

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Spyglass, Inc.		03/26/2000	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	OpenTV, Inc.
Street Address:	275 Sacramento Street
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94111
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2072710	THE WORLD IN THE PALM OF YOUR HAND

CORRESPONDENCE DATA	
Fax Number:	(206)359-9000
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ATTORNEY DOCKET NUMBER:	58592.0028.0006.US001
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NAME OF SUBMITTER:	Grace Han Stanton
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Total Attachments: 10
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FORM 20-F

OPENTV CORP - OPTV

Filed: April 18, 2001 (period: December 31, 2000)

Registration of securities of foreign private issuers pursuant to section 12(b) or (g)

Table of Contents

PART I

- ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS
- ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE
- ITEM 3. KEY INFORMATION
- ITEM 4. INFORMATION ON THE COMPANY
- ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS
- ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES
- ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS
- ITEM 8. FINANCIAL INFORMATION
- ITEM 9. THE OFFER AND LISTING
- ITEM 10. ADDITIONAL INFORMATION
- ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

PART II

- ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES
- ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES
- ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS
- ITEM 15. [RESERVED]
- ITEM 16. [RESERVED]

PART IV

- ITEM 17. FINANCIAL STATEMENTS
- ITEM 18. FINANCIAL STATEMENTS
- ITEM 19. Exhibits
- SIGNATURES
- EXHIBIT INDEX
- EX-4.1 (Instruments defining the rights of security holders)
- EX-4.2 (Instruments defining the rights of security holders)
- EX-4.20 (Instruments defining the rights of security holders)
- EX-4.21 (Instruments defining the rights of security holders)
- EX-4.22 (Instruments defining the rights of security holders)
- EX-4.23 (Instruments defining the rights of security holders)
- EX-10 (Material contracts)

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES
EXCHANGE ACT OF 1934 or

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934 or

For the fiscal year ended December 31, 2000

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from to

Commission File No. 001-15473

OpenTV Corp.
(Exact name of registrant as specified in its charter)

BRITISH VIRGIN ISLANDS
(Jurisdiction of incorporation or organization)

401 East Middlefield Road
Mountain View, CA 94043
(Addresses of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the
Act:

None

Securities registered or to be registered pursuant to Section 12(g) of the
Act:

Class A Ordinary Shares, no par value

Securities for which there is a reporting obligation pursuant to Section 15(d)
of the Act:

None

As of December 31, 2000, the registrant had outstanding:

34,829,632 Class A Ordinary Shares, no par value

30,631,746 Class B Ordinary Shares, no par value

Indicate by check mark whether the Registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
Registrant was required to file such reports), and (2) has been subject to
such filing requirements for the past 90 days. Yes No

Indicate by check mark which financial statement item the Registrant has
elected to follow: Item 17 Item 18

TABLE OF CONTENTS

	Page

PART I.....	1
ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS.....	1
A. Directors and Senior Management.....	1
B. Advisors.....	1
C. Auditors.....	1
ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE.....	1
A. Offer Statistics.....	1
B. Method and Expected Timetable.....	1
ITEM 3. KEY INFORMATION.....	2
A. Selected Financial Data.....	2
B. Capitalization and Indebtedness.....	3
C. Reasons for the Offer and Use of Proceeds.....	3
D. Risk Factors.....	3
ITEM 4. INFORMATION ON THE COMPANY.....	11
A. History and Development of the Company.....	11
B. Business Overview.....	14
C. Organizational Structure.....	25
D. Property, Plants & Equipment.....	25
ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS.....	26
A. Operating Results.....	26
B. Liquidity and Capital Resources.....	31
C. Research and Development, Patents & Licenses, etc.	32
D. Trend Information.....	32
ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES.....	33
A. Directors and Executive Officers.....	33
B. Compensation.....	36
C. Board Practices.....	37
D. Employees.....	38
E. Share Ownership.....	38
ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS.....	43
A. Major Shareholders.....	43
B. Related Party Transactions.....	46
C. Interests of Experts and Counsel.....	46
ITEM 8. FINANCIAL INFORMATION.....	47
A. Consolidated Statements and Other Financial Information...	47
B. Legal Proceedings.....	47
C. Significant Changes.....	47
ITEM 9. THE OFFER AND LISTING.....	47
A. Plan of Distribution.....	47
B. Markets.....	47
C. Selling Shareholders.....	48
D. Dilution.....	48
E. Expenses of the Issue.....	48
ITEM 10. ADDITIONAL INFORMATION.....	48
A. Share Capital.....	48
B. Articles of Association and Memorandum of Association of Association.....	48
C. Material Contracts.....	52
D. Exchange Controls.....	56

	Page

E. Taxation.....	57
F. Dividends and Paying Agents.....	61
G. Statement by Experts.....	61
H. Documents on Display.....	61
I. Subsidiary Information.....	62
ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK..	62
 PART II.....	 64
ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES.....	64
ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES.....	64
ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS....	64
ITEM 15. [RESERVED].....	64
ITEM 16. [RESERVED].....	64
 PART III.....	 64
 PART IV.....	 65
ITEM 17. Financial Statements.....	65
ITEM 18. Financial Statements.....	65
ITEM 19. Exhibits.....	65

The terms "OpenTV", "our company", "we", "us" and "our" as used in this annual report on Form 20-F (this "annual report") refer to OpenTV Corp. and its subsidiaries, including OpenTV, Inc. and Spyglass, Inc., and its predecessors as a combined entity, except where the context requires otherwise.

CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

This annual report contains forward-looking statements that involve inherent risks and uncertainties. These statements relate to our future plans, objectives, expectations and intentions. We use words such as "expect," "anticipate," "project," "believe," "plan," "intend," "future," and other similar expressions to identify forward-looking statements. You should not place undue reliance on these forward-looking statements. Our actual results may differ materially from those anticipated in these forward-looking statements. Factors that could contribute to differences include, but are not limited to, those discussed in Item 3.D, entitled "Risk Factors", and elsewhere in this annual report.

You should rely only on the information contained in this annual report when making a decision about whether to invest in our Ordinary Shares. The information contained in this annual report is accurate only as of the date of this annual report.

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISORS

A. Directors and Senior Management.

Not Applicable.

B. Advisors.

Not Applicable.

C. Auditors

Not Applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

A. Offer Statistics.

Not Applicable.

B. Method and Expected Timetable.

Not Applicable.

Government regulations may adversely affect our business

The telecommunications, media, broadcast and cable television industries are subject to extensive regulation by governmental agencies. These governmental agencies continue to oversee and adopt legislation and regulation over these industries, which may affect our business, market participants with which we have relationships or the acceptance of interactive television in general. For example, the United States Federal Communications Commission has promulgated a Notice of Inquiry concerning the distribution and legal classification of interactive television services, as well as other policy and legal questions, which may lead to regulation in these areas. In addition, future legislation or regulatory requirements regarding privacy issues could be enacted to require notification to users that captured data may be used by marketing entities to target product promotion and advertising to that user. Any of these developments may adversely affect our business.

Because we are a British Virgin Islands company, you may not be able to enforce judgments against us that are obtained in United States courts

We are organized under the laws of the British Virgin Islands (BVI). Several of our directors and executive officers reside outside the United States, and a portion of our assets is located outside the United States. As a result, it may be difficult or impossible for investors to effect service of process upon such persons within the United States or to enforce against such persons judgments obtained in the United States courts, including judgments predicated upon the civil liability provisions of the federal securities laws of the United States.

We have been advised by our BVI counsel, Harney Westwood & Riegels, that judgments of United States courts predicated upon the civil liability provisions of the federal securities laws of the United States may be difficult to enforce in BVI courts and that there is doubt as to whether BVI courts will enter judgments in original actions brought in BVI courts predicated solely upon the civil liability provisions of the federal securities laws of the United States.

Because we are a British Virgin Islands company, you may have difficulty protecting your interests in respect of decisions made by our board of directors

Our corporate affairs are governed by our Articles of Association and Memorandum of Association and by the International Business Companies Act of the British Virgin Islands. Principles of law relating to such matters as the validity of corporate procedures, the fiduciary duties of management and the rights of our shareholders may differ from those that would apply if we were incorporated in the United States or another jurisdiction. The rights of shareholders under BVI law are not as clearly established as are the rights of shareholders in many other jurisdictions. Thus, our shareholders may have more difficulty protecting their interests in the face of actions by our board of directors or our principal shareholders than shareholders would have as shareholders of a corporation incorporated in another jurisdiction.

Certain provisions contained in our charter documents could deter a change in control of OpenTV

Certain provisions of our Articles of Association and Memorandum of Association may discourage attempts by other companies to acquire or merge with us, which could reduce the market value of our Class A Ordinary Shares. The comparatively low voting rights of our Class A Ordinary Shares as compared to our Class B Ordinary Shares, as well as other provisions of our Articles of Association and Memorandum of Association, may delay, deter or prevent others from attempting to acquire control of OpenTV.

ITEM 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

Our legal name is OpenTV Corp., and we were incorporated on September 30, 1999 as an international business company under the International Business Companies Act of the British Virgin Islands. The address of our registered office in the British Virgin Islands is c/o Havelet Trust Company (BVI) Limited, P.O. Box 3186,

Road Town, Tortola, British Virgin Islands, and the telephone number at that address is (284) 494-5471. Our principal place of business is located at the headquarters office of our principal operating subsidiary, OpenTV Inc., which is located at 401 East Middlefield Road, Mountain View, CA 94043 in the United States, and the telephone number at that address is (650) 429-5500.

Background

THOMSON multimedia S.A. and Sun Microsystems, Inc. formed a joint development and marketing alliance in 1994 to produce software solutions for digital television. The alliance began shipping its first product line in March 1996. In July 1996, THOMSON multimedia and Sun Microsystems formed Thomson Sun Interactive, LLC, a new joint venture entity dedicated to digital interactive television.

THOMSON multimedia and Sun Microsystems agreed with MIH Limited in June 1997 to convert Thomson Sun Interactive, LLC, into OpenTV, Inc., a newly formed Delaware corporation, and to transfer part of their interests in the enterprise to a subsidiary of MIH. These transactions were completed in early 1998. THOMSON multimedia sold the remainder of its interest in OpenTV, Inc. to MIH and Sun Microsystems in April 1999.

In September 1999 OpenTV Corp. was formed to act as a holding company for OpenTV, Inc., which then became our principal operating subsidiary. We completed a strategic financing round in October 1999 and completed our initial public offering in November 1999.

In July 2000, we completed our merger with Spyglass, a leading provider of strategic Internet consulting, software and professional services that enable content providers, service operators and device manufacturers to capitalize on the potential of the Internet.

We are now the leading worldwide provider of software that enables digital interactive television. We build a complete software platform that enables digital interactive television and brings on-demand content to other digital communications devices. Our solutions address the needs of digital communications networks and include operating middleware, content applications, content creation tools, professional services expertise and strategic consulting.

As of December 31, 2000, our software has been shipped with or installed in more than 13.9 million digital set-top boxes worldwide and has been selected by 40 digital cable, satellite and terrestrial communications networks in over 50 countries, including BSkyB in the United Kingdom; TPS and Noos in France; PrimaCom in Germany; Via Digital in Spain; Stream in Italy; DIRECTV(TM) Latin America LLC in Latin America; and EchoStar's DISH(TM) Network and USA Media Group in the United States. In addition, 31 digital set-top box manufacturers have licensed our software, and more than 900 developers have joined our OpenAdvantage program for independent application developers.

Recent Developments

A summary of some of the more significant developments relating to us and our business that have occurred since January 1, 2000 is set forth below.

Acquisition of Spyglass, Inc.

On March 26, 2000, we signed a definitive merger agreement with Spyglass, Inc. to acquire all of Spyglass' outstanding common stock in a stock-for-stock transaction. The merger was consummated on July 24, 2000. Spyglass shareholders became entitled to receive 0.7236 of our Class A Ordinary Shares in exchange for each share of Spyglass common stock, resulting in an aggregate of approximately 12.7 million Class A Ordinary Shares issuable in the transaction. We also reserved approximately 2.5 million additional Class A Ordinary Shares for issuance upon the exercise of stock options and warrants of Spyglass that were assumed by us in the merger.

As a result of our merger with Spyglass, we acquired Spyglass' Device Mosaic and Prism technologies, which we are incorporating into future versions of our set-top box software to enable full Internet web browsing. We use Spyglass' team of professional services specialists to serve our customer base of network operators and set-top box manufacturers. We believe the addition of this team of professionals will enable us to accelerate and simplify the process of integrating our set-top box software and our applications, as well as third-party applications, on their systems. In addition, we expect Spyglass Prism technology to position us as a key enabler in the delivery of Internet solutions to wireless devices. This technology enables web content to be reformatted so that it is accessible on cellular phones, handheld computers and other wireless devices.

Sale of Acadia Venture (Spyglass DSIC, Inc.)

By virtue of our merger with Spyglass, we acquired Spyglass' entire interest in Spyglass DSIC, Inc., a co-owned venture between Spyglass and General Instrument Corporation commonly referred to as "Acadia" that provides integration services for third parties developing applications for General Instrument's digital set-top boxes. In accordance with the terms of the venture's operating agreement, the closing of the Spyglass merger enabled General Instrument to exercise an option to purchase Spyglass' interest in Acadia. General Instrument exercised this option, and on November 13, 2000 we signed a definitive stock purchase agreement with General Instrument providing for the sale of Spyglass' interest in the venture to General Instrument for a purchase price of \$5,000,000. The sale was completed on January 16, 2001.

Creation of Spyglass Integration Venture

On November 13, 2000, we established a co-owned venture with General Instrument named Spyglass Integration, Inc. for the purpose of providing integration, testing and development services to digital cable and satellite operators. We contributed 370,858 of our Class A Ordinary Shares for a 90% interest in this venture, which shares were then transferred to General Instrument in exchange for a three-year license of certain General Instrument patents on a royalty-free, worldwide, non-exclusive basis. General Instrument acquired the remaining 10% interest in the venture for a purchase price of \$2,000,000.

Acquisition of CableSoft Corporation

On November 13, 2000, we signed a definitive merger agreement with CableSoft Corporation to acquire all of CableSoft's outstanding common stock in a stock-for-stock transaction. CableSoft is a leading provider of "on-demand information" software solutions for broadband network operators, and General Instrument was one of CableSoft's primary shareholders. Under the terms of this merger, which was completed on November 13, 2000, CableSoft shareholders became entitled to receive an aggregate of 1,342,134 of our Class A Ordinary Shares in exchange for all of their shares of CableSoft common stock. All of the outstanding convertible debt of CableSoft was converted into the right to receive an aggregate 87,430 of our Class A Ordinary Shares. In addition we reserved 148,031 of our Class A Ordinary Shares for issuance upon the exercise of the stock options of CableSoft that were assumed by us in the merger.

Creation of OpenStar Venture

On February 22, 2000, we entered into an agreement with EchoStar Communications Corporation and two of its subsidiaries (collectively "EchoStar") to develop a low-cost, hard-drive set-top box specification for the TV-viewing market in the United States and elsewhere throughout the world. EchoStar contributed to OpenStar Corporation, a newly formed subsidiary of EchoStar, a non-exclusive, perpetual, royalty-free worldwide license to all of EchoStar's existing intellectual property which enables hard drive functionality in a satellite receiver. Immediately following the formation of OpenStar, we purchased 50% of the OpenStar shares from EchoStar in exchange for 2,252,252 of our Class A Ordinary Shares and the contribution of a non-exclusive perpetual royalty-free worldwide license to certain OpenTV intellectual property to OpenStar.

Capital Expenditures

Our principal capital expenditures for each of fiscal 2000, 1999 and 1998 were for computers and equipment, software, furniture and fixtures and leasehold improvements.

In fiscal 2000, we spent approximately \$3.79 million, \$4.18 million, \$0.70 million and \$1.98 million, respectively, for computers and equipment, software, furniture and fixtures and leasehold improvements.

In fiscal 1999, we spent approximately \$1.48 million, \$0.77 million, \$0.16 million and \$0.16 million, respectively, for computers and equipment, software, furniture and fixtures and leasehold improvements.

In fiscal 1998, we spent approximately \$1.39 million, \$0.05 million, \$0.07 million and \$0.34 million, respectively, for computers and equipment, software, furniture and fixtures and leasehold improvements.

B. Business Overview.

Our Business

We are the leading worldwide provider of software solutions that enable and manage digital interactive television, or iTV. We augment our core business with professional service support and iTV content offerings. As of the end of the year 2000, our software has been deployed worldwide on over 13.9 million set-top boxes, with 40 network operators in over 50 countries having selected our OpenTV Runtime software as their interactive platform. Our digital iTV solutions create the opportunity for a network operator to enhance a television viewer's experience by providing an audio and video television environment capable of supporting software applications for shopping, e-mail, games, banking and other interactive services.

Our solutions are designed to enable network operators to deliver interactive content through a low-cost digital set-top box for viewing on existing analog televisions. Our software platform operates within the existing digital infrastructure, allowing network operators to deploy digital iTV services to a large number of viewers without incurring significant expenses for hardware or infrastructure upgrades. Our solutions are designed to function equally well with higher-powered set-top boxes so that a network operator will have the ability to offer a unified iTV service to its complete customer base. We have developed a software platform that can support and operate with alternate operating systems and hardware features such as a hard-drive for personal video recording and modems for web browsing on the Internet.

We also offer software solutions for the delivery and management of interactive experiences on mobile/wireless devices through our Spyglass Prism and Device Mosaic products.

We began expanding our applications business in late September 2000 through our OpenTVi division. OpenTVi is dedicated to developing a core suite of interactive applications. Once a network operator has instituted our core interactive software platform, we can then offer to that network operator a variety of integrated or modular applications such as email, commerce, games, customer service and personalized advertising delivery. The applications can be acquired in a generic format, or they may be customized by OpenTVi Studios, OpenTVi's production team. In addition, OpenTVi Studios offers producers and content developers customization services and support for creating interactive programming that can run on the OpenTV platform.

We support our solutions with our professional services division, which assists network operators, set-top box manufacturers and service providers with integration and launch consulting.