

CEVA INC  
Form 8-A12G  
October 18, 2002

As filed with the Securities and Exchange Commission on October 18, 2002

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Ceva, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State of Incorporation or Organization)

**77-0556376**  
(I.R.S. Employer Identification Number)

**3120 Scott Boulevard**  
**Santa Clara, California**  
(Address of Principal Executive Offices)

**95054**  
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box

**Securities Act Registration Statement file number to which this form relates:**

**333-97353**

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title Of Each Class To Be Registered</b>	<b>Name Of Each Exchange On Which Each Class Is To Be Registered</b>
<u>Not Applicable</u>	<u>Not Applicable</u>

**Securities to be registered pursuant to Section 12(g) of the Act:**

**Common Stock**  
**\$0.001 par value**

**ITEM 1. Description of Registrant's Securities to be Registered.**

Incorporated herein by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-97353), as amended (the Registration Statement).

**ITEM 2. Exhibits.**

<u>Exhibit</u>	<u>Description</u>
3.1	Amended and Restated Certificate of Incorporation of the Registrant (Incorporated herein by reference to Exhibit 3.1 to the Registrant's Form 10 (File No. 000-49842), as amended, filed with the Securities and Exchange Commission on June 3, 2000).
3.2	Amended and Restated Bylaws of the Registrant (Incorporated herein by reference to Exhibit 3.2 to the Registrant's Form 10 (File No. 000-49842), as amended, filed with the Securities and Exchange Commission on June 3, 2000).
4.1	Specimen of common stock certificate of the Registrant (Incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on S-1 (File No. 333-97353), as amended, filed with the Securities and Exchange Commission on July 30, 2002).
9.1	Form of Voting Agreement (Incorporated herein by reference to Exhibit 9.1 to the Registrant's Registration Statement on S-1 (File No. 333-97353), as amended, filed with the Securities and Exchange Commission on July 30, 2002).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

CEVA, INC.

By:           /s/ YANIV ARIELI          

**Yaniv Arieli  
Treasurer and  
Secretary**

Date: October 18, 2002