNICATIONS WITH THE BOARD

Security holders may contact the Board regarding bona fide issues or questions about TiVo by mail, facsimile, or e-mail, addressed as follows: Board of Directors, or individual director, c/o Corporate Secretary, 2160 Gold St., P.O. Box 2160, Alviso, CA 95002; or by Fax: (408) 519-3304; or by e-mail: Board@tivo.com. The Corporate

Secretary periodically will forward such communications or provide a summary to the Board or the relevant members of the Board.

CODE OF CONDUCT

We have adopted a code of conduct that applies to all our directors, officers, and employees, including our Chief Executive Officer, Chief Financial Officer, and Vice President, Controller & Treasurer, as required by applicable securities laws, rules of the SEC, and the applicable NASDAQ listing standards. This code of conduct is posted on our Website located at www.tivo.com. The code of conduct is available at www.tivo.com by first clicking About TiVo Inc. , then Investor Relations, then Corporate Governance and finally click on TiVo s Code of Conduct.

MEETINGS AND COMMITTEES OF THE BOARD

THE BOARD

Each director is expected to devote sufficient time, energy and attention to ensure diligent performance of his duties and to attend all Board and applicable committee meetings. The Board met nine times during the fiscal year ended January 31, 2007. Each director attended at least 75% of all Board and applicable committee meetings during fiscal year 2007. Our policy is to encourage our Board members to attend each annual meeting of stockholders, and one Board member attended our 2006 Annual Meeting.

THE COMMITTEES

The Board has the following five standing committees: (1) Audit; (2) Compensation; (3) Nominating and Governance; (4) Pricing; and (5) Technology. During fiscal year 2007, the Board also temporarily established a Special Pricing Committee as further described below. The primary functions of each committee and its current members are described below. The composition of the committees for fiscal year 2008 is presented in the table below. Each of these committees (other than the Special Pricing Committee) has a written charter approved by the Board. The Board has affirmatively determined that each director who currently serves on the Audit, Compensation, and Nominating and Governance Committees is independent, as the term is defined by applicable NASDAQ listing standards and SEC rules. A copy of each of our written committee charters can be found at www.tivo.com by first clicking About TiVo Inc. , then Investor Relations, and then Corporate Governance.

Audit Committee. The Audit Committee is responsible for, among other things, making recommendations to the Board regarding the engagement of our independent public accountants, reviewing with the independent public accountants the plans and results of the audit engagement, approving professional services provided by the independent public accountants, and reviewing the adequacy of our internal accounting controls. The Audit Committee is composed of three outside directors who are not our officers or employees. The Audit Committee met six times during fiscal year 2007. For fiscal year 2008, as of May 29, 2007, the Chair of the Audit Committee is Mr. Hinson and the other current members are Messrs. Fruit and Perry. Mr. Zaslav resigned his position with the Audit Committee effective after the March 5, 2007 Audit Committee meeting, following Mr. Hinson's appointment to our Board and subsequent appointment to the Audit Committee. The Board has determined that each member of the Audit Committee meets the independence and financial experience requirements under both SEC and NASDAQ rules. In addition, the Board has determined that Mr. Perry and Mr. Hinson are each an audit committee financial expert as defined by SEC rules. The Audit Committee has a written charter attached to this Proxy Statement as [Appendix A](#) and is available at www.tivo.com by first clicking About TiVo Inc. , then Investor Relations, and then Corporate Governance.

Compensation Committee. The Compensation Committee is responsible for determining salaries and incentive compensation for our directors and executive officers and for administering our stock option incentive plans. The Compensation Committee met five times during fiscal year 2007. For fiscal year 2008, the current Chair of the Compensation Committee is Mr. Yang and the other current member is Mr. Uva. The members of our Compensation Committee are independent as required by the listing requirements of NASDAQ. For further discussion of the process and procedures for the consideration and determination of executive and director compensation, see Compensation Discussion & Analysis.

Nominating and Governance Committee. The Nominating and Governance Committee was established by the Board in November 2002 for the purpose of, among other things, (i) making recommendations to the Board regarding candidates for membership on the Board and regarding the size and composition of the Board, (ii) establishing procedures for the nomination process, and (iii) reviewing matters related to our corporate governance. The Nominating and Governance Committee met eleven times during fiscal year 2007. For fiscal year 2008, the current Chair of the Nominating and Governance Committee is Mr. Komisar and the other current member is Mr. Yang. The members of our Nominating and Governance Committee are independent as required by the listing requirements of NASDAQ.

Pricing Committee. The Pricing Committee is authorized and directed by the Board to negotiate the terms of certain offerings, issuances, and sales of securities of the Company, in either private placements or registered offerings. The Pricing Committee did not meet during fiscal year 2007. For fiscal year 2008, the current Chair of the Pricing Committee is Mr. Zaslav and the other current member is Mr. Perry.

Technology Committee. The Technology Committee is responsible for, among other things, making recommendations to the Board regarding intellectual property assets of the Company, future technological developments, and the integration with or acquisition of third party technology. The Technology Committee is composed of three directors. For fiscal year 2008, the current Chair of the Technology Committee is Mr. Ramsay and the other current members are Messrs. Komisar and Yang. The Technology Committee met four times during fiscal year 2007.

Special Pricing Committee. The Special Pricing Committee was established by the Board in August 2007 for the limited purpose of approving the price and amount of shares offered for sale in the September financing activity. The Special Pricing Committee was composed of three directors who were Randy Komisar, Joseph Uva, and Charles Fruit. The Special Pricing Committee met one time during fiscal year 2007.

The following table sets forth the composition of the Board's standing committees for fiscal year 2008 as well as the number of meetings for each standing committee during fiscal year 2007:

Name of Director	Audit	Compensation	Nominating and Governance	Pricing	Technology
Independent Directors					
Charles B. Fruit	X				
Jeffrey T. Hinson	*				
Randy Komisar			*		X
Mark W. Perry	X			X	
Geoffrey Y. Yang		*	X		X
Joseph Uva		X			
David M. Zaslav				*	
Employee Directors					
Michael Ramsay					*
Thomas S. Rogers					
Former Directors					
David H. Courtney ⁽¹⁾					
Number of Meetings in Fiscal Year 2007	6	6	11	0	4
X = Committee member; * = Chair;					

(1) Resigned from the Board April 2006.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The members of our Compensation Committee are Messrs. Uva and Yang. Neither of the current members of our Compensation Committee is currently or has been, at any time since its formation, an officer or employee.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

As a matter of policy all related-party transactions between TiVo and any of its officers, directors, or principal stockholders, are approved by the Audit Committee or a majority of the independent and disinterested members of the Board, are on terms no less favorable to TiVo than could be obtained from unaffiliated third parties, and are in connection with bona fide business purposes. For a discussion of other transactions with related-parties described elsewhere, see the Director Independence section under the heading Corporate Governance, Executive Compensation and Other Information Compensation Discussion and Analysis Severance and Change of Control Payments and Executive Compensation and Other Information Employment, Severance, and Change of Control Agreements.

Directors and Executive Officers.

We have entered into indemnity agreements with substantially all of our directors and officers that provide, among other things, that TiVo will indemnify these persons, under circumstances and to the extent provided for therein, for expenses, damages, judgments, fines and settlements he or she may be required to pay in actions or proceedings to which he or she is or may be a party by reason of his or her position as a director, officer or employee, and otherwise to the full extent permitted under Delaware law, TiVo's Amended & Restated Bylaws, and TiVo's Amended & Restated Certificate of Incorporation.

EXECUTIVE COMPENSATION AND OTHER INFORMATION

COMPENSATION DISCUSSION & ANALYSIS

The following discussion and analysis contains statements regarding individual and company performance targets and goals. These targets and goals are disclosed in the limited context of our compensation programs and should not be understood to be statements of management's future expectations or estimates of future results or other guidance. We specifically caution investors not to apply these statements to other contexts.

Overview of Compensation Program

The Compensation Committee of the Board has responsibility for establishing, implementing and continually monitoring adherence with the Company's compensation philosophy. Our Compensation Committee reviews and recommends for approval by our Board all compensation, both cash and equity, to be paid to our executive officers. The Committee ensures that the total compensation paid to our executive officers is fair, reasonable and competitive. This section discusses the principles underlying our executive compensation policies and decisions and the most important factors relevant to an analysis of these policies and decisions. It provides qualitative information regarding the manner and context in which compensation is awarded to and earned by our executive officers and places in perspective the data presented in the tables and narrative that follow.

Throughout this proxy statement, the individuals who served as the Company's Chief Executive Officer and Chief Financial Officer during fiscal 2007, as well as the other individuals included in the Summary Compensation Table on page 21, are referred to as the named executive officers.

Compensation Philosophy and Objectives

Our compensation program for executive officers is designed to attract individuals with the skills necessary for us to achieve our business plan, to motivate those individuals, to reward those individuals fairly over time, to retain those individuals who continue to perform at or above the levels that we expect, and to remain competitive relative to the compensation paid to similarly situated executives of our peer companies. It is also designed to reinforce a sense of ownership, urgency and overall entrepreneurial spirit and to link rewards to measurable corporate and departmental performance. To that end, the Committee believes executive compensation packages provided by the Company to its executives, including the named executive officers, should include both cash and stock-based compensation that reward performance as measured against established goals.

We account for equity compensation paid to our employees under the guidance of SFAS No. 123R, which requires us to estimate and record an expense over the service period of the award. Accounting rules also require us to record cash compensation as an expense at the time the obligation is accrued. Unless and until we achieve sustained profitability, the availability to us of a tax deduction for compensation expense will not be material to our financial position. We structure cash bonus compensation so that it is taxable to our executives at the time it becomes available to them. We currently intend that most cash compensation paid will be tax deductible for us. However, the cash compensation we pay as well as the gain recognized by optionees upon the exercise of stock options or by recipients of restricted stock awards may not be fully deductible by us at the time the cash compensation or award is otherwise taxable to the employee.

Role of Executive Officers in Compensation Decisions

The Committee makes all recommendations to the Board regarding salary, bonus, and equity awards for all executive officers of the Company, including the named executive officers. The Chief Executive Officer and the Senior Vice President of Human Resources annually review the performance of each of the executive officers (other than the Chief Executive Officer and the Senior Vice President of Human Resources, of which the Chief Executive Officer reviews the performance of the Senior Vice President of Human Resources and the Chief Executive Officer's performance is reviewed by the Committee). The conclusions reached and recommendations made based on these reviews, including with respect to salary adjustments and annual award amounts, are presented to the Committee. The Committee can exercise its discretion in modifying any recommended adjustments or awards to executives.

Setting Executive Compensation

Based on the foregoing objectives, the Committee has structured our annual and long-term incentive-based cash and non-cash executive compensation to motivate executives to achieve the business goals set by us and reward the executives for achieving those goals. In furtherance of this, management has engaged Compensia, Inc., an outside management consulting firm providing executive compensation advisory services, to conduct an annual review of our total compensation program for our executive officers, including our named executive officers. For our fiscal year 2007, Compensia provided management and the Committee with relevant market data, including data from the Radford Management Survey for the technology industry and Mellon Executive Total Compensation Survey, and alternatives to consider with respect to compensation structures when making compensation decisions.

In making compensation decisions, the Committee compares each element of total compensation against a select peer group of publicly-traded media and technology companies. This select peer group, which is reviewed and approved by the Committee, consists of companies against which the Committee believes we compete for talent.

The following represents the select peer group of media companies used for FY07:

Citadel Broadcasting

Cox Radio

Cumulus Media

Emmis Communications

Entercom Communications

Gemstar-TV Guide International

Gray Television

Westwood One

Hearst-Argyle Television

Lin TV

Lodgenet Entertainment

Paxson Communications Corp

Pixar

Radio One

Sinclair Broadcast Group

Sirius Satellite Radio

XM Satellite Radio Holdings

The following represents the select peer group of technology companies used for FY07:

Akamai Technologies

Ariba

Borland Software

CNET Networks

Drugstore.com

Infospace

Macrovision

OpenTV

RealNetworks

Salesforce.com

Seachange International

Webex Communications

Netflix

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For use as additional reference points during FY07, the Committee also evaluated our overall mix of cash and equity compensation and incentive opportunities for executives against select market-makers. While compensation of this market-makers peer group is reviewed to assess pay practices of leading companies, this data is not utilized for setting TiVo executive pay levels as these companies are significantly larger than TiVo today.

Adobe Systems, Inc.

Apple Computers

Bea Systems

Broadcom

Ebay

Google

Hewlett-Packard Company

Microsoft

News Corp.

Palm

Seagate Technology

Time Warner Inc.

Yahoo!

Intuit

Executive Compensation Components

The principal components of compensation for named executive officers are:

base salary;

- Level 1 inputs are quoted market prices in active markets for identical assets or liabilities that are accessible at the measurement date.
- Level 2 inputs are from other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable and are used to measure fair value in situations where there is little, if any, market activity for the asset or liability at the measurement date.

All investments in the Plan are valued using Level 1 inputs and are summarized below for the end of each year indicated:

	2010	2009
Mutual funds:		
Domestic equity funds	\$ 8,712,173	\$ 7,620,193
International equity funds	5,738,233	5,086,564
Domestic blended funds	1,486,737	900,726
Domestic bond funds	1,314,317	964,073
Domestic balanced funds	877,052	728,708
U.S. Government bond funds	514,026	397,044
USANA Health Sciences, Inc. common stock	2,872,372	2,210,424
Money market fund	1,714,051	1,435,047
	\$ 23,228,961	\$ 19,342,779

The USANA Health Sciences, Inc. common stock unitized fund primarily includes Company common stock, the value of which is measured using the quoted market price. A small portion of this fund consists of cash held in a money market account. The money market portion of this fund provides liquidity, which enables Plan participants to transfer money daily among all investment choices. The fair value of this fund is based on Level 1 inputs as described above.

NOTE E RELATED-PARTY TRANSACTIONS

Plan assets include common stock of the Company totaling \$2,872,372 as of December 31, 2010 (\$2,210,424 as of December 31, 2009). The Company is the Plan Administrator as defined by the Plan and, therefore, transactions with respect to shares of the Company's common stock qualify as party-in-interest transactions. The Plan held 64,469 shares of common stock of the Company as of December 31, 2010 (66,513 shares as of December 31, 2009).

Notes receivable from participants totaling \$956,760 as of December 31, 2010 (\$794,563 as of December 31, 2009) are also considered party-in-interest transactions. Interest income pertaining to notes receivable from participants totaled \$42,350 for 2010.

NOTE F PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue the Company's contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100 percent vested in their accounts.

NOTE G TAX STATUS

The Plan has adopted a Non-Standardized Prototype Plan for which the Internal Revenue Service has issued a favorable opinion letter, dated March 31, 2008, covering the qualification of the Plan. The Plan Administrators and their tax counsel do not anticipate that changes in the Plan after the date of the Internal Revenue Service opinion letter will affect the qualified and tax-exempt status of the Plan. Accordingly, the financial statements of the Plan do not include provisions, assets or liabilities related to income taxes.

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USANA Health Sciences 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

NOTE G TAX STATUS CONTINUED

U.S. GAAP requires management to evaluate income tax positions taken by the Plan and recognize an income tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would be sustained upon examination by taxing authorities. The Plan Administrators analyzed the tax positions taken by the Plan and have concluded that as of December 31, 2010, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions for tax years for which the applicable statutes of limitations have not expired; however, there are currently no audits for any tax periods in progress. The Plan Administrators believe the Plan is no longer subject to income tax examinations for years prior to 2007.

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USANA Health Sciences 401(k) Plan

SUPPLEMENTAL INFORMATION

Employer Identification Number: 87-0500306

Plan Number: 001

SCHEDULE H, PART IV, line 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

As of December 31, 2010

(a)	(b) IDENTITY OF ISSUE, BORROWER, LESSOR, OR SIMILAR PARTY	(c) DESCRIPTION OF INVESTMENT	SHARES, UNITS, OR LOANS	(e) CURRENT VALUE
*	USANA Health Sciences, Inc.	Common Stock held in unitized fund \$(159,935 cash)	64,469 \$	2,872,372
	The Growth Fund of America	Mutual Fund	105,112	3,199,555
	EuroPacific Growth Fund	Mutual Fund	61,944	2,562,619
	Washington Mutual Investors Fund	Mutual Fund	91,967	2,502,431
	SmallCap World Fund	Mutual Fund	58,464	2,271,927
	Fundamental Investors	Mutual Fund	45,001	1,651,522
	The Income Fund of America	Mutual Fund	82,095	1,358,666
	New World of America	Mutual Fund	16,554	903,687
	American Balanced Fund	Mutual Fund	48,915	877,052
	The Bond Fund of America	Mutual Fund	55,424	675,602
	American High-Income Trust	Mutual Fund	56,674	638,714
	U.S. Government Securities Fund	Mutual Fund	36,901	514,026
	American Funds 2030 Target Date	Mutual Fund	33,787	316,918
	American Funds 2040 Target Date	Mutual Fund	30,261	284,153
	American Funds 2045 Target Date	Mutual Fund	23,702	222,327
	American Funds 2050 Target Date	Mutual Fund	23,487	216,079
	American Funds 2025 Target Date	Mutual Fund	18,472	169,202
	American Funds 2015 Target Date	Mutual Fund	12,873	117,784
	American Funds 2035 Target Date	Mutual Fund	11,739	109,408
	American Funds 2010 Target Date	Mutual Fund	3,001	27,339
	American Funds 2020 Target Date	Mutual Fund	2,453	22,252
	American Funds 2055 Target Date	Mutual Fund	113	1,275
	American Funds Cash Management Trust of America	Money Market Fund		1,714,051

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* Notes receivable from participants	Loans with interest rates ranging from 4.25% to 10.50%	218	956,760
		\$	24,185,721

* Party-in-interest

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EXHIBITS

Exhibit Number	Description
23.1	Consent of Independent Registered Public Accounting Firm (filed herewith)

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

USANA Health Sciences 401 (k) Plan

Date: June 17, 2011

/s/ G. Douglas Hekking
G. Douglas Hekking
Chief Financial Officer

(Principal Financial and Accounting Officer)

Employer Plan Sponsor