

DSP GROUP INC /DE/  
Form 10-Q/A  
July 13, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

**Amendment No. 1**

(Mark One)

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

For the Quarterly Period Ended March 31, 2009

or

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

For the transition period from            to

Commission File Number 0-23006

**DSP GROUP, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**94-2683643**  
(I.R.S. employer  
identification number)

**2580 North First Street, Suite 460**

**San Jose, California**  
(Address of Principal Executive Offices)

**95131**  
(Zip Code)

**Registrant's telephone number, including area code: (408) 986-4300**

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 whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of May 1, 2009, there were 22,733,748 shares of Common Stock (\$.001 par value per share) outstanding.

EXPLANATORY NOTE

DSP Group, Inc. (the Company ) hereby amends its Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, which was filed with the Securities and Exchange Commission on May 11, 2009 (the Original Filing ), solely to amend and replace the certifications of its chief executive officer and chief financial officer that were filed as Exhibits 31.1 and 31.2 to the Original Filing and to amend in its entirety Part II, Item 6 of the Original Filing. The certifications are being replaced to include language that was inadvertently omitted in the certifications filed with the Original Filing. No other part of the Original Filing is being amended hereby, and this amendment does not reflect events that have occurred after the filing of the Original Filing.

**ITEM 6. EXHIBITS.**

- Exhibit 10.1 Stock Repurchase Agreement, dated January 27, 2009, between DSP Group, Inc. and NXP B.V. (filed on February 2, 2009 as Exhibit 10.1 to the Registrant's Current Report on Form 8-K, and incorporated herein by reference).
- Exhibit 10.2 Amendment Agreement to the Manufacturing Services Collaboration Agreement, dated January 27, 2009, among DSP Group, Inc., NXP B.V. and DSP Group, Ltd. (filed as Exhibit 10.38 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2008, and incorporated herein by reference) (confidential treatment has been granted for portions of this exhibit).
- Exhibit 31.1 Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- Exhibit 31.2 Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- Exhibit 32.1 Certification of the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished on May 11, 2009 as Exhibit 32.1 to the Registrant's Quarterly Report on Form 10-Q, and incorporated herein by reference).
- Exhibit 32.2 Certification of the Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished on May 11, 2009 as Exhibit 32.1 to the Registrant's Quarterly Report on Form 10-Q, and incorporated herein by reference).

**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 thereunto duly authorized.

DSP GROUP, INC.  
(Registrant)

Date: July 10, 2009

By: /s/ Dror Levy  
Dror Levy, Chief Financial Officer and Secretary  
(Principal Financial Officer and Principal Accounting Officer)