

DSP GROUP INC /DE/
Form 4
August 19, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Elyakim Ofer

(Last) (First) (Middle)

161 S. SAN ANTONIO ROAD,
SUITE 10

(Street)

LOS ALTOS, CA 94022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DSP GROUP INC /DE/ [DSPG]

3. Date of Earliest Transaction
(Month/Day/Year)
07/29/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 07/29/2015 | | M | 4,125 A (1) | 87,608 (2) | D | |
| Common Stock | 08/10/2015 | | M | 2,813 A (3) | 90,421 | D | |
| Common Stock | 08/14/2015 | | M | 35,000 A (4) | 125,421 | D | |
| Common Stock | 08/18/2015 | | P | 2,000 A \$ 8.7 | 127,421 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | (1) | 07/29/2015 | | M | 4,125 | (1) (1) | Common Stock | 4,125 |
| Restricted Stock Unit | (3) | 08/10/2015 | | M | 2,813 | (3) (3) | Common Stock | 2,813 |
| Restricted Stock Unit | (4) | 08/14/2015 | | M | 35,000 | (4) (4) | Common Stock | 35,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Elyakim Ofer 161 S. SAN ANTONIO ROAD, SUITE 10 LOS ALTOS, CA 94022 | X | | CEO | |

Signatures

/s/ Ofer Elyakim 08/19/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents restricted stock units. Acquired under the 2012 Equity Incentive Plan and will vest at a rate of 25% on 1/29/2014 and 6.25% each quarter hereafter.
- (2) Includes 2,033 shares that were acquired under the DSP Group, Inc. Employee Stock Purchase Plan
- (3) Each restricted stock unit represents a contingent right to receive one share of DSP Group, Inc. Common Stock. The restricted stock units were acquired under the 2012 Equity Incentive Plan. 25% of the RSUs vest on the first year anniversary of the grant with the remainder

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vesting 6.25% quarterly thereafter.

- (4) Each restricted stock unit represents a contingent right to receive one share of DSP Group, Inc. common stock. The restricted stock units were acquired under the 2012 Equity Incentive Plan and will be 100% fully vested on 8/14/2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.