

CEVA INC
Form 4
March 26, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
MASHAAL RICHARD R

(Last) (First) (Middle)

C/O SENVEST MANAGEMENT, LLC, 540 MADISON AVENUE, 32ND FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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)
				(A) or (D)	Price		
Common Stock, \$0.001 par value per share (1) (2)	03/24/2015		S	38,970	D \$ 21.4652	3,114,398	I See Footnotes (1) (2)
Common Stock, \$0.001 par value per share	03/24/2015		S	3,028	D \$ 21.6496	\$ 3,111,370	I See Footnotes (1) (2)

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

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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASHAAL RICHARD R C/O SENVEST MANAGEMENT, LLC 540 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022		X		
Senvest Management, LLC 540 MADISON AVENUE 32ND FLOOR NEW YORK, NY 10022		X		

Signatures

/s/ Richard R. Mashaal 03/26/2015
 **Signature of Reporting Person Date

/s/ Senvest Management, LLC by /s/ Richard R. Mashaal 03/26/2015
 **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).

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These securities are held in the accounts of Senvest Master Fund, L.P. and Senvest Israel Partners, L.P. (the "Senvest Funds") and Senvest International L.L.C. (collectively with the Senvest Funds, the "Investment Vehicles"). Senvest Management, LLC ("Senvest") serves as investment manager of each of the Senvest Funds. Richard Mashaal is the managing member of Senvest and is president of, exercising investment and voting control over, Senvest International L.L.C. Senvest may be deemed to have investment and voting control over the securities held by the Senvest Funds by virtue of Senvest's position as investment manager of each of the Senvest Funds. Mr. Mashaal may be deemed to have investment and voting control over the securities held by the Investment Vehicles by virtue of Mr. Mashaal's status as the managing member of Senvest and his investment and voting control over Senvest International L.L.C.

- (1) investment and voting control over, Senvest International L.L.C. Senvest may be deemed to have investment and voting control over the securities held by the Senvest Funds by virtue of Senvest's position as investment manager of each of the Senvest Funds. Mr. Mashaal may be deemed to have investment and voting control over the securities held by the Investment Vehicles by virtue of Mr. Mashaal's status as the managing member of Senvest and his investment and voting control over Senvest International L.L.C.
- (2) For convenience, the Reporting Persons have included all securities held by the Investment Vehicles, including securities in excess of the Reporting Persons' pecuniary interest. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.