TIVO INC
Form 10-Q
September 09, 2009
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended July 31, 2009

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 000-27141

TIVO INC.

(Exact name of registrant as specified in its charter)

Delaware	**77-0463167**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

2160 Gold Street, P.O. Box 2160, Alviso, CA 95002

(Address of principal executive offices including zip code)

(408) 519-9100

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. YES x NO ¨.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files). YES ¨ NO ¨.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of accelerated filer, large accelerated filer , and smaller reporting company in Rule 12b-2 of the Exchange Act).

Large Accelerated Filer ¨ Accelerated Filer x Non-Accelerated Filer ¨ Smaller Reporting Company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES ¨ NO x.

The number of shares outstanding of the registrant s common stock, $0.001 par value, was 108,461,440 as of August 31, 2009.

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Except as the context otherwise requires, the terms TiVo, Registrant, Company, we, us, or our as used herein are references to TiVo Inc. a
consolidated subsidiaries.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This quarterly report on Form 10-Q contains certain forward-looking statements within the meaning of section 27A of the Securities Act of 1933, as amended, and section 21E of the Securities Exchange Act of 1934, as amended. These statements relate to, among other things:

- our future investments in subscription acquisition activities, offers of bundled hardware and service subscriptions, advertising expenditures, future use of consumer rebates, hardware subsidies, and other marketing activities and their impact on our total acquisition costs;
- our future earnings including expected future service and technology revenues and future TiVo-Owned and multiple system operators (MSOs)/Broadcasters average revenue per subscription;
- expectations of the growth in the future DVR market generally, and the high definition market specifically;
- expectations of the growth of the TiVo service and technology outside the United States;
- our financial results, expected future increases in hardware losses, expectations of future revenues and profitability, and expectations for the future use of advertising trade credits;
- our expectations with respect to the possible future outcomes and the possible receipt of additional damages in our on-going litigation with EchoStar;
- our expectations with respect to the timing of further rollout of the TiVo service on Comcast, the launch of the TiVo service on Cox and the launch of the High Definition (HD) DIRECTV DVR with TiVo service;
- possible future increases in our general and administrative expenses, including expenditures related to lawsuits involving us;
- possible future increases in our operating expenses, including increases in customer support and retention expenditures;
- future subscription growth or attrition of both TiVo-Owned and MSOs/Broadcasters (such as Comcast, Cox, DIRECTV, Seven/Hybrid TV (Australia) and in the future Television New Zealand (TVNZ) (New Zealand), and Cablevision (Mexico)) and deployment of the service by them;
- expectation of future technology and service revenues from MSOs/Broadcasters, such as Comcast, Cox, DIRECTV, Seven/Hybrid TV (Australia) and in the future Television New Zealand (TVNZ) (New Zealand), and Cablevision (Mexico) and deployment of the TiVo service by them;
- future availability of digital content from Blockbuster through the TiVo service;

our estimates of the useful life of TiVo-enabled DVRs in connection with the recognition of revenue received from product lifetime subscriptions and the expected future increase in the number of fully-amortized TiVo-Owned product lifetime subscriptions;

expectations regarding the seasonality of our business and subscription additions to the TiVo service;

our intentions to continue to grow the number of TiVo-Owned subscriptions through our relationships with major retailers;

our estimates and expectations related to inventory and inventory-related write-downs and our possible utilization of such inventory reserves in the future;

our expectations related to future increases in advertising and audience research measurement revenues;

our expectations related to changes in the cost of our hardware revenues and the reasons for changes in the volume of DVRs sold to retailers;

our ability to fund operations, capital expenditures, and working capital needs during the next year;

our ability to raise additional capital through the financial markets in the future;

our ability to perform or comply with laws, regulations, and requirements different than those in the United States;

our estimates and expectations related to long-term investments and their associated carrying value;

our ability to oversee our outsourcing of manufacturing processes and engineering work, and management of our inventory; and

the impact of transition to digital distribution technologies by both broadcasters and cable operators.

Forward-looking statements generally can be identified by the use of forward-looking terminology such as believe, expect, may, will, intend, estimate, continue, ongoing, predict, potential, and anticipate or similar expressions or the negative of those terms or expressions. These statements involve known and unknown risks, uncertainties and other factors, which may cause our actual results, performance or achievements to differ materially from those expressed or implied by such forward-looking statements. Such factors include, among others, the information contained under the caption Part II, Item 1A. Risk Factors in this quarterly report and contained under the caption Part I, Item 1A. Risk Factors in our most recent annual report on Form 10-K. The reader is cautioned not to place undue reliance on these forward-looking statements, which reflect management s analysis only as of the date of this annual report and we undertake no obligation to publicly update or revise any forward-looking statements in this quarterly report. The reader is strongly urged to read the information set forth under the caption Part I, Item 2, Management s Discussion and Analysis of Financial Condition and Results of Operations, and Part II, Item 1A, Risk Factors for a more detailed description of these significant risks and uncertainties.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

TIVO INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except per share and share amounts)

(unaudited)

	July 31, 2009	January 31, 2009
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 147,007	$ 162,337
Short-term investments	90,864	44,991
Accounts receivable, net of allowance for doubtful accounts of $960 and $770	12,964	14,283
Inventories	4,849	13,027
Prepaid expenses and other, current	4,640	4,896
Total current assets	260,324	239,534
LONG-TERM ASSETS		
Property and equipment, net	10,709	10,285
Purchased technology, capitalized software, and intangible assets, net	10,526	10,597
Prepaid expenses and other, long-term	1,479	1,268
Long-term investments	7,087	3,944
Total long-term assets	29,801	26,094
Total assets	$ 290,125	$ 265,628
LIABILITIES AND STOCKHOLDERS EQUITY		
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable	$ 10,935	$ 9,844
Accrued liabilities	22,448	25,054
Deferred revenue, current	40,705	47,560
Total current liabilities	74,088	82,458
LONG-TERM LIABILITIES		
Deferred revenue, long-term	26,054	28,557
Deferred rent and other long-term liabilities	126	126
Total long-term liabilities	26,180	28,683
Total liabilities	100,268	111,141
COMMITMENTS AND CONTINGENCIES (see Note 9)		
STOCKHOLDERS EQUITY		
Preferred stock, par value $0.001:		
Authorized shares are 10,000,000;		
Issued and outstanding shares - none		
Common stock, par value $0.001:		

Authorized shares are 275,000,000;		
Issued shares are 108,891,757 and 103,604,015, respectively and outstanding shares are 108,350,354 and 103,370,523, respectively	109	104
Additional paid-in capital	874,435	829,273
Accumulated deficit	(679,262)	(672,196)
Treasury stock, at cost - 541,403 shares and 233,492 shares, respectively	(4,082)	(1,659)
Accumulated other comprehensive loss	(1,343)	(1,035)
Total stockholders equity	189,857	154,487
Total liabilities and stockholders equity	$ 290,125	$ 265,628

The accompanying notes are an integral part of these condensed consolidated financial statements.

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TIVO INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share and share amounts)

(unaudited)

	Three Months Ended July 31, 2009	Three Months Ended July 31, 2008	Six Months Ended July 31, 2009	Six Months Ended July 31, 2008
Revenues				
Service revenues	$ 41,500	$ 48,174	$ 83,629	$ 96,617
Technology revenues	7,349	5,369	13,735	11,776
Hardware revenues	8,533	11,699	14,909	17,644
Net revenues	57,382	65,242	112,273	126,037
Cost of revenues				
Cost of service revenues (1)	9,831	11,245	19,981	22,439
Cost of technology revenues (1)	5,862	3,124	10,345	7,044
Cost of hardware revenues	12,935	15,274	23,511	25,639
Total cost of revenues	28,628	29,643	53,837	55,122
Gross margin	28,754	35,599	58,436	70,915
Research and development (1)	14,358	15,323	29,424	30,071
Sales and marketing (1)	5,463	5,906	11,158	11,842
Sales and marketing, subscription acquisition costs	838	888	1,820	2,047
General and administrative (1)	11,227	10,869	23,469	21,205
Total operating expenses	31,886	32,986	65,871	65,165
Income (loss) from operations	(3,132)	2,613	(7,435)	5,750
Interest income	136	421	326	1,000
Interest expense and other	78	(94)	78	(181)
Income (loss) before income taxes	(2,918)	2,940	(7,031)	6,569
Provision for income taxes	(19)	(23)	(35)	(36)
Net income (loss)	$ (2,937)	$ 2,917	$ (7,066)	$ 6,533
Net income (loss) per common share - basic	$ (0.03)	$ 0.03	$ (0.07)	$ 0.07
Net income (loss) per common share - diluted	$ (0.03)	$ 0.03	$ (0.07)	$ 0.06
Weighted average common shares used to calculate basic net income (loss) per share	105,840,076	100,025,002	104,076,621	99,705,914
Weighted average common shares used to calculate diluted net income (loss) per share	105,840,076	102,217,222	104,076,621	102,489,411

(1) Includes stock-based compensation expense as follows :

Cost of service revenues	$ 289	$ 239	$ 552	$ 430
Cost of technology revenues	614	507	1,171	1,113
Research and development	1,960	2,140	4,451	4,122
Sales and marketing	550	336	1,235	876
General and administrative	2,571	2,352	5,645	4,510

The accompanying notes are an integral part of these condensed consolidated financial statements.

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TIVO INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(unaudited)

	Six Months Ended July 31, 2009	2008
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income(loss)	$ (7,066)	$ 6,533
Adjustments to reconcile net income(loss) to net cash provided by(used in) operating activities:		
Depreciation and amortization of property and equipment and intangibles	4,610	5,070
Stock-based compensation expense	13,054	11,051
Utilization of trade credits	23	
Allowance for doubtful accounts	187	69
Changes in assets and liabilities:		
Accounts receivable	1,132	5,494
Inventories	8,178	7,838
Prepaid expenses and other	22	(115)
Accounts payable	525	(9,595)
Accrued liabilities	(2,565)	(3,515)
Deferred revenue	(9,358)	(12,508)
Deferred rent and other long-term liabilities		(164)
Net cash provided by operating activities	$ 8,742	$ 10,158
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of short-term investments	(160,876)	
Sales or maturities of short-term investments	114,952	15,294
Purchase of long-term investment	(3,400)	
Acquisition of property and equipment	(2,865)	(2,535)
Acquisition of intangibles	(1,532)	(318)
Net cash provided by (used in) investing activities	$ (53,721)	$ 12,441
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of common stock related to exercise of common stock options	29,793	5,050
Proceeds from issuance of common stock related to employee stock purchase plan	2,320	
Treasury Stock - repurchase of stock for tax withholding	(2,423)	(684)
Payment under capital lease obligation	(41)	
Net cash provided by financing activities	$ 29,649	$ 4,366
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	$ (15,330)	$ 26,965
CASH AND CASH EQUIVALENTS:		
Balance at beginning of period	162,337	78,812
Balance at end of period	$ 147,007	$ 105,777

The accompanying notes are an integral part of these condensed consolidated financial statements.

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TIVO INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

1. NATURE OF OPERATIONS

TiVo Inc. (together with its subsidiaries the Company or TiVo) was incorporated in August 1997 as a Delaware corporation and is located in Alviso, California. TiVo is a provider of technology and services for digital video recorders (DVRs). The subscription-based TiVo® service (TiVo service) improves home entertainment by providing consumers with an easy way to record, watch, and control television. TiVo also provides a unique advertising platform and audience research measurement services. The Company conducts its operations through one reportable segment.

The Company is subject to a number of risks, including delays in product and service developments; competitive service offerings; lack of market acceptance; uncertainty of future profitability; the dependence on third parties for manufacturing, marketing, and sales support; the intellectual property claims by and against the Company; access to digital cable signals in connection with CableCard and switched digital technologies; and dependence on its relationships with third party service providers such as Comcast and Seven/Hybrid TV (Australia) and in the future DIRECTV and Cox for subscription growth. The Company anticipates that its business will continue to be seasonal and expects to generate a significant portion of its new subscriptions during and immediately after the holiday shopping season. However, as a result of the recent national and global economic downturn and overall consumer spending decline we are cautious about our subscription growth in the near term.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All inter-company accounts and transactions have been eliminated in consolidation.

Unaudited Interim Condensed Consolidated Financial Statements

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles (GAAP) for interim financial information, the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, the unaudited interim condensed consolidated financial statements do not contain all of the information and footnotes required by generally accepted accounting principles for complete audited annual financial statements. In the opinion of management, the accompanying unaudited condensed consolidated financial statements include all adjustments, consisting only of normal recurring adjustments, necessary for the fair presentation of the Company s financial position as of July 31, 2009 and January 31, 2009 and the results of operations for the three and six month periods ended July 31, 2009 and 2008 and condensed consolidated statements of cash flows for the six month periods ended July 31, 2009 and 2008. These unaudited condensed consolidated financial statements should be read in conjunction with the Company s audited consolidated financial statements, including the notes thereto, included in the Company s annual report on Form 10-K for the fiscal year ended January 31, 2009. Operating results for the three and six month periods ended July 31, 2009 are not necessarily indicative of results that may be expected for this fiscal year ending January 31, 2010.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. The estimates and judgments affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent liabilities. On an on-going basis, the Company evaluates its estimates, including those related to estimated lives of product lifetime subscriptions, total estimated cost of engineering service agreements, customer programs and incentives, product returns, inventories and related reserves, warranty obligations, contingencies, stock compensation, assessment of other-than-temporary impairment of investments, and litigation. The Company bases estimates on historical experience and on other assumptions that its management believes are reasonable under the circumstances. Illiquid credit markets and declines in consumer spending have combined to increase the uncertainty inherent in such estimates and assumptions. As future events and their effects cannot be determined with precision, actual results could differ significantly from these estimates. Changes in those estimates resulting from continuing changes in the economic environment will be reflected in the financial statements in future periods and actual results could differ from these estimates.

Revenue Recognition and Deferred Revenue

The Company generates service revenues from fees for providing the TiVo service to consumers and through the sale of advertising and audience research measurement services. The Company also generates technology revenues from licensing technology and by providing engineering professional services. In addition, the Company generates hardware revenues from the sale of hardware products that enable the TiVo service.

Service Revenues. Included in service revenues are revenues from recurring and prepaid subscription plans to the TiVo service and fees received from the sale of advertising and audience research measurement services. Monthly and prepaid fixed-length subscription revenues are recognized ratably over the period the service is provided. Subscription revenues from product lifetime subscriptions are recognized ratably over the Company s estimate of the useful life of a TiVo-enabled DVR associated with the subscription. Effective November 1, 2008, the Company extended the period it uses to recognize product lifetime subscription revenues from 54 months to 60 months for the product lifetime subscriptions acquired on or before October 31, 2007 and such change is being recognized on a prospective basis with no adjustment to previously recognized revenues. The new estimates of expected lives are dependant on assumptions with regard to future churn of the product lifetime subscriptions. During fiscal year ending January 31, 2010, the Company will continue to monitor the useful life of a TiVo-enabled DVR and the impact of the differences between actual churn and forecasted churn rates. If subsequent actual experience is not in line with the Company s current assumptions, including higher churn of product lifetime subscriptions due to the incompatibility of its standard definition TiVo units with high definition programming and increased competition, the Company may revise the estimated life which could result in the recognition of revenues from this source over a longer or shorter period.

End users have the right to cancel their subscription within 30 days of the activation for a full refund. TiVo establishes allowances for expected subscription cancellations. Also included in service revenues are fees received from multiple system operators (MSOs), such as Comcast, DIRECTV, and Seven/Hybrid TV, as well as other service providers for provision of the TiVo service that are recognized as services are provided. When applicable, a percentage of such fees, equal to the fair value of the undelivered development services, is deferred and recognized as technology revenues when development services are provided or as service revenues when the right to use these deferred fees is forfeited.

Technology Revenues. The Company recognizes technology revenues under technology licensing and engineering services agreements in accordance with SOP 97-2, *Software Revenue Recognition,* as amended. In instances where TiVo hosts the TiVo service the Company follows the provisions of the SEC Staff Accounting Bulletin No. 104, *Revenue Recognition,* or SAB 104, and FASB Emerging Issues Task Force Issue No. 00-21, *Revenue Arrangements with Multiple Deliverables,* or EITF No. 00-21. For each arrangement, the Company determines whether evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable and collection is probable. Revenue recognition is deferred until such time as all of the criteria are met. Elements included in the Company s arrangements may include technology licenses and associated maintenance and support, engineering services and other services. Under SOP 97-2 or EITF 00-21, vendor specific objective evidence (VSOE) or verifiable objective evidence (VOE) of fair value, respectively, is required for all undelivered elements in order to recognize revenue related to the delivered element. The timing of revenue recognition related to these transactions will depend, in part, on whether the Company can establish VSOE or VOE for undelivered elements and on how these transactions are structured. As such, revenue recognition may not correspond to the timing of related cash flows or the Company s work effort. The Company has established VSOE of fair value for engineering services based on hourly rates charged for engineering services sold on a standalone basis.

In arrangements which include engineering services that are essential to the functionality of the licensed technology or involve significant customization or modification of the software, the Company recognizes revenue using the percentage-of-completion method, as described in SOP 81-1 *Accounting for Performance of Construction-Type and Certain Production-Type Contracts,* if the Company believes it is able to make reasonably dependable estimates of the extent of progress toward completion. The Company measures progress toward completion using an input method based on the ratio of costs incurred, principally labor, to date to total estimated costs of the project. These estimates are assessed continually during the term of the contract, and revisions are reflected when the changed conditions become known. Provisions for losses on contracts are recorded when estimates indicate that a loss will be incurred on a contract. In some cases, it may not be possible to separate the various elements within the arrangement due to a lack of VSOE or VOE for undelivered elements in the contract or because of the lack of reasonably dependable estimates of total costs. In these situations, provided that the Company is reasonably assured that no loss will be incurred under the arrangement, the Company recognizes revenues and costs based on a zero profit model, which results in the recognition of equal amounts of revenues and costs, until the engineering professional services are complete. Thereafter, any profit from the engineering professional services is recognized over the period of the maintenance and support or other services that are provided, whichever is longer.

Hardware Revenues. Revenues are recognized upon product shipment to the customers or receipt of the products by the customer, depending on the shipping terms, provided that all fees are fixed or determinable, evidence of an arrangement exists and collectibility is reasonably assured. End users have the right to return their product within 30 days of the purchase. TiVo establishes allowances for expected product returns in accordance with SFAS No. 48, *Revenue Recognition When Right of Return Exists* . These allowances are recorded as a direct reduction of revenues and accounts receivable.

In accordance with EITF 01-09, certain payments to retailers and distributors such as market development funds and revenue share are recorded as a reduction of hardware revenues rather than as a sales and marketing expense. TiVo s policy is to reduce revenue when these payments are incurred and fixed or determinable. The Company also records rebates offered to consumers as a reduction of hardware revenue. In the past, the Company adjusted its rebate liability periodically for changes in redemption rates, changes in duration and amounts of rebate programs and channel inventory quantities subject to such changes. The Company terminated its rebate programs on August 30, 2008. The Company sells the DVR and service directly to end-users through bundled sales programs through the TiVo website. Under these bundled programs, the customer receives a DVR and commits to a minimum subscription period of one to three years or product lifetime and has the option to either pay a monthly fee over the subscription term (monthly program) or to prepay the subscription fee in advance (prepaid program). After the initial committed subscription term, the customers have various pricing options at which they can renew the subscription. The VOE of fair value of the subscription services is established based on standalone sales of the service and varies by pricing plan. Under these bundled programs, revenue is allocated between hardware revenue for the DVR and service revenue for the subscription using the residual value method, with the DVR revenue recognized upon delivery and the subscription revenue being initially deferred and recognized over the term of the service commitment.

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Inventories and Inventory Valuation

Inventories consist primarily of finished DVR units and are stated at the lower of cost or market on an aggregate basis, with cost determined using the first-in, first-out method. The Company performs a detailed assessment of excess and obsolete inventory and purchase commitments at each balance sheet date, which includes a review of, among other factors, demand requirements and market conditions. Based on this analysis, the Company records adjustments, when appropriate, to reflect inventory of finished products and materials on hand at lower of cost or market and to reserve for products and materials which are not forecasted to be used in future production. During the quarter ended July 31, 2007, the Company recorded an impairment charge of $11.2 million to cost of hardware revenues for inventory on hand and for excess non-cancelable purchase commitments in connection with the Company s standard definition DVRs. Subsequently, actual sales of the Company s standard definition DVRs have exceeded original projections due to changing market conditions. As a result, during the three months ended July 31, 2009 the Company s gross margin was positively impacted by a net benefit of $29,000 from changes in inventory reserves and for the three months ended July 31, 2008 we had a net benefit of $1.4 million, from the sale of inventory that was previously impaired. As of July 31, 2009, the Company maintained a $3.1 million inventory reserve as a result of inventory impairment charges. In accordance with Staff Accounting Bulletin (SAB) Topic 5-BB and Accounting Research Bulletin (ARB) 43 Chapter 4, *Inventory Pricing,* even if the Company s current sales projections exceed its original projections, the inventory reserves are not reversed until the previously impaired inventory is sold or scrapped.

Fair Value Measures

Carrying amounts of certain of the Company s financial instruments including accounts receivable, accounts payable, and accrued expenses approximate their fair value because of their short maturities. Cash equivalents and available-for-sale marketable securities are reported at their fair value.

Statement of Financial Accounting Standards 157, *Fair Value Measurements* (SFAS 157), defines fair value, establishes a framework for measuring fair value, and enhances fair value measurement disclosure. Effective February 1, 2009, the Company adopted SFAS 157 for all nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). The adoption of SFAS 157 did not have a material impact on the Company s consolidated financial statements.

Under FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115* (SFAS 159), a company may choose, at specified election dates, to measure eligible items at fair value and report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. The Company has not elected the fair value option for any eligible financial instruments.

As of May 1, 2009, the Company adopted FASB Staff Position No. 107 (FSP 107) and Accounting Principles Board No. 28-1 (APB 28-1), *Disclosures about Fair Value of Financial Instruments*, which requires disclosure about fair value of financial instruments in interim and annual financial statements. The adoption of FSP No. 107 and APB 28-1 had no financial impact on the Company s condensed consolidated financial statements.

Refer to Note 4, Fair Value Measurements of this Form 10-Q for additional information on the adoption of FSP 107, SFAS 157, and SFAS 159.

Business Concentrations and Credit Risk

The Company s business is concentrated primarily in the United States and is dependant on discretionary consumer spending. Continued uncertainty or adverse changes in the economy could lead to additional significant declines in discretionary consumer spending, which, in turn, could result in further declines in the demand for the TiVo service and TiVo-enabled DVRs. As a result of the recent national and global economic downturn, overall consumer spending has declined. Retailers in North America appear to be taking a more conservative stance in ordering electronics inventory and consumers as well appear to be taking a more conservative stance in discretionary purchases, including TiVo DVRs and service subscriptions. Decreases in demand for the Company s products and services, particularly during the critical holiday selling season, could have an adverse impact on its operating results and financial condition. Uncertainty and adverse changes in the economy could also increase the risk of losses on the Company s investments, increase costs associated with developing and producing its products, increase TiVo s churn rate per month, increase the cost and decrease the availability of potential sources of financing, and increase the Company s exposure to losses from bad debts, any of which could have an adverse impact on the Company s financial condition and operating results.

Financial instruments that potentially subject the Company to a concentration of credit risk principally consist of cash, cash equivalents, short-term and long-term investments, and trade receivables. The Company currently invests the majority of its cash in high-grade government and corporate debt and maintains them with two financial institutions with high credit ratings. As part of its cash management process, the Company performs periodic evaluations of the relative credit ratings of these financial institutions and issuers of the securities the Company owns. The Company has not experienced significant credit losses on its cash, cash equivalents, or short-term and long-term investments.

As of July 31, 2009, the Company held approximately $5.0 million of investments with an auction reset feature (auction-rate securities), with a fair value of $3.7 million that are classified as long term assets. The Company has recorded an unrealized loss on these auction rate securities of $1.3 million. As of July 31, 2009, the estimated fair value of these ARS was $1.3 million lower than their cost. The Company has no intent to sell and it is more-likely-than not that the Company will not be required to sell these ARS prior to recovery. Further, the total unrealized loss is primarily due to a liquidity discount resulting from the failed auctions. Therefore, the Company will continue to treat the decline in fair values as temporary pursuant to FSP

115-2 and 124-2 and record the unrealized loss to accumulated other comprehensive income on the accompanying condensed consolidated balance sheet as of July 31, 2009. The Company is exposed to credit risk on its investments to the extent of the amount recorded on the condensed consolidated balance sheet as of July 31, 2009.

The majority of the Company s customers are concentrated in the United States. The Company is subject to a minimal amount of credit risk related to service revenue contracts as these are primarily obtained through credit card sales. The Company sells its TiVo-enabled DVRs to retailers under customary credit terms and generally requires no collateral. One customer generated 10% of the net revenues for the quarter ended July 31, 2009. The Company s accounts receivable concentrations as of July 31, 2009 and January 31, 2009 were as follows:

	July 31, 2009	January 31, 2009
DIRECTV	33%	18%
Best Buy	22%	18%
Seven/Hybrid TV	15%	7%
Comcast	8%	20%
Other customers	22%	37%
Total accounts receivable	100%	100%

The Company does not have a long-term written supply agreement with Broadcom, the sole supplier of the system controller for its DVR. In instances where a supply agreement does not exist and suppliers fail to perform their obligations, the Company may be unable to find alternative suppliers or deliver its products and services to its customers on time if at all.

The TiVo service is enabled through the use of a DVR manufactured for TiVo by a third-party contract manufacturer. The Company also relies on third parties with whom it outsources supply-chain activities related to inventory warehousing, order fulfillment, distribution, and other direct sales logistics. The Company cannot be sure that these parties will perform their obligations as expected or that any revenue, cost savings, or other benefits will be derived from the efforts of these parties. If any of these parties breaches or terminates their agreement with TiVo or otherwise fails to perform their obligations in a timely manner, the Company may be delayed or prevented from commercializing its products and services.

Recent Accounting Pronouncements

In April 2009, the FASB issued FSP FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly.* FSP FAS 157-4 provides additional guidance related to the estimation of fair value when the volume and level of activity for the asset or liability have significantly decreased, the identification of transactions that are not orderly, and the use of judgment in evaluating the relevance of inputs such as transaction prices. FSP FAS 157-4 was effective for the Company s interim reporting beginning in the second quarter of fiscal 2010. The implementation of this new accounting standard did not significantly change the Company s valuation or disclosure of financial and nonfinancial assets and liabilities under the scope of FAS 157.

In April 2009, the FASB issued FSP FAS 115-2 and FAS 124-2*, Recognition and Presentation of Other-Than-Temporary Impairments,* (FSP FAS 115-2). FSP FAS 115-2 requires a company to recognize the credit component of an other-than-temporary impairment of a debt security in income and the non-credit component in accumulated other comprehensive income when the Company does not intend to sell the security and it is more likely than not the Company will not be required to sell the security prior to recovery. FSP FAS 115-2 also changes the threshold for determining when an other-than-temporary impairment has occurred with respect to intent and ability to hold until recovery and requires additional disclosures. FSP 115-2 was effective for the Company s interim reporting in the second quarter of fiscal 2010 and its adoption did not have a material impact on its condensed consolidated financial statements.

In May 2009, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 165, *Subsequent Events* (SFAS 165), which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. The Company adopted SFAS 165 for the quarter ended July 31, 2009. Adoption did not have a material impact on the Company s condensed consolidated financial statements.

In June 2009, the FASB issued SFAS No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles* (SFAS 168). SFAS 168 identifies the FASB Accounting Standards Codification as the authoritative source of generally accepted accounting principles in the United States. Rules and interpretive releases of the Securities and Exchange Commission (SEC) under federal securities laws are also sources of authoritative GAAP for SEC registrants. SFAS 168 is effective for financial statements issued for interim and annual periods ending after September 15, 2009. We do not expect adoption to have a material impact on our condensed consolidated financial statements.

Subsequent Events

The Company evaluated subsequent events through September 9, 2009, the date of this Quarterly Report on Form 10-Q was filed with the Securities and Exchange Commission (SEC).

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3. CASH AND INVESTMENTS

Cash, cash equivalents, short-term investments, and long-term investments consisted of the following:

	As of July 31, 2009	As of January 31, 2009
	(in thousands)	
Cash and cash equivalents:		
Cash	$ 3,813	$ 8,410
Cash equivalents:		
Commercial paper	2,998	
Money market funds	140,196	153,927
Total cash and cash equivalents	147,007	162,337
Marketable securities:		
Certificate of deposit	3,000	
Commercial paper	12,375	
Fixed-rate notes	5,596	
Corporate bonds	4,879	
US Treasury securities	45,090	44,991
US agency securities	19,924	
Auction rate securities (1)	3,687	3,944
Total marketable securities	94,551	48,935
Other investment securities:		
Other investment securities - cost method	3,400	
Total other investment securities (1)	3,400	
Total cash, cash equivalents, marketable securities and other investment securities	$ 244,958	$ 211,272

(1) Auction rate securities and other investment securities are included in Other long-term investments on the Company s condensed consolidated balance sheets.

Marketable Securities

The Company s investment securities portfolio consists of various debt instruments, including corporate and government bonds, all of which are classified as available-for-sale.

Approximately $4.0 million of TiVo s corporate bonds are guaranteed by the full faith and credit of the United States government under the Federal Deposit Insurance Corporation s Temporary Liquidity Guarantee program (TLGP).

Other Investment Securities

TiVo has investments in a private company where the Company s ownership is less than 20%. The shares are not publicly traded and the investment is accounted for under the cost method.

Contractual Maturity Date

The following table summarized the estimated fair value of the Company s debt investments, designated as available-for-sale classified by the contractual maturity date of the security:

	July 31, 2009 (in thousands)
Due within 1 year	$ 68,575
Due within 1 year through 5 years	22,289
Due within 5 years through 10 years	
Due after 10 years	3,687
Total	$ 94,551

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Unrealized Gains (Losses) on Marketable Investment Securities

The following table summarizes unrealized gains and losses related to the Company s investments in marketable securities designated as available-for-sale:

	As of July 31, 2009			
	Adjusted Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(in thousands)			
Certificate of deposit	3,000	$	$	$ 3,000
Commercial paper	12,373	3	(1)	12,375
Fixed-rate notes	5,625		(29)	5,596
Corporate bonds	4,870	13	(4)	4,879
US Treasury securities	45,101	4	(15)	45,090
US agency securities	19,925	1	(2)	19,924
Auction rate securities	5,000		(1,313)	3,687
Total	$ 95,894	$ 21	$ (1,364)	$ 94,551

	As of January 31, 2009			
	Adjusted Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(in thousands)			
US Treasury securities	44,970	$ 21	$	44,991
Auction rate securities	5,000	$	$ (1,056)	3,944
Total	$ 49,970	$ 21	$ (1,056)	$ 48,935

The Company had net unrealized losses on its marketable investment portfolio of $1.3 million as of July 31, 2009 and net unrealized losses of $1.0 million as of January 31, 2009. The net unrealized losses as of July 31, 2009 and January 31, 2009 related primarily to long-term marketable securities.

The available-for-sale investments that were in an unrealized loss position as of July 31, 2009 and January 31, 2009, aggregated by length of time that individual securities have been in a continuous loss position, were as follows:

	As of July 31, 2009					
	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
	(in thousands)					
Fixed-rate notes	$ 5,596	$ (29)	$	$	$ 5,596	$ (29)
Corporate bonds	4,879	(4)			4,879	(4)
US Treasury securities	45,090	(15)			45,090	(15)
US agency securities	19,924	(2)			19,924	(2)
Auction rate securities			3,687	(1,313)	3,687	(1,313)

	$ 75,489	$ (50)	$ 3,687	$ (1,313)	$ 79,176	$ (1,363)

	As of January 31, 2009					
	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
	(in thousands)					
Auction rate securities	$ 3,944	$ (1,056)	$	$	$ 3,944	$ (1,056)
Total	$ 3,944	$ (1,056)	$	$	$ 3,944	$ (1,056)

As of July 31, 2009, the unrealized losses on the Company s available-for-sale investments were insignificant in relation to its total available-for-sale portfolio. Substantially all of its unrealized losses on our available-for-sale marketable debt instruments can be attributed to fair value fluctuations in an unstable credit environment that resulted in a decrease in the market liquidity for these debt instruments. The Company is not aware of any specific factors indicating that the underlying issuers of these investments would not be able to pay interest as it becomes due or repay the principal at maturity. Therefore, the Company believes that these changes in the estimated fair values of these marketable investments securities are related to temporary market fluctuations. As of July 31, 2009, the estimated fair value of the Company s ARS was $1.3 million lower than their cost. The Company has no intent to sell and it is more-likely-than not that the Company will not be required to sell these ARS prior to recovery. Further, the

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total unrealized loss is primarily due to a liquidity discount resulting from the failed auctions. Therefore, the Company will continue to treat the decline in fair values as temporary pursuant to FSP 115-2 and 124-2 and record the unrealized loss to accumulated other comprehensive income on the accompanying condensed consolidated balance sheet as of July 31, 2009.

4. FAIR VALUE

SFAS 157 defines fair value as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability. The Company s financial instruments are measured and recorded at fair value, except for its cost method investment.

SFAS 157 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

Level 1 - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - Include other inputs that are directly or indirectly observable in the marketplace.

Level 3 - Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The Company s cash equivalents and marketable securities are classified within Level 1 or Level 2, with the exception of the investments in auction rate securities. The Company s investments in auction rate securities are classified within Level 3 because they are valued using a discounted cash flow model. Some of the inputs to this model are unobservable in the market and are significant.

	Assets and Liabilities Measured at Fair Value on a Recurring Basis			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(in thousands)			
Assets:				
Cash equivalents:				
Commercial paper	$ 2,998	$	$ 2,998	$
Money market funds	140,196	140,196		
Short-term investments:				
Certificates of deposit	3,000	3,000		
Commercial paper	12,375		12,375	
Fixed-rate notes	5,596		5,596	
Corporate bonds	4,879		4,879	
US Treasury securities	45,090	45,090		
US agency securities	19,924	19,924		
Long-term investments:				
Auction rate securities	3,687			3,687
	$ 237,745	$ 208,210	$ 25,848	$ 3,687

The following table is a reconciliation of financial assets measured at fair value using significant unobservable inputs (Level 3) during the six months ended July 31, 2009 (in thousands):

	Auction Rate Securities (Six Months Ended July 31, 2009)

Balance, January 31, 2009	$	3,944
Transfer into Level 3		
Total unrealized losses included in other comprehensive income		(257)
Balance, July 31, 2009	$	3,687

Marketable securities measured at fair value using Level 3 inputs are comprised of auction rate securities. Although auction rate securities would typically be measured using Level 2 inputs, the recent failure of auctions and the lack of market activity and liquidity required that these securities be measured using Level 3 inputs. The underlying assets of the Company s auction rate securities are collateralized primarily by student loans guaranteed by the U.S. government. The fair value of its auction rate securities was determined using a pricing model that market participants would use that considered projected cash flows for the issuing trusts, underlying collateral and expected yields. Projected cash flows were estimated based on the underlying loan principal, bonds outstanding, and payout formulas. The weighted-average life over which cash flows were projected considered the collateral composition of the securities and related historical and projected prepayments. The discount rates that were applied to the pricing model were based on market conditions and rates for comparable or similar term asset-backed securities as well as other fixed income securities.

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TiVo also has a direct investment in a privately-held company accounted for under the cost method, which is periodically assessed for other-than-temporary impairment. If the Company determines that an other-than-temporary impairment has occurred, TiVo will write-down the investment to its fair value. The Company estimated fair value of its cost method investment considering available information such as pricing in recent rounds of financing, current cash position, earnings and cash flow forecasts, recent operational performance and any other readily available data. The fair value of a cost method investment is not estimated if there are no identified events or changes in circumstances that may have a significant adverse effect on the fair value of the investment. The carrying amount of our cost method investments was $3.4 million as of July 31, 2009. The Company had no cost method investments as of January 31, 2009.

5. INDEMNIFICATION ARRANGEMENTS AND GUARANTEES

Product Warranties

The Company s standard manufacturer s warranty period to consumers for TiVo-enabled DVRs is 90 days for parts and labor from the date of consumer purchase, and from 91-365 days for parts only, also known as the Limited Warranty. Within the limited warranty period, consumers are offered a no-charge exchange for TiVo-enabled DVRs returned due to product defect, within 90 days from the date of consumer purchase. Thereafter, consumers may exchange a TiVo-enabled DVR with a product defect for a charge. As of July 31, 2009 and January 31, 2009, the accrued warranty reserve was $197,000 and $200,000, respectively. The Company s accrued warranty reserve is included in accrued liabilities in the accompanying condensed consolidated balance sheets.

Indemnification Arrangements

The Company undertakes indemnification obligations in its ordinary course of business. For instance, the Company has undertaken to indemnify its underwriters and certain investors in connection with the issuance and sale of its securities. The Company has also undertaken to indemnify certain customers and business partners for, among other things, the licensing of its products, the sale of its DVRs, and the provision of engineering and consulting services. Pursuant to these agreements, the Company may indemnify the other party for certain losses suffered or incurred by the indemnified party in connection with various types of claims, which may include, without limitation, intellectual property infringement, advertising and consumer disclosure laws, certain tax liabilities, negligence and intentional acts in the performance of services and violations of laws, including certain violations of securities laws with respect to underwriters and investors. The term of these indemnification obligations is generally perpetual. The Company s obligation to provide indemnification would arise in the event that a third party filed a claim against one of the parties that was covered by the Company s indemnification obligation. As an example, if a third party sued a customer for intellectual property infringement and the Company agreed to indemnify that customer against such claims, its obligation would be triggered.

The Company is unable to estimate with any reasonable accuracy the liability that may be incurred pursuant to its indemnification obligations. A few of the variables affecting any such assessment include but are not limited to: the nature of the claim asserted; the relative merits of the claim; the financial ability of the party suing the indemnified party to engage in protracted litigation; the number of parties seeking indemnification; the nature and amount of damages claimed by the party suing the indemnified party; and the willingness of such party to engage in settlement negotiations. Due to the nature of the Company s potential indemnity liability, its indemnification obligations could range from immaterial to having a material adverse impact on its financial position and its ability to continue operation in the ordinary course of business.

Under certain circumstances, the Company may have recourse through its insurance policies that would enable it to recover from its insurance company some or all amounts paid pursuant to its indemnification obligations. The Company does not have any assets held either as collateral or by third parties that, upon the occurrence of an event requiring it to indemnify a customer, the Company could obtain and liquidate to recover all or a portion of the amounts paid pursuant to its indemnification obligations.

6. NET INCOME (LOSS) PER COMMON SHARE

Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of common shares outstanding, excluding unvested restricted stock.

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The following table sets forth the computation of basic and diluted earnings per common share:

	Three Months Ended July 31, 2009	Three Months Ended July 31, 2008	Six Months Ended July 31, 2009	Six Months Ended July 31, 2008
	(In thousands, except per share amounts)			
Numerator:				
Net income (loss)	$ (2,937)	$ 2,917	$ (7,066)	$ 6,533
Denominator:				
Weighted average shares outstanding, excluding unvested restricted stock	105,840	100,025	104,077	99,706
Weighted average effect of dilutive securities:				
Stock options and restricted stock		2,192		2,783
Denominator for diluted net income (loss) per common share	105,840	102,217	104,077	102,489
Basic net income (loss) per common share	$ (0.03)	$ 0.03	$ (0.07)	$ 0.07
Diluted net income (loss) per common share	$ (0.03)	$ 0.03	$ (0.07)	$ 0.06

The weighted average number of shares outstanding used in the computation of basic and diluted net income (loss) per share does not include the effect of the following potentially outstanding common stock. The effects of these potentially outstanding shares were not included in the calculation of diluted net loss per share because the effect would have been antidilutive:

	As of July 31, 2009	As of July 31, 2008
Unvested restricted stock outstanding	4,179,333	808,057
Options to purchase common stock	16,114,059	12,324,478
Total	20,293,392	13,132,535

7. PROPERTY AND EQUIPMENT, NET

Property and equipment, net consists of the following:

	July 31, 2009	January 31, 2009
	(In thousands)	
Furniture and fixtures	$ 3,599	$ 3,599
Computer and office equipment	16,540	16,559
Lab equipment	3,157	2,906
Leasehold improvements	8,426	8,482
Capitalized internal use software	16,831	14,624
Total property and equipment	48,553	46,170
Less: accumulated depreciation and amortization	(37,844)	(35,885)
Property and equipment, net	**$ 10,709**	**$ 10,285**

8. PURCHASED TECHNOLOGY, CAPITALIZED SOFTWARE, AND INTANGIBLE ASSETS, NET

Purchased technology, capitalized software, and intangible assets, net consists of the following:

	July 31, 2009			January 31, 2009		
	Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
	(In thousands)					
Purchased technology	$ 1,500	$ (1,500)	$	$ 1,500	$ (1,333)	$ 167
Capitalized software	1,951	(1,766)	$ 185	1,951	(1,581)	$ 370
Intellectual property rights	18,115	(7,774)	$ 10,341	16,584	(6,524)	$ 10,060
Purchased technology, capitalized software, and intangible assets	$ 21,566	$ (11,040)	$ 10,526	$ 20,035	$ (9,438)	$ 10,597

9. COMMITMENT AND CONTINGENCIES

Legal Matters

Intellectual Property Litigation. On January 5, 2004, TiVo filed a complaint against EchoStar Communications Corporation in the U.S. District Court for the Eastern District of Texas alleging willful and deliberate infringement of U.S. Patent No. 6,233,389, entitled Multimedia Time Warping System. On January 15, 2004, the Company amended its complaint to add EchoStar DBS Corporation, EchoStar Technologies Corporation, and Echosphere Limited Liability Corporation as additional defendants. The Company alleges that it is the owner of this patent, and further alleges that the defendants have willfully and deliberately infringed this patent by making, selling, offering to sell and/or selling digital video recording devices, digital video recording device software, and/or personal television services in the United States. On April 13, 2006, the jury rendered a verdict in favor of the Company in the amount of approximately $74.0 million dollars. The jury ruled that the Company s patent is valid and that all nine of the asserted claims in the Company s patent are infringed by each of the accused EchoStar products. The jury also ruled that the defendants willfully infringed the patent. On September 8, 2006 the district court issued an Amended Final and Permanent injunction that prohibited EchoStar Communications Corporation from making, using, offering for sale or selling in the United States the following EchoStar DVRs: DP-501, DP-508, DP-510, DP-721, DP-921, DP-522, DP-625, DP-942, and all EchoStar Communications Corporation DVRs that are not more than colorably different from any of these products. On October 3, 2006, the United States Court of Appeals for Federal Circuit stayed the district court s injunction pending appeal. On January 31, 2008, the U.S. Court of Appeals for the Federal Circuit in Washington, D.C. unanimously ruled in favor of TiVo Inc. in connection with EchoStar s appeal of the district court judgment of patent infringement against EchoStar with respect to several claims (so called software claims) of the patent, upholding the full award of damages from the district court, and ordering that the stay of the district court s injunction against EchoStar s infringing digital video recorders that was issued pending appeal will dissolve when the appeal becomes final. The district court s judgment of infringement by EchoStar of certain other claims of the patent (so called hardware claims) were reversed and remanded for further proceedings. On October 6, 2008, the Supreme Court denied EchoStar s writ of certiorari. On October 8, 2008, the Company received $104.6 million from EchoStar of which approximately $87.8 million represents damages through September 8, 2006 and was recorded as litigation proceeds within the operating expense section of TiVo s statement of operations. The remaining approximately $16.8 million was recorded as interest income and represented pre- and post-judgment interest through October 8, 2008. With respect to the district court s injunction and damages after September 8, 2006, the district court held a hearing on EchoStar s alleged work around of the Company s patent on February 17, 2009. On June 2, 2009, the district court found EchoStar in contempt of its permanent injunction regarding EchoStar s on-going infringement of TiVo s U.S. Patent No. 6,233,389. The Court also awarded TiVo an additional $103,068,836 plus interest for EchoStar s continued infringement for the period from September 8, 2006 to April 18, 2008. The Court deferred ruling on the issue of monetary sanctions for contempt of the permanent injunction as well as certain other damages.

On July 1, 2009, the United States Court of Appeals for the Federal Circuit stayed the district court s ruling pending EchoStar s appeal of the district court s decision finding EchoStar in contempt of the permanent injunction. On September 4, 2009, the United States District Court for the Eastern District of Texas awarded TiVo contempt damages in connection with its permanent injunction regarding EchoStar s on-going infringement of TiVo s U.S. Patent No. 6,233,389 in the form of an on-going royalty of $2.25 per infringing DVR during the contempt period of April 18, 2008 to July 1, 2009, which amounts to almost $200 million. The Court also awarded TiVo its attorney s fees and costs incurred during the contempt proceedings. Additionally, on September 4, 2009, the Court awarded TiVo an additional $10.6 million in prejudgment interest in connection with the stay period damages from September 8, 2006 to April 18, 2008 which was previously awarded to TiVo. Enforcement of these awards is stayed pending resolution of EchoStar s appeal of the district court s decision finding EchoStar in contempt of the permanent injunction. On August 3, 2009, the United States Patent and Trademark Office (PTO) issued an office action in a second reexamination filed by EchoStar preliminarily rejecting Claims 31 and 61 of the Time Warp patent as obvious in light of two references previously considered by the PTO in the first reexamination. The Company intends to defend this action and the validity of the rejected claims in the PTO reexamination vigorously; however, the Company is incurring material expenses in connection with this lawsuit, and in the event there is an adverse outcome, the Company s business could be harmed. No loss is considered probable or estimable at this time.

On May 30, 2008, Dish Network Corporation and its related entities filed a complaint against TiVo in the U.S. District Court for the District of Delaware for declaratory relief that Dish s unspecified digital video recorders do not infringe TiVo s 389 patent. On July 7, 2008, TiVo filed a motion to dismiss Dish s complaint against TiVo for declaratory relief that Dish s unspecified DVRs do not infringe TiVo s 389 patent. On March 31, 2009, the court denied TiVo s motion to dismiss. On May 28, 2009, the court ordered the complaint transferred to the Eastern District of Texas which stayed the action on June 19, 2009. The Company intends to defend this action vigorously; however, the Company may incur material expenses in connection with this lawsuit and in the event there is an adverse outcome, the Company s business could be harmed. The Company may incur expenses in connection with this litigation that may become material in the future. No loss is considered probable or estimable at this time.

On April 29, 2005, EchoStar Technologies Corporation filed a complaint against TiVo and Humax USA, Inc. in the U.S. District Court for the Eastern District of Texas alleging infringement of U.S. Patent Nos. 5,774,186 (Interruption Tolerant Video Program Viewing), 6,529,685 B2 (Multimedia Direct Access Storage Device and Formatting Method), 6,208,804 B1 (Multimedia Direct Access Storage Device and Formatting Method) and 6,173,112 B1 (Method and System for Recording In-Progress Broadcast Programs). The complaint alleges that EchoStar Technologies Corporation is the owner by assignment of the patents allegedly infringed. The complaint further alleges that TiVo and Humax have infringed, contributorily infringed and/or actively induced infringement of the patents by making, using, selling or importing digital video recording devices, digital video recording device software and/or personal television services in the United States that allegedly infringe the patents, and that such infringement is willful and ongoing. Under the terms of the Company s agreement with Humax governing the distribution of certain DVRs that enable the TiVo service, the Company is required to indemnify Humax against any claims, damages, liabilities, costs, and expenses relating to claims that the Company s technology infringes upon intellectual property rights owned by third parties. On May 10, 2005, Humax formally notified TiVo of the claims against it in this lawsuit as required by Humax s agreement with TiVo. On July 1, 2005, the defendants filed their answer and counterclaims. On May 10, 2006, the district court dismissed with prejudice, EchoStar s claim of infringement against TiVo and Humax relating to patent 112 (Method and System for Recording In-Progress Broadcast Programs) and claims 21-30 and 32 relating to patent 186 (Interruption Tolerant Video Program Viewing). A claim construction hearing was held on May 11, 2006. On July 14, 2006, the magistrate judge for the U.S. District Court for the Eastern District of Texas, issued a stay of the case pending the USPTO completion of proceedings with respect to TiVo s request for reexamination of the 186, 685, and 804 patents. The Company intends to defend this action vigorously; however, the Company is incurring expenses in connection with this lawsuit, which could become material in the future and in the event there is an adverse outcome, the Company s business could be harmed. No loss is considered probable or estimable at this time.

On December 22, 2008, Guardian Media Technologies, Ltd. filed a complaint against more than 30 companies including TiVo in the U.S. District Court for the Central District of California alleging infringement of U.S. Patent No. 4,930,158 (Selective Video Playing System) and 4,930,160 (Automatic Censorship of Video Programs). The complaint alleges that Guardian Media Technologies is the owner by assignment of the patents allegedly infringed. The complaint further alleges that prior to the expiration of the patents in 2007, TiVo had infringed, contributorily infringed and/or actively induced infringement of the 158 patent and the 160 patent by making, having made, using, importing, providing, supplying, distributing, selling and/or offering for sale products and/or systems that infringed or, when used, infringed one or more claims of the patent. On June 15, 2009, the Court dismissed the Complaint against the Company and certain other defendants without prejudice. On July 14, 2009, Guardian Media Technologies filed a new complaint against TiVo in the U.S. District Court for the Central District of California alleging infringement of the same patents and on the same grounds as its previous complaint. The Company intends to defend itself vigorously in this matter. The Company may incur expenses in connection with this litigation that may become material in the future. No loss is considered probable or estimable at this time.

Securities Litigation. The Company and certain of its officers and directors (TiVo defendants) were originally named as defendants in a consolidated securities class action lawsuit filed in the United States District Court for the Southern District of New York. This action, which is captioned Wercberger v. TiVo et al., also names several of the underwriters involved in the Company s initial public offering (IPO) as defendants. This class action is brought on behalf of a purported class of purchasers of the Company s common stock from the time of the Company s IPO (October 31, 1999) through December 6, 2000. The central allegation in this action is that the underwriters in the Company s IPO solicited and received undisclosed commissions from, and entered into undisclosed arrangements with, certain investors who purchased the Company s stock in the IPO and the after-market, and that the TiVo defendants violated the federal securities laws by failing to disclose in the IPO prospectus that the underwriters had engaged in these allegedly undisclosed arrangements. More than 300 issuers have been named in similar lawsuits. In February 2003, after the issuer defendants (including the TiVo defendants) filed an omnibus motion to dismiss, the Court dismissed the Section 10(b) claim as to the Company, but denied the motion to dismiss the Section 11 claim as to the Company and virtually all of the other issuer-defendants. On October 8, 2002, the Company s executive officers who were named as defendants in this action were dismissed without prejudice.

On June 26, 2003, the plaintiffs in the suit announced a proposed settlement with the Company and the other issuer defendants. This proposed settlement was terminated on June 25, 2007, following the ruling by the United States Court of Appeals for the Second Circuit on December 5, 2006, reversing the District Court s granting of class certification in the six focus cases currently being litigated in this proceeding. The proposed settlement had provided that the insurers of all settling issuers would guarantee that the plaintiffs recover $1 billion from non-settling defendants, including the investment banks who acted as underwriters in those offerings. The maximum amount that could be charged to the Company s insurance policy under the proposed settlement in the event that the plaintiffs recovered nothing from the investment banks would have been approximately $3.9 million.

On August 14, 2007, the plaintiffs filed Amended Master Allegations. On September 27, 2007, the Plaintiffs filed a Motion for Class Certification, which was subsequently withdrawn without prejudice by the plaintiffs. Defendants filed a Motion to Dismiss the focus cases on November 9, 2007. On March 26, 2008, the Court ruled on the Motion to Dismiss, holding that the plaintiffs had adequately pleaded their Section 10(b) claims against the Issuer Defendants and the Underwriter Defendants in the focus cases. As to the Section 11 claim, the Court dismissed the claims brought by those plaintiffs who sold their securities for a price in excess of the initial offering price, on the grounds that they could not show cognizable damages, and by those who purchased outside the previously certified class period, on the grounds that those claims were time barred. This ruling, while not binding on the Company s case, provides guidance to all of the parties involved in this litigation. On April 2, 2009, the parties lodged with the Court a motion for preliminary approval of a proposed settlement between all parties to the consolidated action, including the Company and its former officers and directors, as well as numerous other companies and their officers and directors. The proposed settlement provides the plaintiffs with $586 million in recoveries from all defendants, with $100 million being paid on behalf of the Issuer Defendants and their officers and directors by the Issuers insurers. Accordingly, any direct financial impact of the proposed settlement is expected to be borne by the Company s insurers. The proposed settlement also provides for full releases for the defendants, including the Company and its former officers and directors. On June 12, 2009, the Federal District Court granted preliminary approval of the proposed settlement. The preliminarily-approved settlement remains subject to final approval by the Federal District Court overseeing the IPO Litigation. There can be no assurance that final approval will be obtained. If final approval is obtained, the settlement may potentially be subject to appellate review. The Company may incur expenses in connection with this litigation that may become material in the future. No loss is considered probable or estimable at this time.

On October 3, 2007, Vanessa Simmonds filed a complaint against the Company s former lead underwriters Credit Suisse Group and Bank of America (Lead Underwriters), with the Company named as a nominal defendant, in the U.S. District Court for the Western District of Washington alleging violations of Section 16(b) in connection with the Company s initial public offering and associated transactions in the Company s stock in the six month period following the Company s initial public offering by the Company s Lead Underwriters. On or about December 3, 2007, Ms. Simmonds delivered a copy of the complaint to the Company. The complaint itself is directed solely at the initial public offering underwriters, not at the Company itself, and does not seek any damages or recovery from the Company itself. On February 25, 2008, the plaintiff filed an amended complaint which is substantially similar to the initial complaint, but which also names Credit Suisse Securities (USA), Bank of America

Corporation, and Robertson Stevenson, Inc. as defendants in the amended complaint that continues to name the Company only as a nominal defendant. On July 25, 2008, thirty of the issuers, including the Company (collectively, the Moving Issuers), in the coordinated proceeding filed a Joint Motion to Dismiss. Also on July 25, 2008, all of the underwriter defendants in the coordinated proceeding filed an Omnibus Motion to Dismiss. The hearing on the motions to dismiss was held on January 16, 2009. On March 12, 2009, the Court granted both the Issuers Joint Motion to Dismiss and the Underwriters Omnibus Motion to Dismiss. The Court held that the plaintiff s demand letters to the Moving Issuers were legally insufficient and therefore the plaintiff lacked standing to maintain the thirty Section 16(b) suits relating to the Moving Issuers. Accordingly, the Court granted without prejudice the Moving Issuers Joint Motion to Dismiss, and further held that it would not permit the plaintiff to amend her demand letters. In regard to the Underwriters Omnibus Motion to Dismiss, the Court held that the remaining twenty-four Section 16(b) suits were barred by the statute of limitations, and accordingly granted with prejudice the Omnibus Motion to Dismiss as to those suits. On March 31, 2009, plaintiff filed a notice of appeal to the United States Court of Appeals for the Ninth Circuit of the District Court s dismissal of these fifty-four actions. On April 14, 2009, the underwriter defendants filed a notice of cross-appeal of that portion of the District Court s order dismissing without prejudice the thirty Section 16(b) suits relating to the Moving Issuers, on the grounds that such dismissal should be with prejudice. The appeal and cross appeal remain pending. The Company may incur expenses in connection with this litigation that may become material in the future. No loss is considered probable or estimable at this time.

Other. In April 2008, the Attorney General of Missouri served TiVo Inc. with an investigative demand subpoena seeking information as to whether the Company has engaged in any unlawful merchandising practices in connection with its rebate program in the State of Missouri. The Company has been cooperating with the investigation. Should there be an adverse outcome, the Company s business could be harmed. No loss is considered probable or estimable at this time.

The Company is involved in numerous lawsuits and receives numerous threats of litigation in the ordinary course of its business. The Company assesses potential liabilities in connection with these lawsuits and threatened lawsuits under SFAS No. 5. The Company accrues an estimated loss for these loss contingencies if both of the following conditions are met: information available prior to issuance of the financial statements indicates that it is probable that a liability has been incurred at the date of the financial statements and the amount of loss can be reasonably estimated. As of July 31, 2009, the Company has not accrued any liability for any lawsuits filed against the Company, as the conditions for accrual have not been met. The Company expenses legal costs as they are incurred.

10. COMCAST AGREEMENT

On March 15, 2005, the Company entered into a non-exclusive licensing and marketing agreement with Comcast STB Software DVR, LLC (Comcast STB), a wholly-owned subsidiary of Comcast Corporation, and Comcast Corporation, as guarantor of Comcast STB s obligations under the agreement. The agreement was subsequently amended several times, most recently on March 27, 2008. The Company agreed to develop a TiVo service software solution for deployment on Comcast s DVR platforms. In addition, the Company agreed to develop a TiVo Interactive Advertising Management System for deployment on Comcast platforms to enable the provision of local and national advertising to Comcast subscribers.

The initial term of this agreement expires on June 30, 2014. The agreement, as amended, provides for eight additional one-year renewal terms beyond the initial term with certain deployment thresholds beginning after June 30, 2019. Comcast has an option to purchase software maintenance and support. Comcast is entitled to a credit redeemable for ongoing development work that is based on a percentage of certain fees received by TiVo under the arrangement. Comcast will pay for any ongoing development work that exceeds the amount of the credit. Under the initial and subsequent Statements of Work (SOWs), subject to the attainment of specified deployment thresholds, Comcast is also entitled to recoup over time certain development fees paid to us through a mechanism effectively resulting in a reduction of certain subscription fees. TiVo will have the continuing right to sell certain types of advertising in connection with the TiVo service offered through Comcast, when such advertising features are developed. TiVo will also have a limited right to sell certain types of advertising on other Comcast platforms enabled with the TiVo advertising management system, subject to Comcast s option to terminate such right in exchange for certain advertising-related payments.

As part of this agreement, Comcast received a non-exclusive, non-transferable license to our intellectual property in order to deploy the TiVo service software solution and advertising management system, including certain trademark branding rights and a covenant not to assert under TiVo s patents, which rights extend only to Comcast Corporation, its affiliates, and certain of its vendors and suppliers with respect to Comcast products and services. Such non-exclusive, non-transferable license to the Company s intellectual property will, under certain circumstances, continue after the termination of this agreement. In addition, Comcast is entitled to certain most favored customer terms as compared with other multi-channel video distributors who license certain TiVo technology. Pursuant to the terms of this agreement, Comcast has the right to terminate the agreement in the event the Company is the subject of certain change of control transactions involving any of certain specified companies. Acceptance of the delivery of the TiVo service software solution by Comcast occurred on June 27, 2007 and the TiVo service has launched in its initial market. Comcast accepted the TiVo advertising management system on March 31, 2008.

During the six months ended July 31, 2009 and 2008, the Company recognized $8.6 million and $7.8 million, respectively in technology revenues and $6.2 million and $5.0 million, respectively in cost of technology revenues, related to the initial development under the original agreement and related to additional engineering work under a SOW entered into on August 27, 2007 for the development of additional releases of the TiVo-branded, TiVo-service enabling software for the Comcast DVR platforms and to enable such software on other Comcast DVR platforms, including Cisco DVRs. The Company was recognizing revenues and costs for the initial development of TiVo service software and TiVo Interactive Advertising Management System

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based on a zero profit model, which resulted in the recognition of equal amounts of revenues and costs. The engineering work performed under the August 2007 SOW is considered a separate arrangement and revenue from this engineering work is recognized using the percentage-of-completion method subsequent to signing the agreement on August 27, 2007.

11. DEVELOPMENT AGREEMENT AND SERVICES AGREEMENT WITH DIRECTV, INC.

On September 3, 2008, the Company extended its current agreement with DIRECTV for the development, marketing, and distribution of a new HD DIRECTV DVR featuring the TiVo® service. Under the terms of this non-exclusive arrangement, TiVo is developing a version of the TiVo service for DIRECTV s broadband-enabled HD DVR for a launch to consumers as soon as possible in calendar year 2010. DIRECTV also has certain additional annual obligations to market and promote the new HD DIRECTV DVR featuring the TiVo Service once it has launched. DIRECTV, upon the deployment of high definition DIRECTV DVRs with TiVo service, is entitled to recoup, over time, a portion of certain development fees through a reduction in certain subscription fees. The new agreement also extends the mutual covenant not to sue with respect to each company s products and services throughout the term of the new agreement.

Under this new agreement, DIRECTV will pay a substantially higher monthly fee for households using the new high definition DIRECTV DVRs with TiVo (when and if the new version of the TiVo service is deployed) than the fees for previously deployed DIRECTV DVRs with TiVo service. DIRECTV will continue to pay the current monthly fee for all households using only the previously deployed DIRECTV DVRs with TiVo service. The fees paid by DIRECTV are subject to monthly minimum payments that escalate during the term of the agreement starting in 2010 and those minimum payments are substantially higher than in the prior agreement. The Company will continue to defer a portion of these fees as a non-refundable credit to fund mutually agreed development, with excess development work to be funded by DIRECTV. Due to uncertainties over the ultimate profit margin on the development work, the Company recognizes revenues and costs for the development of the TiVo service for DIRECTV s broadband-enabled HD DVR based on a zero profit model, which results in the recognition of equal amounts of revenues and costs. During the six months ended July 31, 2009, the Company recognized $3.2 million in technology revenues and $3.2 million in cost of technology revenues related to the development of the TiVo service for DIRECTV s broadband-enabled HD DVR.

12. COMPREHENSIVE INCOME (LOSS)

The components of comprehensive income (loss) are as follows:

	Three Months Ended July 31, 2009	Three Months Ended July 31, 2008	Six Months Ended July 31, 2009	Six Months Ended July 31, 2008
	(In thousands)		(In thousands)	
Net income (loss)	$ (2,937)	$ 2,917	$ (7,066)	$ 6,533
Other comprehensive income (loss):				
Unrealized loss on marketable securities	(58)	(155)	(308)	(549)
Comprehensive income (loss)	$ (2,995)	$ 2,762	$ (7,374)	$ 5,984

13. SUBSEQUENT EVENTS

On August 26, 2009, TiVo Inc. announced that it had filed separate complaints against AT&T Inc. and Verizon Communications, Inc. in the United States District Court for the Eastern District of Texas for infringement of the following three TiVo patents U.S. Patent Nos. 6,233,389 B1 (Multimedia Time Warping System), 7,529,465 B2 (System for Time Shifting Multimedia Content Streams), and 7,493,015 B1 (Automatic Playback Overshoot Correction System). The complaints seek damages for past infringement and a permanent injunction, similar to that issued by the United States District Court, Eastern District of Texas against EchoStar.

On September 4, 2009, the United States District Court for the Eastern District of Texas awarded TiVo contempt damages in connection with its permanent injunction regarding EchoStar s on-going infringement of TiVo s U.S. Patent No. 6,233,389 in the form of an on-going royalty of $2.25 per infringing DVR during the contempt period of April 18, 2008 to July 1, 2009, which amounts to almost $200 million. The Court also awarded TiVo its attorney s fees and costs incurred during the contempt proceedings. Additionally, on September 4, 2009, the Court awarded TiVo an additional $10.6 million in prejudgment interest in connection with the stay period damages from September 8, 2006 to April 18, 2008 which was previously awarded to TiVo. Enforcement of these awards is stayed pending resolution of EchoStar s appeal of the district court s decision finding EchoStar in contempt of the permanent injunction.

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis in conjunction with the consolidated financial statements and the accompanying notes included in this report and our most recent annual report on Form 10-K filed on April 3, 2009, the sections entitled Risk Factors in Item 1A of our most recent annual report on Form 10-K and Part II, Item 1A of this quarterly report, as well as other cautionary statements and risks described elsewhere in this report and our most recent annual report on Form 10-K filed on April 3, 2009, before deciding to purchase, sell or hold our common stock.

Company Overview

We are a leading provider of technology and services for digital video recorders. The subscription-based TiVo service redefines home entertainment by providing consumers with an easy way to record, watch, and control television and receive videos, pictures, and movies from cable, broadcast, and broadband sources. We offer features such as Season Pass recordings, WishList® searches, TiVoToGo transfers, access to broadband video content (including premium content delivered from Amazon s Video on Demand service, Netflix, and in the future Blockbuster), TiVo KidZone, and TiVo Online Scheduling. As of July 31, 2009, there were approximately 3.1 million subscriptions to the TiVo service. We distribute the TiVo DVR through consumer electronics retailers and through our on-line store at TiVo.com. Additionally, we provide the TiVo service through agreements with leading satellite and cable television service providers such as DIRECTV, Comcast, Cablevision Mexico, and potentially, in the future Cox, as well as broadcasters such as Seven/Hybrid TV (Australia) and in the future Television New Zealand (TVNZ) (New Zealand). We also provide innovative marketing solutions for the television industry, including a unique platform for advertisers and audience research measurement.

Executive Overview

During the three and six months ended July 31, 2009, our net revenues decreased $7.9 million and $13.8 million, respectively as compared to the same prior year periods. We recorded a net loss of $2.9 million and $7.1 million for the three and six months ended July 31, 2009, respectively, as compared to a net income of $2.9 million and $6.5 million, respectively, in the same prior year periods. During the three months ended July 31, 2009, we continued to experience a decrease in our TiVo-Owned subscription base as compared to the same prior year period. Our TiVo-Owned subscription gross additions for the quarter ended July 31, 2009 were 31,000, down 14% from 36,000 in the same prior year period. The loss of TiVo-Owned subscriptions was 73,000 subscriptions, leading to net subscription losses of 42,000 TiVo-Owned subscriptions during the quarter ended July 31, 2009. The continued decrease in TiVo-Owned subscription gross additions was primarily due to increased competition and adverse global economic conditions leading to a slow down in the sales of consumer electronic products and TiVo-enabled DVRs in particular.

For this fiscal year ending January 31, 2010, we expect to incur lower consumer hardware rebate expenses as we terminated our rebate programs on August 30, 2008 and do not have plans to engage in further rebate programs this year; however, we anticipate our hardware gross margin loss will increase, as we will have a lower benefit from the utilization of previously reserved inventory during this fiscal year, as compared to the fiscal year ended January 31, 2009. For the fiscal year ended January 31, 2009 we incurred $469,000 of rebate costs and recognized $4.9 million benefit from the utilization of previously reserved inventories. During the six months ended July 31, 2009 we have recognized $288,000 benefit from the utilization of previously reserved inventories and have incurred no rebate expense.

In this fiscal year ending January 31, 2010, we expect to continue our efforts to increase our subscription base by adding new subscriptions through our mass distribution partnerships such as Comcast and through our TiVo-Owned direct and retail sales. However, we expect continued losses in our installed base of MSOs/Broadcasters subscriptions as DIRECTV will not deploy new TiVo boxes prior to the launch of the new HD platform described below and our mass distribution deals with Comcast and Cox are still in the early phases of development and/or deployment. We anticipate service revenue in the fiscal year ending January 31, 2010 to be lower than in fiscal year 2009 as revenues from new TiVo-Owned subscriptions, advertising sales, audience research measurement sales, and from mass distribution partnerships including Comcast, DIRECTV, Seven/Hybrid TV (Australia), and others are expected to be more than offset by the continued decline of product lifetime subscription related revenues as such revenues become fully recognized and continued subscription losses in our TiVo-Owned and MSOs/Broadcasters subscriptions.

The TiVo service on Comcast is available in its initial market, Comcast s New England Division, which includes metro Boston, Southeast Massachusetts, New Hampshire, and Connecticut, with Comcast expected to continue its rollout of the TiVo service on Comcast to additional markets beyond the New England Division.

Key Business Metrics

Management periodically reviews certain key business metrics in order to evaluate our operations, allocate resources, and drive financial performance in our business. Management monitors these metrics together and not individually as it does not make business decisions based upon any single metric.

Subscriptions. Management reviews this metric, and believes it may be useful to investors, in order to evaluate our relative position in the marketplace and to forecast future potential service revenues. Below is a table that details the change in our subscription base during the last three fiscal years. The TiVo-Owned lines refer to subscriptions sold directly or indirectly by TiVo to consumers who have TiVo-enabled DVRs and for which TiVo incurs acquisition costs. The MSOs/Broadcasters lines refer to subscriptions sold to consumers by MSOs/Broadcasters such as DIRECTV, Cablevision Mexico, Seven/Hybrid TV (Australia), and Comcast and for which TiVo expects to incur little or no acquisition costs. Additionally, we provide a breakdown of the percent of TiVo-Owned subscriptions for which consumers pay recurring fees, including on a monthly and a prepaid one, two, or three year basis, as opposed to a one-time prepaid product lifetime fee.

	Three Months Ended
(Subscriptions in thousands)	

	July 31, 2009	April 30, 2009	Jan 31, 2009	Oct 31, 2008	July 31, 2008	April 30, 2008	Jan 31, 2008	Oct 31, 2007
TiVo-Owned Subscription Gross Additions:	31	37	59	44	36	48	109	69
Subscription Net Additions/(Losses):								
TiVo-Owned	(42)	(30)	(4)	(28)	(42)	(17)	33	4
MSOs/Broadcasters	(104)	(109)	(121)	(135)	(136)	(128)	(155)	(134)
Total Subscription Net Additions/(Losses)	**(146)**	**(139)**	**(125)**	**(163)**	**(178)**	**(145)**	**(122)**	**(130)**
Cumulative Subscriptions:								
TiVo-Owned	1,582	1,624	1,654	1,658	1,686	1,728	1,745	1,712
MSOs/Broadcasters	1,468	1,572	1,681	1,802	1,937	2,073	2,201	2,355
Total Cumulative Subscriptions	**3,050**	**3,196**	**3,335**	**3,460**	**3,623**	**3,801**	**3,946**	**4,067**
Fully Amortized Active Lifetime Subscriptions	**219**	**215**	**225**	**236**	**194**	**163**	**175**	**190**
% of TiVo-Owned Cumulative Subscriptions paying recurring fees	**59%**	**59%**	**59%**	**60%**	**60%**	**61%**	**61%**	**60%**

We define a subscription as a contract referencing a TiVo-enabled DVR for which (i) a consumer has committed to pay for the TiVo service and (ii) service is not canceled. We count product lifetime subscriptions in our subscription base until both of the following conditions are met: (i) the period we use to recognize product lifetime subscription revenues ends; and (ii) the related DVR has not made contact to the TiVo service within the prior six month period. Product lifetime subscriptions past this period which have not called into the TiVo service for six months are not counted in this total. Effective November 1, 2008, we extended the period we use to recognize product lifetime subscription revenues from 54 months to 60 months for all product lifetime subscriptions acquired on or before October 31, 2007. We now amortize all product lifetime subscriptions over a 60 month period. We are not aware of any uniform standards for defining subscriptions and caution that our presentation may not be consistent with that of other companies. Additionally, the subscription fees that some of our MSOs/Broadcasters pay us may be based upon a specific contractual definition of a subscriber or subscription which may not be consistent with how we define a subscription for our reporting purposes.

TiVo-Owned subscriptions declined by 42,000 subscriptions slightly decreasing the TiVo-Owned installed subscription base to approximately 1.6 million subscriptions as of July 31, 2009. We believe this decrease in total TiVo-Owned subscriptions was largely due to the continued decrease in subscription gross additions resulting from increased competition from DVRs distributed by cable and satellite providers as well as the impact of global economic conditions on sales of consumer electronic products. As a result of this competition and current economic conditions, we are cautious about our sales in the near term and we may experience further net losses in our TiVo-Owned subscription base.

As of July 31, 2009, approximately 219,000 product lifetime subscriptions had exceeded the period we use to recognize product lifetime subscription revenues, but had made contact to the TiVo service within the prior six months. Such TiVo product lifetime subscriptions represent approximately 34% of our cumulative lifetime subscriptions as compared to 29% for the same prior year period. We continue to incur minimal costs of service for these subscriptions without recognizing corresponding subscription revenues. We expect the number of fully amortized lifetime subscriptions will further increase during the fiscal year ending January 31, 2010.

Our MSOs/Broadcasters installed subscription base decreased by 469,000 subscriptions to approximately 1.5 million subscriptions as of July 31, 2009, as compared to the same prior year period. This decrease is due to DIRECTV s promotion of a competing DVR and service and our other mass distribution deals being still in the early phases of development and/or deployment. We have agreed to work with DIRECTV to develop a version of the TiVo service for DIRECTV s broadband-enabled HD DVR platform which we expect to launch to consumers in calendar 2010.

TiVo-Owned Churn Rate per Month. Management reviews this metric, and believes it may be useful to investors, in order to evaluate our ability to retain existing TiVo-Owned subscriptions (including both monthly and product lifetime subscriptions) by providing services that are competitive in the market. Management believes factors such as service enhancements, service commitments, higher customer satisfaction, and improved customer support may improve this metric. Conversely, management believes factors such as increased competition, lack of competitive service features such as high definition television recording capabilities in our low cost product offerings, current economic conditions, and increased price sensitivity may cause our TiVo-Owned Churn Rate per month to increase.

We define the TiVo-Owned Churn Rate per month as the total TiVo-Owned subscription cancellations in the period divided by the Average TiVo-Owned subscriptions for the period (including both monthly and product lifetime subscriptions), which then is divided by the number of months in the period. We calculate Average TiVo-Owned subscriptions for the period by adding the average TiVo-Owned subscriptions for each month and dividing by the number of months in the period. We calculate the average TiVo-Owned subscriptions for each month by adding the beginning and ending subscriptions for the month and dividing by two. We are not aware of any uniform standards for calculating churn and caution that our presentation may not be consistent with that of other companies.

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The following table presents our TiVo-Owned Churn Rate per month information:

(Subscriptions in thousands)	July 31, 2009	April 30, 2009	Jan 31, 2009	Oct 31, 2008	July 31, 2008	April 30, 2008	Jan 31, 2008	Oct 31, 2007
	Three Months Ended							
Average TiVo-Owned subscriptions	1,604	1,639	1,656	1,675	1,712	1,737	1,727	1,708
TiVo-Owned subscription cancellations	(73)	(67)	(63)	(72)	(78)	(65)	(76)	(65)
TiVo-Owned churn rate per month	-1.5%	-1.4%	-1.3%	-1.4%	-1.5%	-1.3%	-1.5%	-1.3%

Included in our TiVo-Owned Churn Rate per month are those product lifetime subscriptions that have both reached the end of the revenue recognition period and whose DVRs have not contacted the TiVo service within the prior six months. Conversely, we do not count as churn product lifetime subscriptions that have not reached the end of the revenue recognition period, regardless of whether such subscriptions continue to contact the TiVo service. TiVo-Owned Churn Rate per month was 1.5% for the quarters ended July 31, 2009 and 2008. We expect churn to increase further in future periods as a result of increasing inactive product lifetime subscriptions, competition from other providers, the weak economy, and the growing importance of encrypted digital and high definition television recording capabilities which can only be accessed through either a cable or satellite provided set top box or through a box which incorporates CableCARD technology (which is only available through cable and some telco providers) and a switched digital adapter if necessary.

Subscription Acquisition Cost or SAC. Management reviews this metric, and believes it may be useful to investors, in order to evaluate trends in the efficiency of our marketing programs and subscription acquisition strategies. We define SAC as our total TiVo-Owned acquisition costs for a given period divided by TiVo-Owned subscription gross additions for the same period. We define total acquisition costs as sales and marketing, subscription acquisition costs less net TiVo-Owned related hardware revenues (defined as TiVo-Owned related gross hardware revenues less rebates, revenue share and market development funds paid to retailers) plus TiVo-Owned related cost of hardware revenues. The sales and marketing, subscription acquisition costs line item includes advertising expenses and promotion-related expenses directly related to subscription acquisition activities, but does not include expenses related to advertising sales. We do not include third parties subscription gross additions, such as MSOs/Broadcasters gross additions with TiVo subscriptions, in our calculation of SAC because we typically incur limited or no acquisition costs for these new subscriptions, and so we also do not include MSOs/Broadcasters sales and marketing, subscription acquisition costs, hardware revenues, or cost of hardware revenues in our calculation of TiVo-Owned SAC. We are not aware of any uniform standards for calculating total acquisition costs or SAC and caution that our presentation may not be consistent with that of other companies.

Subscription Acquisition Costs	July 31, 2009	Apr 30, 2009	Jan 31, 2009	Oct 31, 2008	Jul 31, 2008	Apr 30, 2008	Jan 31, 2008	Oct 31, 2007
	Three Months Ended (In thousands, except SAC)							
Sales and marketing, subscription acquisition costs	$ 838	$ 982	$ 1,690	$ 2,301	$ 888	$ 1,159	$ 7,195	$ 9,050
Hardware revenues	(8,533)	(6,376)	(10,712)	(12,777)	(11,699)	(5,945)	(16,066)	(17,240)
Less: MSOs/Broadcasters-related hardware revenues	1,516	(27)	362	3,339	4,934	698		
Cost of hardware revenues	12,935	10,576	15,764	16,339	15,274	10,365	23,929	29,144
Less: MSOs/Broadcasters-related cost of hardware revenues	(1,433)	(6)	(385)	(3,100)	(4,524)	(581)		
Total Acquisition Costs	5,323	5,149	6,719	6,102	4,873	5,696	15,058	20,954
TiVo-Owned Subscription Gross Additions	31	37	59	44	36	48	109	69
Subscription Acquisition Costs (SAC)	$ 172	$ 139	$ 114	$ 139	$ 135	$ 119	$ 138	$ 304

	Twelve Months Ended							
	July 31, 2009	April 30, 2009	Jan 31, 2009	Oct 31, 2008	July 31, 2008	April 30, 2008	Jan 31, 2008	Oct 31, 2007
Subscription Acquisition Costs	(In thousands, except SAC)							
Sales and marketing, subscription acquisition costs	$ 5,811	$ 5,861	$ 6,038	$ 11,543	$ 18,292	$ 26,419	$ 31,050	$ 33,770
Hardware revenues	(38,398)	(41,564)	(41,133)	(46,487)	(50,950)	(45,450)	(41,798)	(45,622)
Less: MSOs/Broadcasters-related hardware revenues	5,190	8,608	9,333	8,971	5,632	698		
Cost of hardware revenues	55,614	57,953	57,742	65,907	78,712	91,677	92,052	111,760
Less: MSOs/Broadcasters-related cost of hardware revenues	(4,924)	(8,015)	(8,590)	(8,205)	(5,105)	(581)		
Total Acquisition Costs	23,293	22,843	23,390	31,729	46,581	72,763	81,304	99,908
TiVo-Owned Subscription Gross Additions	171	176	187	237	262	267	276	330
Subscription Acquisition Costs (SAC)	$ 136	$ 130	$ 125	$ 134	$ 178	$ 273	$ 295	$ 303

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As a result of the seasonal nature of our subscription growth, total acquisition costs vary significantly during the year. Management primarily reviews the SAC metric on an annual basis due to the timing difference between our recognition of promotional program expense and the subsequent addition of the related subscriptions. For example, we have historically experienced increased TiVo-Owned subscription gross additions during the fourth quarter, however, sales and marketing, subscription acquisition activities occur throughout the year. As such, we have also provided SAC on a rolling twelve month basis.

During the three months ended July 31, 2009, our total acquisition costs were $5.3 million, an increase of $450,000 from the same prior year period. Our TiVo-Owned hardware gross margin loss increased by $500,000. This increase in hardware gross margin loss is related in part to a lower benefit from utilization of previously reserved inventory sold during the quarter ended July 31, 2009 as compared to the same prior year period. During the quarter ended July 31, 2009 we had a net benefit of $29,000 mainly from changes in inventory reserves as compared to $1.4 million utilization of previously reserved inventory in the same prior year period. These increases were offset by lower sales and marketing, subscription acquisition costs of $50,000 as we continue to manage these costs.

During the twelve months ended July 31, 2009 our total acquisition costs were $23.3 million, a 50% decrease when compared to the $46.6 million in total acquisition costs from the same prior year period. The decrease in total acquisition costs was primarily related to a decrease in our sales and marketing subscription acquisition costs of $12.5 million, largely related to decreased advertising spending. Additionally we had a decrease in our hardware gross margin loss of $10.8 million for the twelve months ended July 31, 2009 as compared to the same prior year period. This hardware gross margin loss improvement was primarily related to lower DVR sales volumes.

The decrease in SAC of $42, for the twelve months ended July 31, 2009 as compared to the same prior year period, was largely related to decreased sales and marketing subscription acquisition spending of $12.5 million, offset by fewer subscription gross additions during the twelve month period.

Average Revenue Per Subscription or ARPU. Management reviews this metric, and believes it may be useful to investors, in order to evaluate the potential of our subscription base to generate revenues from a variety of sources, including subscription fees, advertising, and audience research measurement. ARPU does not include rebates, revenue share, and other payments to channel that reduce our GAAP revenues. As a result, you should not use ARPU as a substitute for measures of financial performance calculated in accordance with GAAP. Management believes it is useful to consider this metric excluding the costs associated with rebates, revenue share, and other payments to channel because of the discretionary and varying nature of these expenses and because management believes these expenses, which are included in hardware revenues, net, are more appropriately monitored as part of SAC. We are not aware of any uniform standards for calculating ARPU and caution that our presentation may not be consistent with that of other companies.

We calculate ARPU per month for TiVo-Owned subscriptions by subtracting MSOs/Broadcaster-related service revenues (which includes MSOs/Broadcasters subscription service revenues and MSOs/Broadcasters -related advertising revenues) from our total reported net service revenues and dividing the result by the number of months in the period. We then divide by Average TiVo-Owned subscriptions for the period, calculated as described above for churn rate. The following table shows this calculation:

	Three Months Ended							
TiVo-Owned Average Revenue per Subscription	**July 31, 2009**	**April 30, 2009**	**Jan 31, 2009**	**Oct 31, 2008**	**July 31, 2008**	**April 30, 2008**	**Jan 31, 2008**	**Oct 31, 2007**
	(In thousands, except ARPU)							
Total service revenues	41,500	42,129	44,115	47,676	48,174	48,443	51,025	52,940
Less: MSOs/Broadcasters-related service revenues	(4,315)	(4,522)	(5,137)	(5,772)	(5,781)	(5,699)	(7,133)	(6,599)
TiVo-Owned-related service revenues	37,185	37,607	38,978	41,904	42,393	42,744	43,892	46,341
Average TiVo-Owned revenues per month	12,395	12,536	12,993	13,968	14,131	14,248	14,631	15,447
Average TiVo-Owned per month subscriptions	1,604	1,639	1,656	1,675	1,712	1,737	1,727	1,708
TiVo-Owned ARPU per month	$ 7.73	$ 7.65	$ 7.85	$ 8.34	$ 8.25	$ 8.20	$ 8.47	$ 9.04

The decrease in TiVo-Owned ARPU per month for the quarter ended July 31, 2009 was largely due to a higher number of product lifetime subscriptions that are fully amortized, as compared to the same prior year period coupled with lower product lifetime revenues as the amortization period we use to recognize product lifetime subscriptions is longer. Effective November 1, 2008, we have extended the period we use to recognize product lifetime subscription revenues from 54 months to 60 months for all new and not fully amortized product lifetime subscriptions. We now amortize all product lifetime subscriptions over a 60 month period. Refer to Critical Accounting Estimates Recognition Period for Product Lifetime Subscriptions Revenues. Due to this extended revenue recognition period and the reduction in our subscription rates in November 2008, we expect fiscal year 2010 TiVo-Owned ARPU per month to be lower.

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We calculate ARPU per month for MSOs/Broadcasters subscriptions by first subtracting TiVo-Owned-related service revenues (which includes TiVo-Owned subscription service revenues and TiVo-Owned related advertising revenues) from our total reported service revenues. Then we divide average revenues per month for MSOs/Broadcasters -related service revenues by the average MSOs/Broadcasters subscriptions for the period. The following table shows this calculation:

	Three Months Ended							
MSOs/Broadcasters Average Revenue per Subscription	**July 31, 2009**	**April 30, 2009**	**Jan 31, 2009**	**Oct 31, 2008**	**July 31, 2008**	**April 30, 2008**	**Jan 31, 2008**	**Oct 31, 2007**
	(In thousands, except ARPU)							
Total service revenues	41,500	42,129	44,115	47,676	48,174	48,443	51,025	52,940
Less: TiVo-Owned-related service revenues	(37,185)	(37,607)	(38,978)	(41,904)	(42,393)	(42,744)	(43,892)	(46,341)
MSOs/Broadcasters-related service revenues	4,315	4,522	5,137	5,772	5,781	5,699	7,133	6,599
Average MSOs/Broadcasters revenues per month	1,438	1,507	1,712	1,924	1,927	1,900	2,378	2,200
Average MSOs/Broadcasters per month subscriptions	1,521	1,625	1,743	1,868	2,009	2,136	2,279	2,422
MSOs/Broadcasters ARPU per month	$ 0.95	$ 0.93	$ 0.98	$ 1.03	$ 0.96	$ 0.89	$ 1.04	$ 0.91

The MSOs/Broadcasters related service revenues for the quarter ended July 31, 2009 decreased $0.01 per subscription to $0.95 per subscription, as compared $0.96 for the same prior year period, and increased $0.02 as compared to the quarter ended April 30, 2009. These fluctuations in average revenue per subscription are primarily related to fluctuations in MSOs/Broadcasters -related advertising revenues.

Critical Accounting Estimates

Critical accounting estimates are those that reflect significant judgments and uncertainties, and may potentially result in materially different results under different assumptions and conditions. We base our discussion and analysis on our condensed consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles as described in Item 1. Note 2. Summary of Significant Accounting Policies in the notes to our condensed consolidated financial statements. The preparation of these financial statements requires us to make estimates and judgments that affect our reported amounts of assets, liabilities, revenue, and expenses and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates. We base our estimates on historical experience and on other assumptions that we believe to be reasonable under the circumstances. The results of this analysis form the basis for our judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may materially differ from these estimates under different assumptions or conditions. For a detailed discussion on the application of these and other accounting estimates, see Item 1. Note 2. Summary of Significant Accounting Policies in the notes to our condensed consolidated financial statements.

Recognition Period for Product Lifetime Subscriptions Revenues. From time-to-time TiVo has offered for general sale a product lifetime subscription option for the life of the DVR for a one-time, prepaid payment. During the quarter ended January 31, 2009, we extended the period used to recognize product lifetime subscription revenues for the product lifetime subscriptions acquired on or before October 31, 2007 from 54 months to 60 months, resulting in a reduction of service revenue of $706,000 for the quarter ended July 31, 2009. The new estimates of expected lives are dependant on assumptions with regard to future churn of the product lifetime subscriptions. As of July 31 2009, 219,000 product lifetime subscriptions have exceeded the period we use to recognize product lifetime subscription revenues and had made contact with the TiVo service within the prior six month period. This represents approximately 34% of our cumulative lifetime subscriptions as compared to 29% the quarter ended July 31, 2008. During fiscal year ending January 31, 2010, we will continue to monitor the useful life of a TiVo-enabled DVR and the impact of the differences between actual churn and forecasted churn rates. If subsequent actual experience is not in line with our current assumptions, including higher churn of product lifetime subscriptions due to the incompatibility of our standard definition TiVo units with high definition programming and increased competition, we may revise the estimated life which could result in the recognition of revenues from this source over a longer or shorter period.

Engineering Services Project Cost Estimates. We recognize revenues for software engineering services that are essential to the functionality of the software or involve significant customization or modification using the percentage-of-completion method, as described in Statement of Position (SOP) 81-1 *Accounting for Performance of Construction-Type and Certain Production-Type Contracts.* We recognize revenue by measuring progress toward completion based on the ratio of costs incurred, principally labor, to total estimated costs of the project, an input method. In general, these contracts are long-term and complex. We believe we are able to make reasonably dependable estimates based on historical experience and various other assumptions that we believe to be reasonable under the circumstances. These estimates include forecasting of costs and schedules, projecting cost to complete, tracking progress of costs incurred to date, and projecting the remaining effort to complete the project. Costs included in engineering services are labor, materials, and overhead related to the specific activities that are required for the project. Costs related to general infrastructure or platform development are not included in the engineering services project cost estimates. These estimates are assessed continually during the term of the contract and revisions are reflected when the conditions become known. In some cases, we have accepted engineering services contracts that were expected to be losses at the time of acceptance. Provisions for all losses on contracts are recorded when estimates determine that a loss will be incurred on a contract. Using different cost estimates, or different methods of measuring progress to completion, engineering services revenues and expenses may produce materially different results. A favorable change in estimates in a period could result in additional revenue and profit, and an unfavorable change in estimates could result in a reduction of profit or the recording of a loss that would be borne solely by TiVo. For the quarter ended July 31, 2009, the majority of our technology revenues are related to Comcast, DIRECTV, and Seven/Hybrid TV (New Zealand).

Valuation of Inventory. We value inventory at the lower of cost or market with cost determined on the first-in, first-out method. We base write-downs of inventories upon current facts and circumstances and determine net realizable value on an aggregate pool basis (DVR type). We perform a detailed assessment of excess and obsolete inventory and purchase commitments at each balance sheet date, which includes a review of, among other factors, demand requirements and market conditions. Based on this analysis, we record adjustments, when appropriate, to reflect inventory of finished products and materials on hand at lower of cost or market and to reserve for products or materials which are not forecasted to be used. We also record accruals for charges that represent management s estimate of our exposure to the contract manufacturer for excess non-cancelable purchase commitments. Although we make every effort to ensure the accuracy of our forecasts of product demand and pricing assumptions, any significant unanticipated changes in demand, pricing, or technological developments would significantly impact the value of our inventory and our reported operating results. If we find that our estimates are too optimistic and determine that our inventory needs to be written down, we will be required to recognize such costs in our cost of revenue at the time of such determination. Conversely, if we find our estimates are too pessimistic and/or circumstances beyond our control change and we subsequently sell product that has previously been written down, our gross margin in the period of sale will be favorably impacted. For example, in the quarter ended July 31, 2007, we anticipated demand would be lower than the previously expected sales of standard definition DVRs and this change in our sales forecast resulted in an impairment of $7.5 million in raw materials and finished goods inventory and we reserved an additional $3.7 million for excess non-cancelable purchase commitments. During the quarter ended July 31, 2009 we had a net benefit of $29,000 from changes in impaired inventory and in the three months ended July 31, 2008, we consumed $1.4 million of previously impaired inventory, due to better than expected sales of our standard definition DVR.

Valuation of Stock-Based Compensation. We recognize expense related to our stock-based awards under the fair-value provisions of SFAS 123(R), *Share Based Payment* . The fair value of our restricted stock awards was calculated based on the fair market value of our stock at the grant date. We use the Black Scholes option pricing model to determine the fair value of our stock options and ESPP awards which requires input of highly subjective assumptions, including expected stock price volatility and the estimated life of each award and interest rates.

The expected volatility is based on a combination of historical volatility of our common stock and implied volatility in market traded options on our common stock. The expected life of stock options granted prior to December 31, 2007 was based on the simplified calculation of expected life as defined by Staff Accounting Bulletin (SAB) 107, *Share-Based Payment* . The expected life of stock options granted after January 1, 2008 is based on historical employee exercise patterns associated with prior similar option grants. The interest rate is base on the average of U.S. Treasury yield curve on investments with lives approximating the term during the fiscal quarter an option is granted. The majority of our share-based awards granted in fiscal 2010 through July 31, 2009 has been in restricted stock units, whose valuation does not require input of these highly subjective assumptions, including expected stock price volatility and the estimated life of each award and interest rates and thus the valuation is less judgmental.

In addition, SFAS No. 123R requires us to develop an estimate of the number of share-based awards which will be forfeited due to employee turnover. We use historical data to estimate pre-vesting option forfeitures and record stock-based compensation expense only for those awards that are expected to vest. Quarterly changes in the estimated forfeiture rate can affect our gross margin, research and development expenses, sales and marketing expenses, and general and administrative expenses. The expense we recognize in future periods could also differ from the current period and/or our forecasts due to adjustments in the assumed forfeiture rates.

Recent Accounting Pronouncements

In April 2009, the FASB issued FSP FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly.* FSP FAS 157-4 provides additional guidance related to the estimation of fair value when the volume and level of activity for the asset or liability have significantly decreased, the identification of transactions that are not orderly, and the use of judgment in evaluating the relevance of inputs such as transaction prices. FSP FAS 157-4 was effective for our interim reporting beginning in the second quarter of fiscal 2010. The implementation of this new accounting standard did not significantly change our valuation or disclosure of financial and nonfinancial assets and liabilities under the scope of FAS 157.

In April 2009, the FASB issued FSP FAS 115-2 and FAS 124-2*, Recognition and Presentation of Other-Than-Temporary Impairments,* (FSP FAS 115-2). FSP FAS 115-2 requires a company to recognize the credit component of an other-than-temporary impairment of a debt security in income and the non-credit component in accumulated other comprehensive income when the Company does not intend to sell the security and it is more likely than not we will not be required to sell the security prior to recovery. FSP FAS 115-2 also changes the threshold for determining when an other-than-temporary impairment has occurred with respect to intent and ability to hold until recovery and requires additional disclosures. FSP 115-2 was effective for our interim reporting in the second quarter of fiscal 2010 and its adoption did not have a material impact on our condensed consolidated financial statements.

In May 2009, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 165, *Subsequent Events* (SFAS 165), which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. We adopted SFAS 165 for the quarter ended July 31, 2009. Adoption did not have a material impact on our condensed consolidated financial statements.

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In June 2009, the FASB issued SFAS No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles* (SFAS 168). SFAS 168 identifies the FASB Accounting Standards Codification as the authoritative source of generally accepted accounting principles in the United States. Rules and interpretive releases of the Securities and Exchange Commission (SEC) under federal securities laws are also sources of authoritative GAAP for SEC registrants. SFAS 168 is effective for financial statements issued for interim and annual periods ending after September 15, 2009. We do not expect adoption to have a material impact on our condensed consolidated financial statements.

Results of Operations

Net Revenues. Our net revenues for the three and six months ended July 31, 2009 and 2008 as a percentage of total net revenues were as follows:

	Three Months Ended July 31, 2009		Three Months Ended July 31, 2008		Six Months Ended July 31, 2009		Six Months Ended July 31, 2008	
	(In thousands, except percentages)							
Service revenues	$ 41,500	72%	$ 48,174	74%	$ 83,629	75%	$ 96,617	77%
Technology revenues	7,349	13%	5,369	8%	$ 13,735	12%	$ 11,776	9%
Hardware revenues	8,533	15%	11,699	18%	$ 14,909	13%	$ 17,644	14%
Net revenues	$ 57,382	100%	$ 65,242	100%	$ 112,273	100%	$ 126,037	100%
Change from same prior year period	-12%		4%		-11%		2%	

Service Revenues. The decrease in Service revenues of $6.7 million and $13.0 million in the three and six months ended July 31, 2009, as compared to the same prior year period was due to a lower cumulative subscription base and from lower TiVo-Owned product lifetime service revenues due to increased number of fully-amortized product lifetime subscriptions and an increase in the amortization period we use to recognize revenues from the sale of our product lifetime service subscriptions. Also contributing to the decrease was a decline in MSOs/Broadcaster revenue as DIRECTV will not offer new TiVo service subscriptions to its customers until launch of the new High Definition platform and therefore, we continue to experience cancellations of our existing DIRECTV subscription base. Our decision to extend the period we use to recognize product lifetime subscriptions, as described in our Critical Accounting Estimates under *Recognition Period for Product Lifetime Subscriptions Revenues* resulted in a reduction of service revenues of $706,000 and $2.1 million for the three and six months ended July 31, 2009, respectively.

Technology Revenues. Technology revenues for the three and six months ended July 31, 2009 increase $2.0 million, as compared to the same prior year periods primarily due to higher volume of work for DIRECTV. For the three and six month periods ended July 31, 2009, the majority of our technology revenues are related to Comcast, DIRECTV, and Seven/Hybrid TV (New Zealand) whereas the majority of our technology revenues for the three and six months ended July 31, 2008 were related to Comcast and our international customers.

Hardware Revenues. Hardware revenues, net of allowance for sales returns and net of rebates for the three and six months ended July 31, 2009, decreased by $3.2 million and $2.7 million, respectively, as compared to the same prior year periods. The decreases in net hardware revenues for the three and six month period is related to the decline in the number of units sold during the three and six month periods ended July 31, 2009 as compared to the same prior year periods.

Cost of service revenues.

	Three Months Ended July 31, 2009	Three Months Ended July 31, 2008	Six Months Ended July 31, 2009	Six Months Ended July 31, 2008
	(In thousands, except percentages)			
Cost of service revenues	$ 9,831	$ 11,245	$ 19,981	$ 22,439
Change from same prior year period	-13%	12%	-11%	11%
Percentage of service revenues	24%	23%	24%	23%

Service gross margin	$ 31,669	$ 36,929	$ 63,648	$ 74,178
Service gross margin as a percentage of service revenues	76%	77%	76%	77%

Costs of service revenues consist primarily of telecommunication and network expenses, employee salaries, call center, credit card processing fees, and other expenses related to providing the TiVo service. Cost of service revenues for the three and six months ended July 31, 2009 decreased by $1.4 million and $2.5 million, as compared to the same prior year periods. The decrease in cost of service revenues for the three months ended July 31, 2009 was related to decreased telecommunication costs of $113,000, decreased bank charges and fees of $299,000, and decreased service center expenses of $941,000.

The decrease in cost of service revenues for the six months ended July 31, 2009 was related to decreased telecommunication costs of $282,000 decreased bank charges and fees of $573,000, decreased direct marketing expenses of $374,000, decrease allocated IT expenses of $445,000, and decreased service center expenses of $789,000.

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Cost of technology revenues.

	Three Months Ended July 31, 2009	2008	Six Months Ended July 31, 2009	2008
	(In thousands, except percentages)			
Cost of technology revenues	$ 5,862	$ 3,124	$ 10,345	$ 7,044
Change from same prior year period	88%	-15%	47%	-2%
Percentage of technology revenues	80%	58%	75%	60%
Technology gross margin	$ 1,487	$ 2,245	$ 3,390	$ 4,732
Technology gross margin as a percentage of technology revenues	20%	42%	25%	40%

Cost of technology revenues includes costs associated with our development work primarily for Comcast, DIRECTV, and our international projects. Cost of technology revenues during the three and six months ended July 31, 2009 increased by 88% and 47% or $2.7 million and $3.3 million, respectively as compared to the same prior year periods. These increases in costs of technology revenues are associated with the increase in technology revenues. Technology gross margin for the three and six months ended July 31, 2009 decreased by $758,000 and $1.3 million, respectively as compared to the same prior year periods. These decreases in technology gross margin are primarily related to the DIRECTV development work and the methodology used to recognize revenues related to this work and lower profitability on our technology development work. During the three and six months ended July 31, 2009 we recognized revenues and costs for DIRECTV development work on a zero profit model, which resulted in the recognition of equal amounts of revenues and costs.

Cost of hardware revenues.

	Three Months Ended July 31, 2009	2008	Six Months Ended July 31, 2009	2008
	(In thousands, except percentages)			
Cost of hardware revenues	$ 12,935	$ 15,274	$ 23,511	$ 25,639
Change from same prior year period	-15%	-46%	-8%	-34%
Percentage of hardware revenues	152%	131%	158%	145%
Hardware gross margin	$ (4,402)	$ (3,575)	$ (8,602)	$ (7,995)
Hardware gross margin as a percentage of hardware revenue	-52%	-31%	-58%	-45%

Costs of hardware revenues include all product costs associated with the TiVo-enabled DVRs we distribute and sell, including manufacturing-related overhead and personnel, warranty, certain licensing, order fulfillment, and freight costs. We sell this hardware primarily as a means to grow our service revenues and, as a result, do not generate positive gross margins from these hardware sales. Our costs of hardware sales for the three and six month periods ended July 31, 2009 decreased by $2.3 million and $2.1 million, respectively as compared to the same prior year period primarily because we sold fewer TiVo units as compared to the same prior year periods.

Hardware gross margin loss for the three and six months ended July 31, 2009 increased by $827,000 and $607,000, respectively, as compared to the same prior year periods. This increase in hardware gross margin loss is largely attributed to the lower number of standard definition DVRs sold during the three and six months ended July 31, 2009, as compared to the same prior year periods. This resulted in less of a recognized benefit from utilization of previously impaired standard definition inventory, as compared to the same prior year period.

Research and development expenses.

	Three Months Ended July 31, 2009	2008	Six Months Ended July 31, 2009	2008
	(In thousands, except percentages)			
Research and development expenses	$ 14,358	$ 15,323	$ 29,424	$ 30,071
Change from same prior year period	-6%	2%	-2%	3%
Percentage of net revenues	25%	23%	26%	24%

Our research and development expenses consist primarily of employee salaries, related expenses, and consulting expenses. Our research and development expenses for the three and six months ended July 31, 2009 decreased by $1.0 million and $647,000 as compared to the same prior year periods.

The decrease in research and development expenses for the three and six months ended July 31, 2009 was largely related to higher utilization of our engineering staff on development projects generating technology revenues resulting in $1.8 million and $2.2 million in higher allocations of research and development expense to cost of technology revenues, during the three and six months ended July 31, 2009, respectively. In the three and six months ended July 31, 2009 these expenses were partially offset by $733,000 and $742,000, respectively in higher consulting and temporary expenses, as we engaged outside resources for our internal technology projects. Also impacting the six month period ending July 31, 2009 was increased employee benefits expenses of $277,000 and increased non cash stock compensation of $330,000.

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Sales and marketing expenses.

	Three Months Ended July 31, 2009	2008	Six Months Ended July 31, 2009	2008
	(In thousands, except percentages)			
Sales and marketing expenses	$ 5,463	$ 5,906	$ 11,158	$ 11,842
Change from same prior year period	-8%	10%	-6%	11%
Percentage of net revenues	10%	9%	10%	9%

Sales and marketing expenses consist primarily of employee salaries and related expenses. Sales and marketing expenses decreased $443,000 and $684,000 during the three and six month periods ended July 31, 2009, respectively. These decreases were related to lower temporary employee expenses of $174,000 and $374,000, respectively, as we reduced our temporary headcount. Additionally, we reduced travel and entertainment expenses by $135,000 and $212,000, respectively, as we continue to manage our sales and marketing expenses.

Sales and marketing, subscription acquisition costs.

	Three Months Ended July 31, 2009	2008	Six Months Ended July 31, 2009	2008
	(In thousands, except percentages)			
Sales and marketing, subscription acquisition costs	$ 838	$ 888	$ 1,820	$ 2,047
Change from same prior year period	-6%	-90%	-11%	-86%
Percentage of net revenues	1%	1%	2%	2%

Sales and marketing, subscription acquisition costs include advertising expenses and promotional expenses directly related to our efforts to acquire new TiVo-Owned subscriptions to the TiVo service. Sales and marketing, subscription acquisition costs during the three and six months ended July 31, 2009 was relatively flat as compared to the same prior year periods.

General and administrative expenses.

	Three Months Ended July 31, 2009	2008	Six Months Ended July 31, 2009	2008
	(In thousands, except percentages)			
General and administrative	$ 11,227	$ 10,869	$ 23,469	$ 21,205
Change from same prior year period	3%	5%	11%	-2%
Percentage of net revenues	20%	17%	21%	17%

General and administrative expenses consist primarily of employee salaries and related expenses for executive, administrative, accounting, information technology systems, facility costs, and legal and professional fees. During the three month period ended July 31, 2009, the increase of $358,000 in general and administrative expenses, as compared to the same prior year period, was largely related to increased legal spending of $632,000 related to our EchoStar litigation, increased stock compensation expenses of $220,000, and increased IT expenses. These increases were offset by a reduction in salary and wage expenses of $480,000, as we reduced our headcount as compared to the same prior year period.

During the six month period ended July 31, 2009, the increase of $2.3 million in general and administrative expenses, as compared to the same prior year period, was largely related to increased legal spending of $2.7 million related to our EchoStar litigation, increased stock compensation expenses of $1.1 million, and a $407,000 increase in IT expenses. These increases were offset by a reduction in salary and wage expenses of $656,000, as we reduced our headcount as compared to the same prior year period, a decrease of $403,000 in property tax expenses, $183,000 in decreased business insurance expenses, $450,000 in decreased temporary employee and consulting fees, and a $208,000 decrease in accounting and tax service fees.

Interest income.

Interest income resulting from cash, cash equivalents, and short-term investments held in interest bearing accounts and short-term investments for the three and six months ended July 31, 2009 was $136,000 and $326,000, respectively. This was a decrease of $285,000 and $674,000 as compared to the same prior year periods. These decreases were primarily a result of a decreases in the average interest rate earned in the three and six months ended July 31, 2009 as compared to the same prior year periods.

Liquidity and Capital Resources

We have financed our operations and met our capital expenditure requirements primarily from the proceeds from the sale of equity securities and funds generated from operations. Our cash resources are subject, in part, to the amount and timing of cash received from our subscriptions, licensing and engineering services customers, and hardware customers. As of July 31, 2009, we had $237.9 million of cash, cash equivalents, and short-term investments. We believe our cash and cash equivalents, combined with funds generated from operations, provide sufficient resources to fund operations, capital expenditures, and working capital needs through the next twelve months.

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Statement of Cash Flows Discussion

Our primary sources of liquidity are cash flows provided by operations, investing, and financing activities. Although we currently anticipate these sources of liquidity, together with cash and cash equivalents will be sufficient to meet our cash needs through the next twelve months, we may require or choose to obtain additional financing. Our ability to obtain financing will depend, among other things, on our development efforts, business plans, operating performance, and the condition of the capital markets at the time we seek financing. We cannot assure you that additional financing will be available to us on favorable terms when required, or at all. If we raise additional funds through the issuance of equity, equity-linked or debt securities, those securities may have rights, preferences or privileges senior to the rights of our common stock, and our stockholders may experience dilution. If we need to raise additional funds in the future and are unable to do so or obtain additional financing on acceptable terms in the future, it is possible we would have to limit certain planned activities including sales and marketing and research and development activities. Please refer to Part II, Item 1A, Risk Factors in this Report and Part I, Item 1A, Risk Factors in our most recent annual report on Form 10-K for further discussion.

The following table summarizes our cash flow activities:

	Six Months Ended July 31, 2009	Six Months Ended July 31, 2008
Net cash provided by (used in) operating activities	$ 8,742	$ 10,158
Net cash provided by (used in) investing activities	$ (53,721)	$ 12,441
Net cash provided by financing activities	$ 29,649	$ 4,366

Net Cash Provided by (Used in) Operating Activities

During the six months ended July 31, 2009 our net cash provided by operating activities was $8.7 million as compared to $10.2 million during the same prior year period. This change in operating cash flow was largely attributed to the timing of vendor payments which decreased by approximately $11.1 million and was offset by a decrease in accounts receivable collections of approximately $4.4 million combined with the decline of $13.6 million in net income (loss) for the six month period ended July 31, 2009 and non-cash stock compensation expense increased by $2.0 million as compared to the same prior year period.

Net Cash Used in Investing Activities

The net cash used by investing activities for the six months ended July 31, 2009 was approximately $53.7 million compared to net cash provided by investing activities of $12.4 million for the same prior year period. The net cash used in investing activities for the six months ended July 31, 2009, was largely related to TiVo s cash management process, and the purchase and sales of short-term investments resulting in a net expenditure of cash and cash equivalents of $45.9 million (which resulted in a corresponding increase in short-term investments of $45.9 million). Additionally, during the quarter we acquired property and equipment of $2.9 million which is used to support our business, and intangible assets of $1.5 million to enhance our patent portfolio. Finally, we paid $3.4 million for the purchase of a long term investment. This investment is being accounted for under the cost method of accounting.

Net Cash Provided by Financing Activities

For the six months ended July 31, 2009, the principal sources of cash generated from financing activities was related to the issuance of common stock upon exercise of stock options which generated $29.8 million and the issuance of common stock related to the employee stock purchase plan on June 30, 2009 of $2.3 million. This was partially offset by the repurchase of $2.4 million in restricted stock to satisfy employee tax withholdings.

Financing Agreements

Universal Shelf Registration Statement.

We have an effective universal shelf registration statement on Form S-3 (No. 333-146156) on file with the Securities and Exchange Commission under which we may issue up to $100,000,000 of securities, including debt securities, common stock, preferred stock, and warrants. Depending on market conditions, we may issue securities under this or future registration statements or in private offerings exempt from registration requirements.

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Contractual Obligations

Contractual Obligations	Total	Less than 1 year	1-3 years	3-5 years	Over 5 years
		Payments due by Period (In thousands)			
Operating leases	$ 15,036	$ 2,357	$ 5,548	$ 3,966	$ 3,165
Purchase obligations	12,038	12,038			
Total contractual cash obligations	**$ 27,074**	**$ 14,395**	**$ 5,548**	**$ 3,966**	**$ 3,165**

Purchase Commitments with Contract Manufacturers and Suppliers. We purchase components from a variety of suppliers and use several contract manufacturers to provide manufacturing services for our products. During the normal course of business, in order to manage manufacturing lead times and help assure adequate component supply, we enter into agreements with contract manufacturers and suppliers that either allow them to procure inventory based upon criteria as defined by us or that establish the parameters defining our requirements. In certain instances, these agreements allow us the option to cancel, reschedule, and adjust our requirements based on our business needs prior to firm orders being placed. The table above displays that portion of our purchase commitments arising from these agreements that is firm, non-cancelable, and unconditional. If there are unexpected changes to anticipated demand for our products or in the sales mix of our products, some of the firm, non-cancelable, and unconditional purchase commitments may result in TiVo being committed to purchase excess inventory. The above table does not include a reserve of $759,000 for excess non-cancelable purchase commitments which is included in accrued liabilities on our condensed consolidated balance sheet dated July 31, 2009.

As of July 31, 2009, the Company recorded gross unrecognized tax benefits of approximately $126,000, which are classified as long-term liabilities in the condensed consolidated balance sheet. At this time, the Company is unable to make a reasonably reliable estimate of the timing of payments in individual years due to uncertainties in the timing of tax audit outcomes; therefore, such amounts are not included in the above contractual obligation table.

Our other commercial commitment as of July 31, 2009, was our standby letter of credit issued to the landlord of our Alviso, California offices in the amount shown below:

	Total	Less than 1 year	1-3 years	3-5 years	Over 5 years
			(In thousands)		
Standby letter of credit	$ 327	$ 150	$ 150	$ 27	$
Total contractual obligations	**$ 327**	**$ 150**	**$ 150**	**$ 27**	**$**

Off-Balance Sheet Arrangements

As part of our ongoing business, we generally do not engage in transactions that generate relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities. Accordingly, our operating results, financial condition, and cash flows are not generally subject to off-balance sheet risks associated with these types of arrangements. We did not have any material off-balance sheet arrangements as of July 31, 2009.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our exposure to market risk for changes in interest rates relates primarily to our investment portfolio. We do not use derivative financial instruments in our investment portfolio and we conduct transactions in U.S. dollars. We currently invest the majority of our cash in money market funds and high-grade government and corporate debt and maintain our investments with two financial institutions with a high credit rating. We also hold investments in auction rate securities. As part of our cash management process, we perform periodic evaluations of the relative credit ratings of issuers of these securities. We have not experienced any credit losses on our cash, cash equivalents, or short and long-term investments. Our investment portfolio only includes instruments with original maturities of less than one year (with the exception of auction rate securities as discussed below) held for investment purposes, not trading purposes. Due to the short-term nature of our cash equivalents and short-term investments we do not anticipate any material effect on our portfolio due to fluctuations in interest rates.

As of July 31, 2009, we held approximately $5.0 million principal amount of investments with an auction reset feature (auction-rate securities), with a fair value of $3.7 million that are classified as long term assets. We have recorded an unrealized loss on these auction rate securities of $1.3 million. The Company has the intent and ability and believes it will hold these securities until their anticipated recovery. Based on our expected operating cash flows, and our other sources of cash, we do not anticipate the potential lack of liquidity on these investments will materially affect our ability to execute our current business plan.

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ITEM 4. CONTROLS AND PROCEDURES

We are committed to maintaining disclosure controls and procedures designed to ensure that information required to be disclosed in our periodic reports filed under the Securities Exchange Act of 1934, as amended (the Exchange Act), is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures and implementing controls and procedures based on the application of management s judgment.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Exchange Act. Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures, as defined above, were effective in reaching a reasonable level of assurance as of July 31, 2009 (the end of the period covered by this Report).

There have been no changes in our internal control over financial reporting during the three months ended July 31, 2009 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations of Disclosure Controls and Procedures and Internal Control over Financial Reporting

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Additionally, controls can be circumvented or over-ridden by the individual acts of some persons, by the collusion of two or more people, or by management. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Because of the inherent limitations in a cost-effective control system, misstatements or omissions due to error or fraud may occur and not be detected.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The information under the heading Legal Matters set forth under Note 9 and 13 of Notes to Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 of this report, is incorporated herein by reference.

ITEM 1A. RISK FACTORS

Before deciding to purchase, hold or sell our common stock, you should carefully consider the risk factors described in our annual report on Form 10-K for the year ended January 31, 2009 in the section entitled Risk Factors , in addition to the other cautionary statements and risks described elsewhere, and the other information contained in this report and in our other filings with the SEC, including our annual report on Form 10-K for the year ended January 31, 2009 and subsequent reports on Forms 10-Q and 8-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

Item 5. Other Information

The information under the heading Subsequent Events set forth under Note 13 of Notes to Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 of this report, is incorporated herein by reference.

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Item 6. Exhibits

EXHIBIT NUMBER	DESCRIPTION
10.1	Amendment to the Licensed Data Agreement, dated as of November 15, 2007, by and between Tribune Media Services, Inc. and TiVo Inc. (filed herewith).
10.2+	First Amendment to the Licensed Data Agreement, dated as of June 1, 2009, by and between Tribune Media Services, Inc. and TiVo Inc. (filed herewith).
10.3	Second Amendment to Lease Agreement, dated as of May 1, 2009, between TiVo Inc. and Bixby Technologies Center, LLC as successor-in-interest to WIX/NSJ Real Estate Limited Partnership (filed herewith).
10.4+	Master Marketing and Development Agreement, effective as of July 7, 2009, between TiVo Inc. and Best Buy Stores, L.P (filed herewith).
31.1	Certification of Thomas S. Rogers, President and Chief Executive Officer of TiVo Inc. dated September 9, 2009 pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Anna Brunelle, Chief Financial Officer of TiVo Inc. dated September 9, 2009 pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Thomas S. Rogers, President and Chief Executive Officer of TiVo Inc. dated September 9, 2009 in accordance with 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Anna Brunelle, Chief Financial Officer of TiVo Inc. dated September 9, 2009 in accordance with 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

+ Confidential Treatment has been requested as to portions of this exhibit.

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Signatures and Officer Certifications

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

		TIVO INC.
Date: September 9, 2009	By:	**/s/ THOMAS ROGERS** **Thomas Rogers** President and Chief Executive (Principal Executive Officer)
Date: September 9, 2009	By:	**/s/ ANNA BRUNELLE** **Anna Brunelle** Chief Financial Officer (Principal Financial and Accounting Officer)

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