

DSP GROUP INC /DE/

Form 4

August 19, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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Number: 3235-0287
Expires: January 31,
2005
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(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/29/2015		M		4,125	A	<u>(1)</u>	87,608 <u>(2)</u>	D	
Common Stock	08/10/2015		M		2,813	A	<u>(3)</u>	90,421	D	
Common Stock	08/14/2015		M		35,000	A	<u>(4)</u>	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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SEC 1474
(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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	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.

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