

CEVA INC  
Form 4  
May 11, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
OHANA ISSACHAR

(Last) (First) (Middle)

1943 LANDINGS DRIVE

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CEVA INC [CEVA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/04/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

EVP Worldwide Sales

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock                    | 05/04/2016                           |  | S                              |   | 1,849   | D  | \$ 26.34  |
|                                 |                                      |  |                                |   |   |  | 29,447 <sup>(1)</sup>                                 |
| Common Stock                    | 05/09/2016                           |  | S                              |   | 2,131   | D  | \$ 26.7048  |
|                                 |                                      |  |                                |   |   |  | 27,316 <sup>(1)</sup>                                 |
|                                 |                                      |  |                                |   |   |  | <sup>(2)</sup>  |
| Common Stock                    | 05/09/2016                           |  | M                              |   | 28,125  | A  | \$ 15.54  |
|                                 |                                      |  |                                |   |   |  | 55,441  |
| Common Stock                    | 05/09/2016                           |  | D                              |   | 16,556  | D  | \$ 26.46  |
|                                 |                                      |  |                                |   |   |  | 38,885  |
| Common Stock                    | 05/09/2016                           |  | S                              |   | 11,569  | D  | \$ 26.46  |
|                                 |                                      |  |                                |   |   |  | 27,316  |

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|              |            |   |        |   |          |        |   |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 05/09/2016 | M | 24,791 | A | \$ 16.2  | 52,107 | D |
| Common Stock | 05/09/2016 | D | 15,020 | D | \$ 26.74 | 37,087 | D |
| Common Stock | 05/09/2016 | S | 9,771  | D | \$ 26.74 | 27,316 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Right                   | \$ 15.54   | 05/09/2016                           |  | M                              | 28,125  | <u>(3)</u> 07/31/2019                                    | Common Stock  | 28,125                     |
| Stock Appreciation Right                   | \$ 16.2  | 05/09/2016                           |  | M                              | 24,791  | <u>(3)</u> 06/11/2020                                    | Common Stock  | 24,791                     |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| OHANA ISSACHAR<br>1943 LANDINGS DRIVE<br>MOUNTAIN VIEW, CA 94043 |               |           | EVP Worldwide Sales |       |

## Signatures

/s/ Issachar Ohana 05/11/2016

\*\*Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes shares that were acquired under the CEVA, Inc. 2002 Employee Stock Purchase Plan.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.70 to \$26.71, inclusive. The reporting person undertakes to provide to CEVA, Inc., any security holder of CEVA, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes to this Form 4.

(2) The Stock Appreciation Rights became exercisable as to 25% of the underlying shares on the first anniversary of the grant date and 1/48th of underlying shares each month thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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