
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

April 10, 2019

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))
- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Election of Directors

On April 10, 2019, the Board of Directors (the “Board”) of TiVo Corporation (the “Company” or “TiVo”) approved the election of Laura J. Durr and Loria B. Yeadon as members of the Board, effective as of April 10, 2019 (the “Effective Date”). TiVo expanded the size of the Board from seven to nine to accommodate the additions of Ms. Durr and Ms. Yeadon. Ms. Durr and Ms. Yeadon each will serve until the Annual Meeting of Stockholders in 2020, or until such time as her successor is duly elected and qualified or as otherwise provided in TiVo’s certificate of incorporation and bylaws. The Board has determined that both Ms. Durr and Ms. Yeadon are independent under TiVo’s Corporate Governance Guidelines, applicable U.S. Securities and Exchange Commission (“SEC”) requirements and Nasdaq listing standards. The Board plans, at its next regularly scheduled meeting, to determine which of its committees, if any, on which Ms. Durr and Ms. Yeadon will serve and on any revised composition of such committees. There are no arrangements or understandings between Ms. Durr or Ms. Yeadon and any other person pursuant to which either Ms. Durr or Ms. Yeadon was selected as a director. There are no transactions involving Ms. Durr or Ms. Yeadon that would be required to be reported under Item 404(a) of Regulation S-K.

As of the Effective Date, Ms. Durr and Ms. Yeadon will each participate in TiVo’s non-employee director compensation arrangements which are described in TiVo’s proxy statement for its 2019 annual meeting of stockholders filed by TiVo with the SEC on March 15, 2019. Under such arrangements, Ms. Durr and Ms. Yeadon will each receive a prorated annual retainer for the year starting on the effective date of their appointments and each will receive the equity awards described in the proxy statement, subject to the applicable conditions described therein.

On April 11, 2019, TiVo issued a press release that announced the elections of Ms. Durr and Ms. Yeadon to the Board as of April 10, 2019, a copy of which press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

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

Exhibit Number	Description
99.1	<u>Press Release dated April 11, 2019, issued by the Company</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: April 11, 2019

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

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Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1

TIVO CORPORATION Adds TWO NEW MEMBERS to Its Board of Directors

Laura Durr Brings Deep Financial Expertise in the Technology Industry and Loria Yeadon Brings World Class Expertise in Intellectual Property Licensing

SAN JOSE, Calif.--(BUSINESS WIRE)-- TiVo Corporation (NASDAQ: TIVO), a global leader in entertainment technology, today announced the election of Laura Durr and Loria Yeadon to its Board of Directors, effective as of April 10, 2019. The new appointments expand the size of the board from seven to nine directors.

Laura Durr brings nearly three decades of broad financial expertise at major technology companies in both the public and private markets to the TiVo Board. She most recently served as the EVP & Chief Financial Officer of Polycom, Inc. from May 2014 until the acquisition of Polycom by Plantronics Inc. in 2018. Prior to becoming CFO, Ms. Durr held various finance leadership roles at Polycom between 2004 and 2014, including Senior Vice President-Worldwide Finance, Chief Accounting Officer and Worldwide Controller. Prior to joining Polycom, Ms. Durr held executive positions in finance and administration at Lucent Technologies and International Network Services and also spent six years at Price Waterhouse LLP. Ms. Durr was a certified public accountant and holds a B.S. in Accounting from San Jose State University.

Loria Yeadon brings deep legal and operational expertise in intellectual property and licensing to the TiVo Board. Ms. Yeadon has been serving as the Chief Executive Officer of YMCA of Greater Seattle since February 2019. She most recently served as the Chief Executive Officer of Yeadon Intellectual Property LLC, a specialized intellectual property consulting firm, from 2014 to 2019 and in various roles at Intellectual Ventures from 2009 to 2014, including serving as its Executive Vice President and General Manager of the IV transportation business, EVP of the Invention Investment Fund and as their Chief IP Counsel. Prior to her tenure at Intellectual Ventures, Ms. Yeadon served as CEO of Honeywell Intellectual Properties, Inc. Ms. Yeadon holds a B.S. in Electrical Engineering from the University of Virginia, a M.S. in Electrical Engineering from Georgia Institute of Technology, and a J.D. from Seton Hall School of Law.

TiVo's Corporate Governance and Nominating Committee conducted the search process in conjunction with leading professional search firm Spencer Stuart and identified, interviewed and evaluated a wide range of candidates. Following completion of the Committee's evaluation process, the Committee and the Board approved of the candidates' election to the Board. "We are very pleased to have these two extremely qualified, diverse business leaders add to the strength of TiVo's board," said Jim Meyer, chairman of the Board and chairman of TiVo's Corporate Governance and Nominating Committee. "Each of these individuals impressed our Board with their demonstrable records of significant accomplishment at the highest levels in their field and we believe they bring a powerful mix of expertise with specific relevance to TiVo's business and its strategic opportunities moving forward regardless of the conclusion of the strategic alternatives process. The Committee enthusiastically

recommended to the full Board the appointment of these two excellent directors,” added Meyer.

About TiVo Corporation

TiVo (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, forward.tivo.com or follow us on Twitter @tivo or @tivoforbusiness.

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