

DSP GROUP INC /DE/  
Form 8-K  
November 01, 2002

As filed with the Securities and Exchange Commission on November 1, 2002

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

**FORM 8-K**

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

Date of report (Date of earliest event reported): October 31, 2002

**DSP GROUP, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**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.  
Morrison & Foerster LLP  
425 Market Street  
San Francisco, CA 94105

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**Item 5. OTHER EVENTS.**

On October 31, 2002, DSP Group, Inc. (the Company), Ceva, Inc., currently a wholly-owned subsidiary of the Company and to whom the Company has transferred its DSP cores licensing business (Ceva) and Parthus Technologies plc (Parthus) issued a joint press release announcing that the combination of Parthus with Ceva was expected to close on November 1, 2002 and that the record date for stockholders of the Company entitled to receive shares of ParthusCeva common stock in connection with the spin-off of the DSP cores licensing business (the Dividend Distribution) was the close of business on NASDAQ on October 31, 2002.

Additionally, on October 31, 2002, the Company issued a separate press release announcing, among other things, additional information regarding DSP Group's Dividend Distribution.

The two press releases are attached and filed herewith as Exhibits 99.1 and 99.2 and are incorporated herein by reference.

**Item 7. FINANCIAL STATEMENTS AND EXHIBITS.**

c. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Joint Press Release of DSP Group, Inc., Ceva, Inc. and Parthus Technologies plc, dated October 31, 2002.
99.2	Press Release of DSP Group, Inc., dated October 31, 2002.

**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: November 1, 2002

By:

/s/ MOSHE ZELNIK

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Moshe Zelnik  
Vice President, Finance, Chief Financial Officer and  
Secretary