

DSP GROUP INC /DE/  
Form 8-K  
July 23, 2007

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

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): July 23, 2007

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**DSP GROUP, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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Delaware

(State or Other Jurisdiction of Incorporation)

**0-23006**  
(Commission File Number)

**94-2683643**  
(I.R.S. Employer Identification No.)

**3120 Scott Boulevard, Santa Clara, CA**  
(Address of Principal Executive Offices)

**95054**  
(Zip Code)

**408/986-4300**

(Registrant's Telephone Number, Including Area Code)

With a copy to:

Bruce Alan Mann, Esq.

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**Morrison & Foerster LLP**

**425 Market Street**

**San Francisco, CA 94105**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On July 23, 2007, DSP Group, Inc. (the Company) announced its financial results for the quarter ended June 30, 2007. A copy of the press release, dated July 23, 2007, is attached and filed herewith as Exhibit 99.1. This information, including Exhibit 99.1 attached hereto, shall not be deemed filed for purposes of Section 18 of the Securities Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference to such filing.

In addition to the disclosure of financial results for the quarter ended June 30, 2007 in accordance with generally accepted accounting principles in the United States (GAAP), the press release also included non-GAAP (pro forma) net income and diluted earnings per share (EPS) figures for the quarter ended June 30, 2007 that excluded the expenses associated with the application of Statement of Financial Accounting Standards (SFAS) 123(R) and loss related to the anticipated realization of certain marketable securities.

The Company believes that the pro forma presentation in the press release is useful to investors in analyzing the results for the quarter ended June 30, 2007 because the pro forma presentation excluded non-cash equity-based compensation expenses relating to SFAS 123(R) and loss related to the anticipated realization of certain marketable securities that management does not consider meaningful for purposes of analyzing the Company's core operating results and making budget-planning decisions. Further, the Company believes it is useful for investors to understand how the expenses associated with the application of SFAS 123(R) are reflected on its statements of income. The pro forma financial measures are used in addition to and in conjunction with results presented in accordance with GAAP, and are intended to provide additional insight into the Company's operations that, when viewed with its GAAP results and the accompanying reconciliations to corresponding GAAP financial measures, offer a more complete understanding of factors and trends affecting the Company's business. The pro forma presentation should not be viewed as a substitute for the Company's reported GAAP results.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

d. Exhibits

| <b>Exhibit No.</b> | <b>Description</b>                                     |
|--------------------|--|
| 99.1               | Press Release of DSP Group, Inc., dated July 23, 2007. |

**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 hereunto duly authorized.

DSP GROUP, INC.

Date: July 23, 2007

By: /s/ Dror Levy  
Dror Levey  
Vice President, Finance, Chief Financial Officer and Secretary