
Section 1: 8-K (8-K)

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

June 28, 2018
Date of Report (Date of earliest event reported)

TiVo Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-37870
(Commission
File No.)

61-1793262
(I.R.S. employer
identification number)

2160 Gold Street
San Jose, California 95002
(Address of principal executive offices, including zip code)

(408) 519-9100
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition

On July 5, 2018, TiVo Corporation issued a press release discussing its expected financial results for the period ended June 30, 2018. A copy of the press release is furnished as Exhibit 99.1 to this report.

The press release is furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers*(b) Departure of Principal Executive Officer and Director*

On June 28, 2018, Enrique Rodriguez, President, Chief Executive Officer and a member of the Board of Directors of TiVo Corporation (“TiVo” or the “Company”), notified the TiVo Board of Directors of his resignation from his current positions at TiVo, including as a member of the TiVo Board of Directors, to pursue other business opportunities. His resignation will be effective July 5, 2018, following which Mr. Rodriguez will remain with the Company in an advisory role to ensure a smooth transition.

(c) Appointment of Principal Executive Officer

On July 5, 2018, TiVo Corporation (“TiVo” or the “Company”) announced the appointment of Board of Directors member Raghavendra Rau as interim President and Chief Executive Officer. In this position, Mr. Rau will serve as the interim Principal Executive Officer of the Company. Mr. Rau is commencing employment with the Company on July 5, 2018 and will remain a member of the Company’s Board of Directors. A copy of the press release announcing Mr. Rau’s appointment is furnished as Exhibit 99.1 to this report.

Raghavendra Rau, age 69, has served as a director of the Company since 2015. Prior to joining the Board, Mr. Rau served as Chief Executive Officer of SeaChange International Inc., a video software technology company, from November 2011 to October 2014 and was a member of its board from July 2010 until October 2014. Prior to his work at SeaChange International, Mr. Rau held a number of senior leadership positions with Motorola Inc. from 1992 to 2008, including Senior Vice President of Strategy and Business Development of the Networks & Enterprise business, Senior Vice President of the Mobile TV Solutions business, and Corporate Vice President of Marketing and Professional Services. Mr. Rau holds a bachelor’s degree in engineering from the National Institute of Technology (India) and an MBA from the Indian Institute of Management (Ahmedabad). Since March 2017, Mr. Rau has served on the board of Quantum Corporation, a scale-out tiered storage, archive and data protection company, and has served as the Chairman of Quantum’s board since August 2017. He previously served on the board of Aviat Networks, a wireless networking company, from November 2010 to January 2015.

There are no family relationships between Raghavendra Rau and any Company director, executive officer or nominee for any such position. There is no arrangement or understanding between Mr. Rau and any other persons pursuant to which he was or is to be selected as interim President and Chief Executive Officer.

Mr. Rau is not a party to any transaction with the Company other than (i) his current arrangements with respect to Board member compensation and indemnification which have been previously publicly disclosed, and (ii) as described in this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) The following exhibit is furnished with this report on Form 8-K:

<u>Exhibit Number</u>	<u>Description</u>
99.1	<u>Press release announcing appointment of Raghavendra Rau as interim President and Chief Executive Officer and discussing expected financial results for the period ended June 30, 2018</u>

SIGNATURES

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

TiVo Corporation
(Registrant)

Date: July 5, 2018

By: /s/ Pamela Sergeeff
Pamela Sergeeff
Executive Vice President & General Counsel

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1

TiVo Announces CEO Transition

TiVo Director Raghu Rau Appointed Interim President and Chief Executive Officer

Strategic Alternatives Review Continues, Expect To Provide Update By Q2 Earnings Call

SAN JOSE, Calif.-July 5, 2018— TiVo Corporation (NASDAQ: TIVO) announced today that Raghu Rau, a member of TiVo's Board of Directors, has been named interim President and Chief Executive Officer, effective immediately. The appointment follows Enrique Rodriguez's personal decision to resign from his role as TiVo's President, Chief Executive Officer and a member of the Board of Directors to assume a position as Chief Technology Officer at Liberty Global in Europe, one of TiVo's long-time global customers. Mr. Rodriguez will remain at TiVo in an advisory role to ensure a smooth transition. Mr. Rau will continue to serve on the Board of Directors.

The Board has commenced a comprehensive search process to identify and evaluate internal and external candidates to serve as a permanent Chief Executive Officer, with the assistance of a leading executive search firm.

"On behalf of the Board, I want to thank Enrique for his leadership and we wish him the best in his next chapter," said James Meyer, Chairman of TiVo's Board of Directors. "We are fortunate to have a world-class leadership team in place and are pleased to have someone of Raghu's caliber step in to lead the Company. He has been a member of the TiVo Board of Directors since 2015 and is a proven leader with extensive experience in the video industry and in the management of intellectual property. I am confident that Raghu, alongside the rest of the leadership team, will continue to drive the value that TiVo's innovative technology portfolio brings to the fast-growing and hyper-competitive entertainment industry."

Mr. Rau, said, "This is an exciting time for TiVo and I am eager to jump in as interim President and Chief Executive Officer. I look forward to working closely with our outstanding management team as we continue to innovate, profitably grow our customer base in key market segments, and expand our international presence. I also look forward to working with the Special Committee of the Board to bring our strategic alternatives process to a successful, value creating solution for our shareholders."

Mr. Rodriguez commented, "My personal decision to pursue another opportunity was not easy. I couldn't be more excited about what lies ahead for TiVo as I expect our performance through the second quarter of 2018, including our announced profit improvement actions, to be ahead of our internal plan. I am looking forward to continue my relationship with TiVo in my new role as a customer and partner. Until then, I am committed to working with the TiVo team to ensure a seamless transition."

As previously announced, the TiVo Board continues to explore a broad range of strategic alternatives to maximize the value of the Company for TiVo shareholders. With its independent financial and legal advisors, TiVo is carefully considering a full range of options focused on delivering shareholder value. The Company expects to provide an update on this review by the Company's second quarter 2018 earnings call.

About Raghu Rau

Raghavendra Rau, age 69, has served as a director of the Company since 2015. Prior to joining the Board, Mr. Rau served as Chief Executive Officer of SeaChange International Inc., a video software technology company, from November 2011 to October 2014 and was a member of its board from July 2010 until October 2014. Prior to his work at SeaChange International, Mr. Rau held a number of senior leadership positions with Motorola Inc. from 1992 to 2008, including Senior Vice President of Strategy and Business Development of the Networks & Enterprise business, Senior Vice President of the Mobile TV Solutions business, and Corporate Vice President of Marketing and Professional Services. Mr. Rau holds a bachelor's degree in engineering from the National Institute of Technology (India) and an MBA from the Indian Institute of Management (Ahmedabad). Since March 2017, Mr. Rau has served on the board of Quantum Corporation, a scale-out tiered storage, archive and data protection company, and has served as the Chairman of Quantum's board since August 2017. He previously served on the board of Aviat Networks, a wireless networking company, from November 2010 to January 2015.

About TiVo

TiVo Corporation (NASDAQ: TIVO) is a global leader in entertainment technology and audience insights. From the interactive program guide to the DVR, TiVo delivers innovative products and licensable technologies that revolutionize how people find content across a changing media landscape. TiVo enables the world's leading media and entertainment providers to deliver the ultimate entertainment experience. Explore the next generation of entertainment at tivo.com or follow us on Twitter @tivo or @tivoforbusiness.

Caution Concerning Forward-Looking Statements

This release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to, among other things, the Company's future growth and success, international expansion, the Company's expected second quarter operating results, and the timing of results and announcement of the Company's strategic alternatives exploration. These forward-looking statements are based on TiVo's current expectations, estimates and projections about its business and industry, management's beliefs and certain assumptions made by the company, all of which are subject to change. Forward-looking statements generally can be identified by the use of forward-looking terminology such as, "future", "believe," "expect," "may," "will," "intend," "estimate," "continue," or similar expressions or the negative of those terms or expressions. Such statements involve risks and uncertainties, which could cause actual results to vary materially from those expressed in or indicated by the forward-looking statements. Factors that may cause actual results to differ materially include delays, whether inside or outside the Company's control, in the Company's exploration of its strategic alternatives, delays in development, the failure to deliver competitive service offerings and lack of market acceptance of any offerings delivered, the Company's completion of its second quarter 2018 financial close processes, as well as the other potential factors described under "Risk Factors" included in TiVo's Quarterly Report on Form 10-Q for the three months ended March 31, 2018 and Annual Report on Form 10-K for the year ended December 31, 2017 and other documents of TiVo Corporation on file with the Securities and Exchange Commission (available at www.sec.gov). TiVo cautions you not to place undue reliance on forward-looking statements, which reflect an analysis only and speak only as of the date hereof. TiVo assumes no obligation to update any forward-looking statements in order to reflect events or circumstances that may arise after the date of this release, except as required by law.

TiVo and the TiVo logo are registered trademarks of TiVo Corporation and its subsidiaries worldwide.

Contacts

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