

CEVA INC  
Form 8-K  
October 27, 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): October 27, 2011**

**CEVA, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

**000-49842**

**77-0556376**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**1943 Landings Drive,  
Mountain View, CA**

**94043**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(650) 417-7900**

(Former name or former address, if changed since last report.)

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:

- 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))
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**ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On October 27, 2011, CEVA, Inc. (the Company ) announced its financial results for the quarter ended September 30, 2011. A copy of the press release, dated October 27, 2011, is attached and filed herewith as Exhibit 99.1. This information, including Exhibit 99.1 attached hereto, shall not be deemed filed for purposes of Section 18 of the Securities Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference to such filing.

In addition to the disclosure of financial results for the quarter ended September 30, 2011 in accordance with generally accepted accounting principles in the United States ( GAAP ), the press release also included non-GAAP net income and diluted net income per share for the three months and nine months ended September 30, 2011 and 2010, that excluded equity-based compensation expenses for the respective periods. In addition, non-GAAP diluted net income per share for the three months and nine months ended September 30, 2010, also excluded tax income associated with adjustments related to international cost allocations, as well as tax planning strategies to utilize certain deferred tax assets. The Company believes that the reconciliation of financial measures in the press release is useful to investors in analyzing the results for the quarters ended September 30, 2011 and 2010 because the exclusion of the equity-based compensation expenses and the tax income may provide a more meaningful analysis of the Company s core operating results. Further, the Company believes it is useful for investors to understand how the expenses associated with the application of SFAS 123(R) are reflected on its statements of income. The reconciliation of financial measures should be reviewed in addition to and in conjunction with results presented in accordance with GAAP, and are intended to provide additional insight into the Company s operations that, when viewed with its GAAP results and the accompanying reconciliation, offer a more complete understanding of factors and trends affecting the Company s business. The reconciliation of financial measures should not be viewed as a substitute for the Company s reported GAAP results.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release of CEVA, Inc., dated October 27, 2011.

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**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.

CEVA, INC.

Date: October 27, 2011

By: /s/ Yaniv Arieli  
Yaniv Arieli  
Chief Financial Officer