

Edgar Filing: TIVO INC - Form SC 13D

TIVO INC  
Form SC 13D  
March 21, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D  
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. \_\_)

TIVO INC.

Common Stock, \$.001 par value per share

888706108

(Title of class of securities)

(CUSIP number)

Lawrence P. Tu, Executive Vice President and General Counsel  
National Broadcasting Company, Inc.  
30 Rockefeller Plaza, New York, NY 10012,  
(212) 664-7024

(Name, address and telephone number of person authorized  
to receive notices and communications)

August 28, 2001

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to  
report the acquisition that is the subject of this Schedule 13D, and is  
filing this schedule because of Rules 13d-1(e), 13d-1(f) or 13d-1(g), check  
the following box [\_\_].

CUSIP NO. 888706108

13D

Page 2 of

1 NAME OF REPORTING PERSON: National Broadcasting Company, Inc.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):  
14-1682529

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [\_\_]  
(b) [X]

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3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF 7 SOLE VOTING POWER: 3,996,971  
SHARES

BENEFICIALLY 8 SHARED VOTING POWER: -0-  
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER: 3,996,971  
REPORTING

PERSON WITH 10 SHARED DISPOSITIVE POWER: -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:  
3,996,971

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 8.3% \*

14 TYPE OF REPORTING PERSON: CO

\* Based on 45,167,179 common stock outstanding as of December 10, 2001 as reported in the Company's Quarterly Report on Form 10Q for the quarterly period ended October 31, 2001.

CUSIP NO. 888706108

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1 NAME OF REPORTING PERSON:  
National Broadcasting Company Holding, Inc.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):  
13-3448662

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS: Not applicable

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-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR 2(e):

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

-----  
NUMBER OF 7 SOLE VOTING POWER: Disclaimed (see 11  
SHARES below)

-----  
BENEFICIALLY 8 SHARED VOTING POWER: -0-  
OWNED BY

-----  
EACH 9 SOLE DISPOSITIVE POWER: Disclaimed (see 11  
REPORTING below)

-----  
PERSON WITH 10 SHARED DISPOSITIVE POWER: -0-

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:  
Beneficial ownership of all shares disclaimed by National  
Broadcasting Company Holding, Inc.

-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES:

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
Not applicable (see 11 above)

-----  
14 TYPE OF REPORTING PERSON: CO

CUSIP NO. 888706108

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-----  
1 NAME OF REPORTING PERSON:  
General Electric Company  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):  
14-0689340

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)   
(b)

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS: Not applicable

-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR 2(e):

-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

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NUMBER OF SHARES	7	SOLE VOTING POWER:	Disclaimed (see 11 below)
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	-0-
	9	SOLE DISPOSITIVE POWER:	Disclaimed (see 11 below)
	10	SHARED DISPOSITIVE POWER:	-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: Beneficial ownership of all shares disclaimed by General Electric Company		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): Not applicable (see 11 above)		
14	TYPE OF REPORTING PERSON:		CO

Item 1. Security and Issuer.

The title and class of equity security to which this statement on Schedule 13D relates is the common stock, par value \$.001 per share of TiVo, Inc., a Delaware corporation (the "Company"). The address of the Company's principal executive office is 2160 Gold Street, Alviso, California 95002.

Item 2. Identity and Background.

This statement is being filed by National Broadcasting Company, Inc. ("NBC"), for and on behalf of itself, National Broadcasting Company Holding, Inc. ("NBC Holding") and General Electric Company ("GE"). The transactions disclosed in this statement herein are referred to as the "Investment." NBC is a wholly owned subsidiary of NBC Holding and NBC Holding is a wholly owned subsidiary of GE. NBC, NBC Holding and GE are referred to herein as the "Reporting Persons." An agreement among the Reporting Persons with respect to the filing of this statement is attached hereto as Exhibit 1.

NBC is a Delaware corporation with its principal executive offices located at 30 Rockefeller Plaza, New York, New York 10112. The principal activities of NBC are the operation of television and cable broadcast networks and television stations and the provision of related media and Internet services. NBC Holding is a Delaware corporation with its principal executive offices located at 30 Rockefeller Plaza, New York, New York 10112. NBC Holding is a holding company which owns all of the common stock

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of NBC. GE is a New York corporation with its principal executive offices located at 3135 Easton Turnpike, Fairfield, Connecticut 06431. GE engages in providing a wide variety of industrial, commercial and consumer products and services.

The name, business address, present principal occupation or employment, and citizenship of each director and executive officer of NBC, NBC Holding and GE are set forth on Schedules A, B and C attached hereto, respectively.

Except as set forth on Schedule D hereto, during the last five years none of the Reporting Persons, nor, to the best of their knowledge, any of their directors or executive officers, has been (i) convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.

This statement is being filed while the Reporting Persons are in the process of verifying information required herein from their respective directors and executive officers. If the Reporting Persons obtain information concerning such individuals which would cause a material change in the disclosure contained herein, an amendment to this statement will be filed that will disclose such change.

### Item 3. Source and Amount of Funds or Other Consideration.

On April 26, 1999, NBC acquired 1,013,415 shares of the Company's Series G Preferred Stock (the "Preferred Shares"). The Preferred Shares automatically converted to Common Stock upon the Company's initial public offering in September 1999. NBC paid an aggregate purchase price of \$7,500,000 from its working capital. In connection therewith, (1) NBC, the Company and the other investors thereto entered into the Sixth Amended and Restated Investor Rights Agreement, dated as of April 16, 1999 (the "Investor Rights Agreement") which provides for certain transfer restrictions, registration rights, board rights and rights of first refusal and (2) NBC and the Company entered into a Programming Agreement dated as of April 16, 1999 (the "Programming Agreement") providing for certain services and rights to NBC.

On August 28, 2001, NBC acquired (1) \$10,000,000 aggregate principal amount of 7% Convertible Senior Notes Due 2006 (the "Note"), (2) 490,196 Warrants (each a "Five-Year Warrant") to purchase one share of TiVo common stock, par value \$.001 per share (the "Common Stock") and (3) 742,721 Units (each a "Unit"), each consisting of (a) 742,721 Warrants (each a "One-Year Warrant") to purchase one share of Common Stock and 245,098 Warrants (each a "Five-Year Terminable Warrant" and, together with the Five-Year Warrants and the One-Year Warrants, the "Warrants"; the Notes and the Warrants are hereinafter referred to as the "Securities") to purchase .33 of a share of Common Stock. NBC paid an aggregate purchase price of \$10,000,000 from its working capital. In addition, NBC and the Company executed (1) an Addendum to the April 16, 1999 programming agreement between NBC and the Company, dated as of August 28, 2001 (the "Programming Agreement Addendum") describing certain services to be provided by the Company to NBC and (2) an advertising agreement (the "Advertising Agreement") between NBC and the Company, dated as of August 28, 2001, for the purchase of advertising spots by the Company from NBC.

David Zaslav, President of NBC Cable, has been serving as a

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director on the Company's Board of Directors since September 20, 2000. In connection therewith, Zaslav entered into an agreement with NBC, dated as of September 20, 2000 (the "Nominee Agreement"), whereby Zaslav agreed to hold as a nominee of NBC all current and future stock options granted by the Company to Zaslav in his capacity as a non-employee board member of the Company. Pursuant to the Nominee Agreement, Zaslav agreed to act upon the instructions of NBC with regard to such options. As of the date of this Schedule 13D, Zaslav has been granted options to purchase up to 20,000 shares of the Company's Common Stock, 13,333 of which have vested and none of which have been exercised.

#### Item 4. Purpose of Transaction.

NBC acquired the Securities of the Company as an investment and holds them in the ordinary course of business and not with the purpose or effect of changing the control of the Company.

NBC intends to review its investment on a regular basis and as a result thereof may at any time or from time to time, acquire additional securities of the Company or dispose of all or a portion of any securities of the Company in the open market or otherwise. Any such acquisition or disposition would be made in compliance with all applicable laws and regulations.

NBC entered into a Series G Preferred Stock Purchase Agreement, dated as of April 16, 1999 (the "Series G Preferred Purchase Agreement") with the Company whereby it acquired 1,013,415 shares of the Company's Series G Preferred Stock (the "Preferred Shares"). The Preferred Shares automatically converted to Common Stock upon the Company's initial public offering in September 1999. In connection with the Series G Preferred Purchase Agreement, NBC, (1) the Company and the other investors thereto entered into the Investor Rights Agreement and (2) NBC and the Company entered into the Programming Agreement. Pursuant to the Amended and Restated Certificate of Incorporation that was filed on April 15, 1999 in connection with the issuance of the Series G Preferred Stock (the "Amended Charter"), the holders of the Preferred Shares, voting together as a separate class, have the right to elect to one member of the Company's board of directors. David Zaslav, President of NBC Cable Networks currently serves as the board designee of the Preferred Shares. Each of the Agreements related to the foregoing is filed as an exhibit hereto (as indicated below) and incorporated by reference herein.

The Investor Rights Agreement provides among other things, that, other than certain permitted transfers, the Preferred Shares and the Common Stock issuable upon conversion thereof may not be transferred unless there is a registration statement in effect covering the proposed disposition and the transferee has agreed to be bound by the terms of the Investor Rights Agreement. The Investor Rights Agreement also provides for demand registration rights, piggyback registration rights, Form S-3 registration rights and a right of first refusal to purchase each holder's pro rata share in any subsequent issuance of equity securities by the Company as described in the Investor Rights Agreement.

NBC entered into a (1) Note and Warrant Purchase Agreement, dated as of August 28, 2001 (the "Note and Warrant Purchase Agreement") with the Company, (2) Registration Rights Agreement, dated as of August 28, 2001 (the "Registration Rights Agreement") with the Company, (3) Letter Agreement, dated as of August 28, 2001 (the "Letter Agreement") with the Company, (4) the Operational Agreement and (5) the Advertising Agreement to effectuate the transactions contemplated by the Agreements (as described below). Each of the Agreements related to the foregoing is filed as an exhibit hereto (as indicated below) and incorporated by reference herein.

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NBC and the Company entered into a Note and Warrant Purchase Agreement whereby NBC acquired the (1) \$10,000,000 aggregate principal amount Note convertible into shares of Common Stock, (2) 490,196 Five-Year Warrants to purchase one share of Common Stock and (3) 742,721 Units, each consisting of (a) 742,721 One-Year Warrants to purchase one share of Common Stock and 245,098 Five-Year Terminable Warrants to purchase .33 of a share of Common Stock. This description is not complete and is subject to the terms of the Note and Warrant Purchase Agreement which is attached as an exhibit hereto.

The Notes are convertible at any time prior to maturity (August 15, 2006) into Common Stock, initially at a conversion price of \$6.73 per share, subject to certain conversion price adjustments. The Company may redeem some or all of the Notes, at any time before maturity, at a redemption price, in cash, of \$1,000 per \$1,000 principal amount of the Notes, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. The holder of the Notes may require the Company to repurchase the Notes, in cash at 110% of the principal amount of the Notes plus accrued and unpaid interest, upon certain changes of control and the delisting of the Common Stock.

Each Five Year Warrant represents the right to purchase one share of Common Stock and is exercisable at any time on or before August 28, 2006. The exercise price of the Five Year Warrants is \$7.85 per share of Common Stock, subject to certain antidilution adjustments.

Each Unit consists of one One Year Warrant to purchase one share of Common Stock and one Five Year Terminable Warrant to purchase .33 of a share of Common Stock. The One Year Warrant and the Five Year Terminable Warrant that comprise each Unit are not separately transferable, except that upon the exercise of the One Year Warrant, the corresponding Five Year Terminable Warrant may thereafter be separately transferred.

Each One Year Warrant represents the right to purchase one share of Common Stock and is exercisable at any time on or before August 28, 2002, subject to early termination as described below. The exercise price of the One Year Warrants is \$6.73 per share of Common Stock, subject to certain antidilution adjustments. The One Year Warrants are terminable by the Company at any time if the closing price per share of the Common Stock exceeds 150% of the then effective exercise price for any 20 out of 30 consecutive trading days (referred to as the "Determination Period") and the shelf registration statement is effective and available for use at all times during the period beginning 60 days prior to the date on which the Company mails notice of the termination of the One Year Warrant and ending on the 60th day after the mailing date of the notice of termination, and is expected to remain effective and available for use for at least 30 days following the 60th day. If the Company elects to terminate the One Year Warrant, it may do so only if, within 30 days after the end of the Determination Period, it provides notice of termination to the holders. The One Year Warrants will expire 60 days after the mailing date of the notice of termination.

Each Five Year Terminable Warrant represents the right to purchase .33 of a share of Common Stock. The Five Year Terminable Warrants are exercisable at any time on or after the separation date for such warrant and on or before August 28, 2006, subject to early termination as described below. The exercise price of the Five Year Terminable Warrants is \$7.85 per share of Common Stock, subject to certain antidilution adjustments. In the event that the One Year Warrant included in such Unit terminates or expires without having been exercised, the corresponding Five Year Terminable Warrant will also terminate. The termination of the Five Year Terminable

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Warrant will be effective as of the date of the termination or expiration of the One Year Warrant.

The Registration Rights Agreement provides that the Company will file a shelf registration statement for the resale of the Notes, the Common Stock issuable upon conversion of the Notes, the Warrants and the Common Stock issuable upon exercise of the Warrants and maintain the effectiveness of such shelf registration statement until the earlier of the sale of all of the registrable securities under the registration statement and August 28, 2003.

The Letter Agreement provides that during the first 45 days after any conversion of Notes or exercise of Warrants by NBC, NBC shall not sell or transfer the Common Stock issued upon conversion of such Notes or upon the exercise of such Warrants.

The above description of the Preferred Shares and the Securities is not complete and is subject to the terms of the applicable agreements and documents attached hereto as exhibits and incorporated herein by reference.

Although the foregoing represents the range of activities currently contemplated by the Reporting Persons with respect to the Company, it should be noted that the possible activities of the Reporting Persons are subject to change at any time.

Except as set forth above, none of the Reporting Persons has any present plans or proposals which relate to or would result in any of the actions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

### Item 5. Interest in Securities of the Issuer.

(a) The responses of the Reporting Persons to Rows (11) through (13) of the cover pages of this statement on Schedule 13D are incorporated herein by reference. As of February 6, 2002, NBC beneficially owned in the aggregate 3,976,971 shares of the Common Stock of the Company (assuming the conversion of all of its Notes and the exercise of its Warrants), representing approximately 8.3% of the outstanding shares of the Company (based on the number of shares outstanding as of December 10, 2001 as reported in the Company's Quarterly Report on Form 10Q for the quarterly period ended October 31, 2001), after giving effect to the issuance of Common Stock by the Company to NBC pursuant to the Note and Warrant Purchase Agreement and assuming NBC's conversion of all of its Notes and Warrants.

Except as disclosed in this Item 5(a), none of the Reporting Persons, nor, to the best of their knowledge, any of their directors, or executive officers, beneficially owns any shares of Common Stock of the Company.

(b) The responses of the Reporting Persons to (i) Rows (7) through (10) of the cover pages of this statement on Schedule 13D and (ii) Item 5(a) hereof are incorporated herein by reference. As further described in Item 6, NBC has entered into an arrangement with respect to the disposition of the Common Stock acquired pursuant to the Note and Warrant Purchase Agreement.

Except as disclosed in this Item 5(b), none of the Reporting Persons, nor to the best of their knowledge, any of their directors or executive officers, presently has the power to vote or direct the vote or to dispose or direct the disposition of any of the shares of Common Stock



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of the Company which they may be deemed to beneficially own.

(c) Except as disclosed in Item 3 hereof, none of the Reporting Persons, nor, to the best of their knowledge, any of their directors or executive officers, has effected any transaction in the Common Stock of the Company during the past 60 days.

(d) Not applicable.

(e) Not applicable.

Neither the filing of this Schedule 13D or any amendment thereto, nor anything contained herein is intended as, or should be construed as, an admission that GE or NBC Holding is the "beneficial owner" of any shares of Common Stock.

### Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

The response to Items 3, 4 and 5 hereof is incorporated herein by reference. Except as set forth in this Schedule 13D, to the best knowledge of the Reporting Persons, there are no other contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities of the Issuer, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, or a pledge or contingency the occurrence of which would give another person voting power or investment power over the securities of the Company.

A joint filing agreement among the Reporting Persons with respect to the filing of this Schedule 13D and any amendments thereto is attached hereto as Exhibit 1.

### Item 7. Materials to be Filed as Exhibits.

- |           |   |
|-----------|---|
| Exhibit 1 | Joint Filing Agreement by and among National Broadcasting Company, Inc., National Broadcasting Company Holding, Inc. and General Electric Company, dated February 14, 2002.   |
| Exhibit 2 | Series G Preferred Stock Agreement by and between TiVo, Inc., and NBC Multimedia, Inc., dated as of April 16, 1999.   |
| Exhibit 3 | Sixth Amended and Restated Investor Rights Agreement by and among TiVo, Inc., and the purchasers of the Company's Series A, B, C, D, E, F and G Preferred Stock and Registrable Common Stock, dated as of April 16, 1999. |
| Exhibit 4 | Amended and Restated Certificate of Incorporation of TiVo Inc. filed on April 15, 1999.   |
| Exhibit 5 | Note and Warrant Purchase Agreement, dated as of August 28, 2001 between NBC and the TiVo Inc.  |
| Exhibit 6 | Registration Rights Agreement, dated as of August 28, 2001, between NBC and TiVo Inc.   |
| Exhibit 7 | Letter agreement, dated as of August 28, 2001, between NBC and TiVo Inc.  |

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- Exhibit 8            Advertising Agreement between NBC and the Company, dated as of August 28, 2001.
- Exhibit 9            Warrant Agreement (for One Year Warrants), dated as of August 28, 2001, between TiVo Inc. and The Bank of New York as Warrant Agent.
- Exhibit 10           Warrant Agreement (for Five Year Terminable Warrants), dated as of August 28, 2001, between TiVo Inc. and The Bank of New York as Warrant Agent.
- Exhibit 11           Warrant Agreement (for Five Year Warrants), dated as of August 28, 2001, between TiVo Inc. and The Bank of New York as Warrant Agent.
- Exhibit 12           Indenture, dated as of August 28, 2001, between TiVo, Inc. as Issuer and The Bank of New York, as Trustee for 7% Convertible Senior Notes Due 2006.
- Exhibit 13           7% Convertible Senior Notes due 2006 No. CSN-17 (CUSIP no. 888706AB4)
- Exhibit 14           Warrant Certificate No. FYW-17 (CUSIP No. 888706 12 4) (Five Year Warrant)
- Exhibit 15           Warrant Certificate No. OYW-17 (Unit CUSIP No. 888706 40 5; Warrant CUSIP No. 888-706 15 7) (One Year Warrant)
- Exhibit 16           Warrant Certificate No. FYTW-17 (Unit CUSIP No. 888706 40 5; Warrant CUSIP No. 888706 14 0) (Five Year Terminable Warrant).
- Exhibit 17           Nominee Agreement, dated as of September 20, 2000, between David Zaslav and National Broadcasting Company, Inc.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated:    March 18, 2002

GENERAL ELECTRIC COMPANY

By: /s/ Robert E. Healing  
-----  
Name: Robert E. Healing  
Title: Attorney-in-Fact

NATIONAL BROADCASTING COMPANY HOLDING, INC.

By: /s/ Elizabeth A. Newell  
-----

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Name: Elizabeth A. Newell  
Title: Assistant Secretary

NATIONAL BROADCASTING COMPANY, INC.

By: /s/ Elizabeth A. Newell

-----  
Name: Elizabeth A. Newell  
Title: Assistant Secretary

SCHEDULE A

NATIONAL BROADCASTING COMPANY, INC.

DIRECTORS

NAME -----	PRESENT BUSINESS ADDRESS -----	PRINCIPAL -----
S.S. Cathcart	222 Wisconsin Avenue Suite 103 Lake Forest, IL 60045	Retired C Illinois
D.D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chair Executive Electric General E Services,
P. Fresco	Fiat SpA via Nizza 250 10126 Torino, Italy	Chairman Fiat SpA
A. M. Fudge	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Former Ex Kraft Foo
J. R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman and Chief Officer, Company
A. Jung	Avon Products, Inc. 1345 Avenue of the Americas New York, NY 10105	President Executive Avon Prod
K.G. Langone	Invemed Associates, Inc. 375 Park Avenue New York, NY 10152	Chairman, Executive Invemed A

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R.B. Lazarus	Ogilvy & Mather Worldwide 309 West 49th Street New York, NY 10019-7316	Chairman Executive
S.G. McNealy	Sun Microsystems, Inc. 901 San Antonio Road Palo Alto, CA 94303-4900	Chairman, Executive Sun Micro
G.G. Michelson	Federated Department Stores 151 West 34th Street New York, NY 10001	Former Me Board of Federated Stores
S. Nunn	King & Spalding 191 Peachtree Street, N.E. Atlanta, Georgia 30303	Partner,
R.S. Penske	Penske Corporation 13400 Outer Drive, West Detroit, MI 48239-4001	Chairman and Presi Corporati
F.H.T. Rhodes	Cornell University 3104 Snee Building Ithaca, NY 14853	President Cornell U
G. L. Rogers	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chai Executive Electric
A.C. Sigler	Champion International Corporation 1 Champion Plaza Stamford, CT 06921	Retired C Board and and forme Champion Corporati
D.A. Warner III	J. P. Morgan Chase & Co., 270 Park Avenue New York, NY 10017-2070	Chairman The Chase Morgan Gu New York
R. C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Chai Executive Electric and Chief National

Citizenship

P. Fresco	Italy
Andrea Jung	Canada
All Others	U.S.A.

NATIONAL BROADCASTING COMPANY, INC

EXECUTIVE OFFICERS

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NAME -----	PRESENT BUSINESS ADDRESS -----	PRINCIPAL -----
J.R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman Chief Executive Officer
R. C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Chairman Executive Vice President Electric and Chief Engineer
Mark Vachon	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President Chief Financial Officer Treasurer
W. L. Bolster	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President
R. Cotton	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President
D. Ebersol	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President
J. W. Eck	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President
R. A. Falco	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President
B. W. Heineman, Jr.	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President General Counsel General Electric
J. W. Ireland III	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President
A. R. Lack	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	President Officer
P. Madison	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President
S. Sassa	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President
E. J. Scanlon	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive Vice President

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N. Shapiro	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive
P. Thomas-Graham	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive
L. Tu	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive
M. Yudkovitz	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive
D. Zaslav	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive
J. Zucker	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Executive

### SCHEDULE B

NATIONAL BROADCASTING COMPANY HOLDING, INC.

### DIRECTORS

NAME -----	PRESENT BUSINESS ADDRESS -----	PRINCIPAL OCCUPA -----
James I. Cash, Jr.	Harvard Business School Morgan Hall Soldiers Field Road Boston, MA 02163	Professor of Busi Administration-Gr School of Busines Administration, H University
S.S. Cathcart	222 Wisconsin Avenue Suite 103 Lake Forest, IL 60045	Retired Chairman, Illinois Tool Wor
D.D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of Executive Officer Electric Company; General Electric Services, Inc.
P. Fresco	Fiat SpA via Nizza 250 10126 Torino, Italy	Chairman of the B Fiat SpA

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Claudio Gonzalez	Kimberly-Clark de Mexico, S.A. de C.V. Jose Luis Lagrange 103, Tercero Piso Colonia Los Morales Mexico, D.F. 11510, Mexico	Chairman of the Board and Chief Executive Officer Kimberly-Clark de Mexico, S.A. de C.V.
A. Jung	Avon Products, Inc. 1345 Avenue of the Americas New York, NY 10105	President and Chief Executive Officer Avon Products, Inc.
S.G. McNealy	Sun Microsystems, Inc. 901 San Antonio Road Palo Alto, CA 94303-4900	Chairman, President and Chief Executive Officer Sun Microsystems, Inc.
G.G. Michelson	Federated Department Stores 151 West 34th Street New York, NY 10001	Former Member of Board of Directors Federated Department Stores
S. Nunn	King & Spalding 191 Peachtree Street, N.E. Atlanta, Georgia 30303	Partner, King & Spalding
R.S. Penske	Penske Corporation 13400 Outer Drive, West Detroit, MI 48239-4001	Chairman of the Board and President, Penske Corporation
F.H.T. Rhodes	Cornell University 3104 Snee Building Ithaca, NY 14853	President Emeritus Cornell University
A.C. Sigler	Champion International Corporation 1 Champion Plaza Stamford, CT 06921	Retired Chairman of Board and CEO and former Director Champion International Corporation
D.A. Warner III	J. P. Morgan Chase & Co., 270 Park Avenue New York, NY 10017-2070	Chairman of the Board The Chase Manhattan Bank Morgan Guaranty Trust Company New York

	Citizenship	
	P. Fresco	Italy
	Andrea Jung	Canada
	All Others	U.S.A.

NATIONAL BROADCASTING COMPANY HOLDING, INC. EXECUTIVE OFFICERS

NAME -----	PRESENT BUSINESS ADDRESS -----	PRINCIPAL -----
Robert C. Wright	National Broadcasting Company, Inc.	Chairman,

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	30 Rockefeller Plaza New York, NY 10112	Executive
Andrew Lack	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	President Operating
Mark Vachon	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Pres Treasurer
Brian O'Leary	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Assistant
Benjamin Heineman, Jr.	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Secretary
Eliza Fraser	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Assistant
Elizabeth Newell	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Assistant

SCHEDULE C

GENERAL ELECTRIC COMPANY

DIRECTORS

NAME -----	PRESENT BUSINESS ADDRESS -----	PRINCIPAL OCCUP -----
J.I. Cash, Jr.	Harvard Business School Morgan Hall Soldiers Field Road Boston, MA 02163	Professor of Busi Administration-Gr School of Busines Administration, H University
S.S. Cathcart	222 Wisconsin Avenue Suite 103 Lake Forest, IL 60045	Retired Chairman, Illinois Tool Wor
D.D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of Executive Officer Electric Company; General Electric Services, Inc.
P. Fresco	Fiat SpA via Nizza 250	Chairman of the B Fiat SpA



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	10126 Torino, Italy	
A.M. Fudge	4 Lowlyn Road Westport, CT 06880	Former Executive Kraft Foods, Inc.
C.X. Gonzalez	Kimberly-Clark de Mexico, S.A. de C.V. Jose Luis Lagrange 103, Tercero Piso Colonia Los Morales Mexico, D.F. 11510, Mexico	Chairman of the B and Chief Executi Kimberly-Clark de S.A. de C.V.
J.R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman of the B and Chief Executi Officer, General Company
A. Jung	Avon Products, Inc. 1345 Avenue of the Americas New York, NY 10105	Chairman and Chie Executive Officer Avon Products, In
K.G. Langone	Invemed Associates, Inc. 375 Park Avenue New York, NY 10152	Chairman, Preside Executive Officer Invemed Associate
R.B. Lazarus	Ogilvy & Mather Worldwide 309 West 49th Street New York, NY 10019-7316	Chairman and Chie Executive Officer
S.G. McNealy Inc.	Sun Microsystems, Inc. 901 San Antonio Road Palo Alto, CA 94303-4900	Chairman, Preside Executive Officer Sun Microsystems,
G.G. Michelson	Federated Department Stores 151 West 34th Street New York, NY 10001	Former Member of Board of Director Federated Departm Stores
S. Nunn	King & Spalding 191 Peachtree Street, N.E. Atlanta, Georgia 30303	Partner, King & S
R.S. Penske	Penske Corporation 13400 Outer Drive, West Detroit, MI 48239-4001	Chairman of the B and President, Pe Corporation
F.H.T. Rhodes	Cornell University 3104 Snee Building Ithaca, NY 14853	President Emeritu Cornell Universit
G.L. Rogers	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of Executive Officer Electric Company
A.C. Sigler	Champion International Corporation 1 Champion Plaza Stamford, CT 06921	Retired Chairman Board and CEO and former Direct Champion Internat Corporation
D.A. Warner III	J. P. Morgan Chase & Co.,	Retired Chairman

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The Chase Manhattan Bank and  
Morgan Guaranty Trust Co. of New York  
345 Park Avenue  
New York, NY 10154

R.C. Wright

National Broadcasting Company, Inc.  
30 Rockefeller Plaza  
New York, NY 10112

Vice Chairman of  
Executive Officer  
Electric Company;  
and Chief Executive  
National Broadcas

Citizenship

P. Fresco		Italy
C. X. Gonzalez	Mexico	
Andrea Jung		Canada
All Others		U.S.A.

GENERAL ELECTRIC COMPANY EXECUTIVE OFFICERS

NAME -----	PRESENT BUSINESS ADDRESS -----	PRINCIPAL OCCUPAT -----
J.R. Immelt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Chairman of the B Chief Executive O
P.D. Ameen	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President an
J.R. Bunt	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President an
D.C. Calhoun	General Electric Company 1 Neumann Way Cincinnati, OH 05215	Senior Vice Presi GE Aircraft Engin
J.P. Campbell	General Electric Company Appliance Park Louisville, KY 40225	Vice President - GE Appliances
W.J. Conaty	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice Presi Human Resources
D.D. Dammerman	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of Executive Officer Electric Company; General Electric

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		Services, Inc.
S.C. Donnelly	General Electric Company One Research Circle Niskayuna 12309	Senior Vice President Corporate Research and Development
M.J. Espe	General Electric Company Nela Park Cleveland, OH 44112	Senior Vice President GE Lighting
Y. Fujimori	General Electric Company 1 Plastics Avenue Pittsfield, MA 01201	Senior Vice President GE Plastics
B.W. Heineman, Jr.	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President General Counsel a
J.M. Hogan	General Electric Company P.O. Box 414 Milwaukee, WI 53201	Senior Vice President GE Medical System
R.A. Jeffe	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President Corporate Business Development
J. Krenicki, Jr.	General Electric Company 2901 East Lake Road Erie, PA 16531	Vice President - GE Transportation
R.W. Nelson	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice President - Corporate Financial and Analysis
G.M. Reiner	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President Chief Information
J.G. Rice	General Electric Company 1 River Road Schenectady, NY 12345	Senior Vice President GE Power Systems
G.L. Rogers	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Vice Chairman of and Executive Off
K.S. Sherin	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President and Chief Financial
L.G. Trotter	General Electric Company 41 Woodford Avenue Plainville, CT 06062	Senior Vice President GE Industrial Sys
W.A. Woodburn	General Electric Company 3135 Easton Turnpike Fairfield, CT 06431	Senior Vice President GE Specialty Mate
R.C. Wright	National Broadcasting Company, Inc. 30 Rockefeller Plaza New York, NY 10112	Vice Chairman of Executive Officer Electric Company; and Chief Executi

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National Broadcas

## Citizenship

Yoshiaki Fujimori	Japan
All Others	U.S.A.

## EXHIBIT INDEX

Exhibit No. -----	Description of Exhibit -----
Exhibit 1	Joint Filing Agreement by and among National Broadcasting Company, Inc., National Broadcasting Company Holding, Inc. and General Electric Company, dated February 14, 2002.
Exhibit 2	Series G Preferred Stock Agreement by and between TiVo, Inc., and NBC Multimedia, Inc., dated as of April 16, 1999.
Exhibit 3	Sixth Amended and Restated Investor Rights Agreement by and among TiVo, Inc., and the purchasers of the Company's Series A, B, C, D, E, F and G Preferred Stock and Registrable Common Stock, dated as of April 16, 1999.
Exhibit 4	Amended and Restated Certificate of Incorporation of TiVo Inc. filed on April 15, 1999.
Exhibit 5	Note and Warrant Purchase Agreement, dated as of August 28, 2001 between NBC and the TiVo Inc.
Exhibit 6	Registration Rights Agreement, dated as of August 28, 2001, between NBC and TiVo Inc.
Exhibit 7	Letter agreement, dated as of August 28, 2001, between NBC and TiVo Inc.
Exhibit 8	Advertising Agreement between NBC and the Company, dated as of August 28, 2001.
Exhibit 9	Warrant Agreement (for One Year Warrants), dated as of August 28, 2001, between TiVo Inc. and The Bank of New York as Warrant Agent.
Exhibit 10	Warrant Agreement (for Five Year Terminable Warrants), dated as of August 28, 2001, between TiVo Inc. and The Bank of New York as Warrant Agent.
Exhibit 11	Warrant Agreement (for Five Year Warrants), dated as of August 28, 2001, between TiVo Inc. and The Bank of New York as Warrant Agent.
Exhibit 12	Indenture, dated as of August 28, 2001, between TiVo, Inc. as Issuer and The Bank of New York, as Trustee for 7% Convertible Senior Notes Due 2006.
Exhibit 13	7% Convertible Senior Notes due 2006 No. CSN-17

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(CUSIP no. 888706AB4)

- Exhibit 14            Warrant Certificate No. FYW-17 (CUSIP No. 888706 12 4) (Five Year Warrant)
- Exhibit 15            Warrant Certificate No. OYW-17 (Unit CUSIP No. 888706 40 5; Warrant CUSIP No. 888-706 15 7) (One Year Warrant)
- Exhibit 16            Warrant Certificate No. FYTW-17 (Unit CUSIP No. 888706 40 5; Warrant CUSIP No. 888706 14 0) (Five Year Terminable Warrant).
- Exhibit 17            Nominee Agreement, dated as of September 20, 2000, between David Zaslav and National Broadcasting Company, Inc.