

DSP GROUP INC /DE/  
Form 8-K  
June 12, 2015

**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): June 8, 2015

**DSP GROUP, INC.**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**001-35256**  
(Commission File Number)

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

**161 S. San Antonio Road, Suite 10, Los Altos, CA**  
(Address of Principal Executive Offices)

**94022**  
(Zip Code)

**408/986-4300**

(Registrant's Telephone Number, Including Area Code)

With a copy to:

Jaclyn Liu, Esq.

Morrison & Foerster llp

425 Market Street

San Francisco, CA 94105

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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))

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**ITEM 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 8, 2015, DSP Group, Inc. (the “Company”) held its annual meeting of stockholders (the “2015 Annual Meeting”) whereby the stockholders approved an amendment and restatement of the Restated Certificate of Incorporation (the “Second Restated Certificate”) of the Company to eliminate supermajority voting provisions therein and integrate into a single document all prior stockholder-approved amendments of the Restated Certificate of Incorporation into a single document. Subsequent to stockholder approval, the Second Restated Certificate was filed and accepted by the Secretary of State of the State of Delaware on June 12, 2015. A copy of the Second Restated Certificate is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

At the 2015 Annual Meeting, the following proposals were submitted to a vote of stockholders and the voting results are set forth below. The proposals are described in detail in the proxy statement for the 2015 Annual Meeting that the Company filed with the Securities and Exchange Commission on May 7, 2015.

1. Election of six directors as specifically set forth below, each to serve until the 2016 annual meeting of stockholders:

Ofer Elyakim For: 17,561,014 Withheld: 227,548 Broker Non-Vote: 1,515,438

Thomas A. Lacey For: 17,407,652 Withheld: 380,910 Broker Non-Vote: 1,515,438

Gabi Seligsohn For: 17,522,705 Withheld: 265,857 Broker Non-Vote: 1,515,438

Yair Seroussi For: 17,421,095 Withheld: 367,467 Broker Non-Vote: 1,515,438

Patrick Tanguy For: 17,413,925 Withheld: 374,637 Broker Non-Vote: 1,515,438

Kenneth H. Traub For: 17,425,538 Withheld: 363,024 Broker Non-Vote: 1,515,438

2. Proposal to approve Second Restated Certificate of Incorporation to eliminate supermajority voting provisions therein and integrate into a single document all prior stockholder-approved amendments into a single document:

For: 17,761,173 Against: 24,791 Abstain: 2,598 Broker Non-Vote: 1,515,438

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3. Proposal to approve Second Restated Certificate of Incorporation to add a provision to designate Delaware Chancery Court as the exclusive forum for certain legal actions and integrate into a single document all prior stockholder-approved amendments into a single document:

For: 10,839,115 Against: 6,946,309 Abstain: 3,138 Broker Non-Vote: 1,515,438

4. Proposal to increase the number of shares authorized under the Company's amended and restated 2012 equity incentive plan by 1,000,000 shares:

For: 16,423,788 Against: 1,363,426 Abstain: 1,348 Broker Non-Vote: 1,515,438

5. Proposal to increase the number of shares authorized under the Company's amended and restated 1993 employee purchase plan by 1,000,000 shares:

For: 17,511,230 Against: 161,525 Abstain: 115,807 Broker Non-Vote: 1,515,438

6. Proposal to ratify the appointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as the Company's independent auditors for the year ending December 31, 2015:

For: 18,827,248 Against: 471,612 Abstain: 5,140 Broker  
Non-Vote: 0

7. Advisory vote to approve the Company's named executive officers compensation:

For: 17,170,619 Against: 615,070 Abstain: 2,873 Broker Non-Vote: 1,515,438

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

(d) Exhibits.

3.1 Second Restated Certificate of Incorporation of DSP Group, Inc., effective as of June 12, 2015.

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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.

DSP GROUP, INC.

Date: June 12, 2015 By: /s/ Dror Levy  
Dror Levy  
Chief Financial Officer  
and Secretary