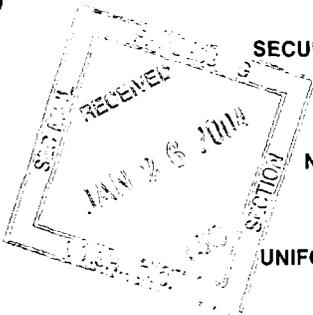


FORM D

1088825



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

FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL table with OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response: 1

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Issuance of Common Stock pursuant to Agreement and Plan of Merger

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE. Type of Filing: New Filing, Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer



04006331

Name of Issuer (check if this is an amendment and name has changed, and indicate change.) TiVo Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) 2160 Gold Street, P. O. Box 2160, Alviso, CA 95002

Telephone Number (Including Area Code) (408) 519-9100

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Same as above

Telephone Number (Including Area Code)

Brief Description of Business Personal television subscription service.

Type of Business Organization: corporation, limited partnership, already formed, other (please specify), business trust, limited partnership, to be formed

PROCESSED JAN 28 2004 THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization: Month Year 08 1997 Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE)

GENERAL INSTRUCTIONS

Federal: Who Must File, When To File, Where to File, Copies Required, Information Required, Filing Fee. State:

ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (6-02)

1 of 9

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Ramsey, Michael**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o TiVo Inc., 2160 Gold Street, Alviso, CA 95002**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Courtney, David H.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o TiVo Inc., 2160 Gold Street, Alviso, CA 95002**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Hartenstein, Eddy W.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o Hughes Electronic Corporation, 2250 East Imperial Highway, El Segundo, CA 90245-0956**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Hendricks, John S.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o Discovery Communications, Inc., One Discovery Place, Silver Springs, MD 20910**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Komisar, Randy**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o TiVo Inc., 2160 Gold Street, Alviso, CA 95002**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Perry, Mark W.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o New Enterprise Associates, 2940 Sand Hill Road, Menlo Park, CA 94025**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Fruit, Charles**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o Coca Cola Company, NAT 1606, One Coca Cola Plaza, Atlanta, GA 30313**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Uva, Joseph**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o OMD Worldwide, 11 Madison Avenue, New York NY 10010**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Rogers, Tom**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o TiVo Inc., 2160 Gold Street, Alviso, CA 95002**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Yang, Geoffrey Y.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o Redpoint Partners, 3000 Sand Hill Road, Bldg. 2, Suite 290, Menlo Park, CA 94025**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Zaslav, David**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o NBC Inc., 30 Rockefeller Plaza, New York, NY 10112**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Barton, James**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o TiVo Inc., 2160 Gold Street, Alviso, CA 95002**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter       Beneficial Owner       Executive Officer       Director       General and/or Managing Partner

Full Name (Last name first, if individual)  
**Chien, Ta-Wei**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o TiVo Inc., 2160 Gold Street, Alviso, CA 95002**

Check Box(es) that Apply:  Promoter       Beneficial Owner       Executive Officer       Director       General and/or Managing Partner

Full Name (Last name first, if individual)  
**Keast, Brodie**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o TiVo Inc., 2160 Gold Street, Alviso, CA 95002**

Check Box(es) that Apply:  Promoter       Beneficial Owner       Executive Officer       Director       General and/or Managing Partner

Full Name (Last name first, if individual)  
**Roberts, Mark**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o TiVo Inc., 2160 Gold Street, Alviso, CA 95002**

Check Box(es) that Apply:  Promoter       Beneficial Owner       Executive Officer       Director       General and/or Managing Partner

Full Name (Last name first, if individual)  
**Yudkovitz, Marty**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o TiVo Inc., 2160 Gold Street, Alviso, CA 95002**

Check Box(es) that Apply:  Promoter       Beneficial Owner       Executive Officer       Director       General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter       Beneficial Owner       Executive Officer       Director       General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)



**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ 0	\$ 0
Equity: .....	<u>\$ 2,249,982.64*</u>	<u>\$ 2,249,982.64*</u>
	<input checked="" type="checkbox"/> Common	<input type="checkbox"/> Preferred

\* Represents \$1,500,000 vested shares to be exchanged, and \$750,000 conditional shares issued, pursuant to an Agreement and Plan of Merger.

Convertible Securities (including warrants) .....	\$ 0	\$ 0
Partnership Interests .....	\$ 0	\$ 0
Other (Specify: _____) .....	\$ 0	\$ 0
Total .....	<u>\$ 2,249,982.64</u>	<u>\$ 2,249,982.64</u>

Answer also in Appendix, Column 4, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	<u>7</u>	<u>\$ 1,853,923.36</u>
Non-accredited Investors .....	<u>1</u>	<u>\$ 396,059.28</u>
Total (for filings under Rule 504 only) .....	<u>N/A</u>	<u>\$ _____</u>

Answer also in Appendix, Column 3, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total .....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input checked="" type="checkbox"/>	<u>\$ 1,600.00</u>
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input checked="" type="checkbox"/>	<u>\$ 115,000.00</u>
Accounting Fees .....	<input checked="" type="checkbox"/>	<u>\$ 1,000.00</u>
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (identify _____) .....	<input type="checkbox"/>	\$ _____
Total .....	<input checked="" type="checkbox"/>	<u>\$ 117,600.00</u>

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

4. b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... **\$2,132,382.64**

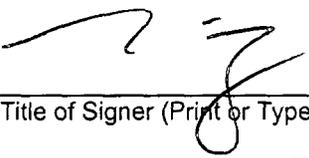
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes below. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjustment gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Payments to Officers, Directors, & Affiliates		Payments to Others
Salaries and fees .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase of real estate .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/>	<b><u>\$ 549,684.91*</u></b>	<input type="checkbox"/>	<b><u>\$1,582,697.73</u></b>
Repayment of indebtedness .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Other (specify): _____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Total Payments Listed (column totals added) .....	<input type="checkbox"/>	<b><u>\$2,132,382.64</u></b>		

\* One of TiVo's directors, Geoff Yang, is a managing partner of Redpoint Ventures. In the acquisition transaction pursuant to the Agreement and Plan of Merger, shares of TiVo common stock in this amount were issued to two preferred stockholders of the target company, Redpoint Ventures II, L.P. and Redpoint Associates II, LLC, which are affiliates of Redpoint Ventures. Mr. Yang disclaims any beneficial interest in such shares except to the extent of his partnership in Redpoint Ventures, Redpoint Ventures II, L.P. and Redpoint Associates II, LLC.

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <b>TiVo Inc.</b>	Signature 	Date <b>January 23, 2004</b>
Name (Print or Type) <b>Matthew P. Zinn</b>	Title of Signer (Print or Type) <b>Vice President, General Counsel and Secretary</b>	

**ATTENTION**

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**