

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

SEE STATEMENT 2

18 Can any resulting loss be recognized? ▶ _____

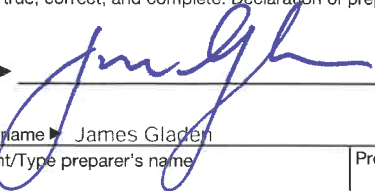
SEE STATEMENT 2

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____

SEE STATEMENT 2

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ 

Date ▶ 1/2/19

Print your name ▶ James Gladen

Title ▶ VP Tax

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

STATEMENT 1

ATTACHED TO AND MADE PART OF

FORM 8937 FILED BY TIVO CORPORATION, EIN 61-1793262

0.500% CONVERTIBLE SENIOR NOTES DUE 2020

EFFECTIVE DATE DECEMBER 6, 2018

Question 14: *Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action:*

Pursuant to an Indenture, dated March 4, 2015, (the "Indenture") between Rovi Corporation and U.S. Bank National Association, as trustee (the "Trustee") and as the conversion agent thereunder (the "Conversion Agent"), in connection with the Company's 0.500% convertible senior notes due 2020 (the "Notes"), as supplemented by that certain First Supplemental Indenture, dated September 7, 2016, by and among the Company, the Trustee and TiVo Corporation ("Parent"). Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the indenture.

Generally, Section 14.04(d) of the Indenture provides for an adjustment of the conversion rate of the Notes upon the payment of cash dividends on the Parent common stock into which the Notes are convertible. However, pursuant to Section 14.04(j) of the Indenture, the Company does not adjust the conversion rate pursuant to Section 14.04(d) unless the adjustment would result in a change of at least 1% of the then-effective conversion rate. Instead, the Company cumulates the effects of such events and makes an adjustment only when the 1% threshold has been satisfied. On November 1, 2018, Parent declared a cash dividend. On the ex-dividend date of December 6, 2018, in accordance with the terms of the Indenture, Parent adjusted the conversion rate of the Notes from 37.4422 shares of common stock per \$1,000 principal amount of Notes to 38.1501 shares of common stock per \$1,000 principal amount of Notes to account for the cash dividend declared by the Company on November 1, 2018.

Question 15: *Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis:*

On December 6, 2018, Parent adjusted the conversion rate from 37.4422 shares per \$1,000 per debenture to 38.1501 shares per \$1,000 per debenture.

STATEMENT 2
ATTACHED TO AND MADE PART OF
FORM 8937 FILED BY TIVO CORPORATION, EIN 61-1793262
0.500% CONVERTIBLE SENIOR NOTES DUE 2020
EFFECTIVE DATE DECEMBER 6, 2018

Question 16: *Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates:*

The conversion feature is valued using a with/without methodology, valuing the conversion feature before and after the conversion price reset. All other variables are held constant to isolate the change to the value of the conversion feature.

- A = Conversion price before reset = \$26.71
- B = Conversion price after reset = \$26.21
- C = Closing stock price the day before the ex-dividend date = \$9.70
- D = Dividend amount per common share = \$0.18
- E = Value of conversion feature without conversion price reset \$1,031,746
- F = Value of conversion feature with conversion price reset \$989,279
- G = E-F = \$42,467

Using the variables above, the deemed distribution amount per \$1,000 principal amount of the notes is \$0.1231.

Question 17: *List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based:*

An adjustment to the conversion ratio of the Company's outstanding convertible debt as a result of the payment by the Company of a cash dividend paid to the Company's holders of common stock results in a deemed distribution under IRC Code Section 305(c), Treasury Regulations Section 1.305-7 and its reference to IRC Code Section 305(b) and Treasury Regulations Section 1.305-3, and Proposed Treasury Regulations Section 1.305-7(c)(4).

Question 18: *Can any resulting loss be recognized?*

No holders of the Notes will recognize a loss as a result of the conversion rate of the Notes.

Question 19: *Provide any other information necessary to implement the adjustment, such as the reportable tax year:*

The effective date of the conversion rate change is December 6, 2018.