

DSP GROUP INC /DE/  
Form 8-K  
May 05, 2011

**UNITED STATES**  
**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): May 4, 2011

**DSP GROUP, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

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**0-23006**  
(Commission File Number)

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

**2580 North First Street, Suite 460**

**San Jose, CA**  
(Address of Principal Executive Offices)

**408/986-4300**

**95131**  
(Zip Code)

(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**

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

**ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On May 4, 2011, the Board of Directors of DSP Group, Inc. (the Company ) approved an amendment and restatement of the 2003 Israeli Share Incentive Plan (the Plan ) to eliminate the automatic annual increase in the authorized number of shares of the Company s common stock available for grant under the Plan after 2012 (the evergreen provision).

A copy of the amended and restated Plan is attached and filed herewith as Exhibit 10.1.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

d. Exhibits

Exhibit No.	Description
10.1	Amended and Restated 2003 Israeli Share Incentive Plan.

**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: May 5, 2011

By: /s/ Dror Levy  
Dror Levy  
Chief Financial Officer and Secretary