

CEVA INC  
Form 8-K  
April 29, 2005

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

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**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)

**April 28, 2005**

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**CEVA, INC.**

(Exact name of registrant as specified in its charter)

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

**000-49842**  
(Commission File Number)

**77-0556376**  
(IRS Employer  
Identification No.)

**2033 Gateway Place, Suite 150  
San Jose, CA 95110**  
(Address of principal executive offices, including zip code)

**(408) 514-2900**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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)

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- r Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - r Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 2. Financial Information**

**Item 2.02. Results of Operations and Financial Condition.**

On April 28, 2005, the Registrant reported its results of operations for its first quarter of fiscal 2005 and conducted a conference call to discuss such results of operations. A copy of the press release issued by the Registrant concerning the Registrant's results of operations for its first quarter of fiscal 2005, which ended March 31, 2005, is furnished as Exhibit 99.1 and is incorporated herein by reference. A copy of the transcript of the conference call conducted by the Registrant's management on April 28, 2005 to discuss the Registrant's results of operations for its first quarter of fiscal 2005 is furnished as Exhibit 99.2 and is incorporated herein by reference.

The information in this Form 8-K and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated April 28, 2005.
99.2	Transcript of April 28, 2005 Conference Call

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**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.

**CEVA, INC.**

By: /s/ Christine Russell  
Christine Russell  
Chief Financial Officer

Date: **April 28, 2005**

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**EXHIBIT INDEX**

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