DSP GROUP INC /DE/ Form 4 July 24, 2013

FORM 4

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

OMB

Check this box if no longer

subject to Section 16. Form 4 or

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

3235-0287 Number: January 31, Expires:

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OMB APPROVAL

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Starboard Value LP			2. Issuer Name and Ticker or Trading Symbol DSP GROUP INC /DE/ [DSPG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	DirectorX 10% Owner		
830 THIRD AVENUE, 3RD FLOOR,		RD	07/22/2013	Officer (give title below) Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting		
NEW YORK, NY 10022				Person		

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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)	
Common Stock, \$0.001 Par Value	07/22/2013		S	13,501	D	\$ 8.3167	1,619,124	I	By Starboard Value and Opportunity Master Fund Ltd (3)
Common Stock, \$0.001 Par Value	07/22/2013		S	4,874	D	\$ 8.3167	584,580	I	By Starboard Value and Opportunity S LLC (4)
	07/23/2013		S	6,395	D		1,612,729	I	

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Common Stock, \$0.001 Par Value (1) (2)						\$ 8.0799			By Starboard Value and Opportunity Master Fund Ltd (3)
Common Stock, \$0.001 Par Value	07/23/2013	;	S	2,309	D	\$ 8.0799	582,271	I	By Starboard Value and Opportunity S LLC (4)

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Titl Amou		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any (Month/Doy/Woor)	Code	of Doministin	(Month/Day/	(Year)	Under	, ,	Security	Secui
(Instr. 3)	Price of Derivative		(Month/Day/Year)	(Instr. 8)	Derivative Securities			Securi	3 and 4)	(Instr. 5)	Bene
	Security				Acquired			(IIISU.	. J und +)		Follo
	,				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
					7, and 3)						
									Amount		
						Date Exercisable	Expiration Date	Title	Number		
				Code V	(A) (D)				of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Starboard Value LP 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022		X					
Starboard Value GP LLC 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022		X					
		X					

Reporting Owners 2

STARBOARD VALUE & OPPORTUNITY S LLC 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022		
Starboard Principal Co LP 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022	X	
Starboard Principal Co GP LLC 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022	X	
Smith Jeffrey C C/O STARBOARD VALUE LP 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022	X	
MITCHELL MARK R C/O STARBOARD VALUE LP 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022	X	
Feld Peter A C/O STARBOARD VALUE LP 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022	X	
STARBOARD VALUE & OPPORTUNITY MASTER FUND LTD 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022	X	
Signatures		
Starboard Value LP; By: Starboard Value GP LLC; By: /s/ Jeffrey C. Smith, A Signatory	Authorized	07/24/2013
**Signature of Reporting Person		Date
Starboard Value and Opportunity Master Fund Ltd; By: Starboard Value LP; I C. Smith, Authorized Signatory	By: /s/ Jeffrey	07/24/2013
**Signature of Reporting Person		Date
Starboard Value and Opportunity S LLC; By: Starboard Value LP; By: /s/ Jeff Authorized Signatory	Frey C. Smith,	07/24/2013
**Signature of Reporting Person		Date
Starboard Value GP LLC; By: Starboard Principal Co LP; By: /s/ Jeffrey C. Starboard Signatory	mith,	07/24/2013
**Signature of Reporting Person		Date
Starboard Principal Co LP; By:Starboard Principal Co GP LLC; By: /s/ Jeffrey Authorized Signatory	y C. Smith,	07/24/2013
**Signature of Reporting Person		Date
Starboard Principal Co GP LLC; By: /s/ Jeffrey C. Smith, Authorized Signator	ry	07/24/2013

Signatures 3

Date

**Signature of Reporting Person

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By: /s/ Jeffrey C. Smith

**Signature of Reporting Person

Date

Mark R. Mitchell; By: /s/ Jeffrey C. Smith, Attorney in Fact

07/24/2013

Peter A. Feld; By: /s/ Jeffrey C. Smith, Attorney in Fact 07/24/2013

**Signature of Reporting Person

**Signature of Reporting Person

Date

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).
 - This Form 4 is filed jointly by Starboard Value and Opportunity Master Fund Ltd ("Starboard V&O Fund"), Starboard Value and Opportunity S LLC ("Starboard LLC"), Starboard Value LP ("Starboard Value LP"), Starboard Value GP LLC ("Starboard Value GP"),
- (1) Starboard Principal Co LP ("Principal Co"), Starboard Principal Co GP LLC ("Principal GP"), Jeffrey C. Smith, Mark Mitchell and Peter A. Feld (collectively, the "Reporting Persons"). Each Reporting Person is a member of a reporting group that owns in the aggregate more than 10% of the Issuer's outstanding shares of Common Stock. As such, each Reporting Person may be deemed to beneficially own more than 10% of the Issuer's outstanding shares of Common Stock.
- Each Reporting Person disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.
 - Shares of Common Stock beneficially owned by Starboard V&O Fund. Starboard Value LP, as the investment manager of Starboard V&O Fund, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by Starboard V&O Fund.
- (3) Each of Starboard Value GP, as the general partner of Starboard Value LP, Principal Co, as a member of Starboard Value GP, Principal GP, as the general partner of Principal Co and Messrs. Smith, Mitchell and Feld as members of Principal GP and as members of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by Starboard V&O Fund.
 - Shares of Common Stock beneficially owned by Starboard LLC. Starboard Value LP, as the manager of Starboard LLC, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by Starboard LLC. Each of Starboard Value GP, as the
- (4) general partner of Starboard Value LP, Principal Co, as a member of Starboard Value GP, Principal GP, as the general partner of Principal Co and Messrs. Smith, Mitchell and Feld as members of Principal GP and as members of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by Starboard LLC.

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.