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DSP GROUP INC /DE/
Form S-8
May 02, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 2, 2001.
REGISTRATION NO. 333-_____

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.)

3120 SCOTT BOULEVARD, SANTA CLARA, CA
(Address of Principal Executive Offices)

95054
(Zip Code)

DSP GROUP, INC.
1991 EMPLOYEE AND CONSULTANT STOCK PLAN
(Full Title of the Plan)

ELIYAHU AYALON
CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER
DSP GROUP, INC.
3120 SCOTT BOULEVARD
SANTA CLARA, CA 95054
(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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Calculation of Registration Fee

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price |
|--------------------------------------|-------------------------|-------------------------------------------|-------------------------------------------|
| Common Stock | 1,000,000 | \$20.164 | \$20,164,000* |

* Calculated solely for purposes of calculating the registration fee of this offering under Rule 457(c) and Rule 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low prices per share of DSP Group Inc.'s Common Stock on the Nasdaq National Market on April 25, 2001.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended, this Registration Statement is filed to register 1,000,000 additional shares of the Common Stock, par value \$.001 per share, of DSP Group, Inc. (the "Company") reserved for issuance under the terms of the DSP Group, Inc. 1991 Employee and Consultant Stock Plan, as amended. These shares are securities of the same class as those registered under the following currently effective Registration Statements on Form S-8: the Registration Statement on Form S-8 filed by the Company on August 31, 1994 (File No. 33-83456), Post-Effective Amendment No. 1 thereto filed by the Company on August 8, 1996, the Registration Statement on Form S-8 filed by the Company on May 20, 1998 (File No. 333-53129), and Registration Statement on Form S-8 filed by the Company on July 22, 1999 (File No. 333-83457), which are incorporated by reference herein.

ITEM 8. EXHIBITS.

| EXH. NO. | DESCRIPTION |
|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1 | 1991 Employee and Consultant Stock Plan, as amended and restated July 19, 1999 (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1999, and incorporated herein by reference). |
| 5.1 | Opinion of Morrison & Foerster LLP as to the legality of the securities being registered. |

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- 23.1 Consent of Kost, Forer & Gabbay, a member of Ernst & Young International, Independent Auditors.
- 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).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Santa Clara, State of California, on April 24, 2001.

DSP GROUP, INC.

By: /s/ ELIYAHU AYALON

Eliyahu Ayalon
Chairman of the Board and
Chief Executive Officer

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POWER OF ATTORNEY AND ADDITIONAL SIGNATURES

Each person whose signature appears below constitutes and appoints Eliyahu Ayalon and Moshe Zelnik, 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

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1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title | |
|--------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|------|
| ----- /s/ ELIYAHU AYALON ----- Eliyahu Ayalon | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | Apri |
| ----- /s/ MOSHE ZELNIK ----- Moshe Zelnik | Vice President of Finance, Chief Financial Officer and Secretary (Principal Financial Officer and Principal Accounting Officer) | Apri |
| ----- /s/ ZVI LIMON ----- Zvi Limon | Director | Apri |
| ----- /s/ YAIR SHAMIR ----- Yair Shamir | Director | Apri |
| ----- /s/ SAUL SHANI ----- Saul Shani | Director | Apri |
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| ----- /s/ LOUIS SILVER ----- Louis Silver | Director | Apri |
| ----- Patrick Tanguy | Director | Apri |

EXHIBIT INDEX

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