

DSP GROUP INC /DE/  
Form S-8  
June 28, 2011

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**DSP GROUP, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

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

**95131**

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2580 North First Street, Suite 460  
San Jose, CA  
(Address of Principal Executive Offices)

(Zip Code)

**DSP GROUP, INC.**

**2003 Israeli Share Incentive Plan**

**1993 Employee Stock Purchase Plan**

**1993 Director Stock Option Plan**

(Full Title of the Plan)

**Ofer Elyakim**

**Chief Executive Officer**

**DSP Group, Inc.**

**2580 North First Street, Suite 460**

**San Jose, CA 95131**

(Name and Address of Agent For Service)

**408/986-4300**

(Telephone Number, Including Area Code, of Agent For Service)

*With a copy to:*

**Bruce Alan Mann, Esq.**

**Morrison & Foerster LLP**

**425 Market Street**

**San Francisco, CA 94105**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

**Calculation of Registration Fee**

<b>Title of Securities to be Registered</b>	<b>Number of Shares to be Registered</b>	<b>Proposed Maximum Offering Price per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock	2,184,585 (1)	\$8.49 (2)	\$18,547,126.65	\$2,153.32

- (1) This Registration Statement on Form S-8 registers (1) 1,384,585 shares of the Registrant's Common Stock issuable under the 2003 Israeli Share Incentive Plan; (2) 500,000 shares of the Registrant's Common Stock issuable under the 1993 Employee Stock Purchase Plan, and (3) 300,000 shares of the Registrant's Common Stock issuable under the 2003 Director Stock Option Plan. Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of additional shares of Common Stock that become issuable under the Registrant's above referenced plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration, which results in an increase in the number of the Registrant's outstanding shares of Common Stock
- (2) Calculated solely for purposes of this offering under Rule 457(h) of the Securities Act of 1933 on the basis of the average of the high and low price per share of the Registrant's Common Stock on the NASDAQ Global Market on June 22, 2011 of \$8.49 per share.

**Part I**

**INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS**

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement is filed for the purpose of registering (1) 1,384,585 shares of the Common Stock of DSP Group, Inc. (the Registrant) issuable under the Registrant's 2003 Israeli Share Incentive Plan; (2) 500,000 shares of the Registrant's Common Stock issuable under the Registrant's 1993 Employee Stock Purchase Plan, and (3) 300,000 shares of the Registrant's Common Stock issuable under the Registrant's 2003 Director Stock Option Plan, which Common Stock is the same class as those previously registered on Form S-8s and filed with the Securities and Exchange Act Commission (the Commission) on August 10, 2009 (File No. 333-161206), June 9, 2008 (File No. 333-151527), on January 1, 2007 (File No. 333-140233), on June 22, 2006 (File No. 333-135220), on January 27, 2006 (File No. 333-131324), on July 21, 2005 (File No. 333-126773), on February 2, 2004 (File No. 333-112417) and on September 19, 2003 (File No. 333-108937). The contents of the aforementioned Registration Statements, including any amendments thereto or filings incorporated therein, are incorporated herein by reference.

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Certain Documents by Reference**

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the SEC):

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed with the SEC on March 16, 2011, which includes audited financials for the Registrant's latest fiscal year.
- (b) All other reports filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), since the end of the fiscal year covered by the Registrant's Annual Report on Form 10-K described in (a) above.
- (c) The Registrant's Registration Statement on Form 8-A (File No. 000-23006) filed with the SEC on December 3, 1993, in which there is described the terms, rights and provisions applicable to the Registrant's Common Stock, 0.001 per value (the Common Stock). All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits**

Exhibit No.	Description
5.1	Opinion of Morrison & Foerster LLP as to the legality of the securities being registered.
23.1	Consent of Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global, independent registered public accounting firm.
23.2	Consent of Morrison & Foerster LLP (contained in the opinion of counsel filed as Exhibit 5.1 to this Registration Statement).
24.1	Power of Attorney (set forth on the signature page of this Registration Statement).

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on June 28, 2011.

DSP GROUP, INC.

By: /s/ Ofer Elyakim  
 Ofer Elyakim  
 Chief Executive Officer

**POWER OF ATTORNEY AND ADDITIONAL SIGNATURES**

Each person whose signature appears below constitutes and appoints Ofer Elyakim and Dror Levy, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments to this Registration Statement, including post-effective amendments, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or their substitutes, may lawfully do or cause to be done by virtue thereof.

Further, pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Eliyahu Ayalon	Chairman of the Board of Directors	June 28, 2011
Eliyahu Ayalon		
/s/ Ofer Elyakim	Chief Executive Officer (Principal Executive Officer)	June 28, 2011
Ofer Elyakim		
/s/ Dror Levy	Chief Financial Officer and Secretary (Principal Financial Officer and Principal Accounting Officer)	June 28, 2011
Dror Levy		

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Signature	Title	Date
/s/ Zvi Limon	Director	June 28, 2011
Zvi Limon		
/s/ Reuven Regev	Director	June 28, 2011
Reuven Regev		
/s/ Yair Seroussi	Director	June 28, 2011
Yair Seroussi		
/s/ Yair Shamir	Director	June 28, 2011
Yair Shamir		
/s/ Louis Silver	Director	June 28, 2011
Louis Silver		
/s/ Patrick Tanguy	Director	June 28, 2011
Patrick Tanguy		



**Exhibit Index**

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