

DSP GROUP INC /DE/  
Form 8-K  
July 15, 2002

As filed with the Securities and Exchange Commission on July 15, 2002

---

**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): July 15, 2002

---

**DSP GROUP, INC.**

(Exact Name of Registrant as Specified in Its Charter)

---

**Delaware**

(State or Other Jurisdiction of Incorporation)

**0-23006**  
(Commission File Number)

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

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

**95054**  
(Zip Code)

**408/986-4300**  
(Registrant's Telephone Number, Including Area Code)

---

With a copy to:

Bruce Alan Mann, Esq.  
Morrison & Foerster LLP  
425 Market Street  
San Francisco, CA 94105

---

**Item 5. OTHER EVENTS.**

On July 15, 2002, DSP Group, Inc., (the Company ) and Parthus Technologies plc issued a joint press release, attached and filed herewith as Exhibit 99.1, announcing that the Company received a ruling from the U.S. Internal Revenue Service that the contribution of the Company's DSP cores licensing business to Ceva, Inc., currently a wholly-owned subsidiary of the Company ( Ceva ), and the subsequent distribution of shares of common stock of Ceva to the Company's stockholders will be treated as a tax-free transaction for U.S. federal income tax purposes.

**Item 7. FINANCIAL STATEMENTS AND EXHIBITS.**

c. Exhibits

| <u>Exhibit No.</u> | <u>Description</u>   |
|--------------------|--|
| 99.1               | Press Release of DSP Group, Inc. and Parthus Technologies plc, dated July 15, 2002 |

**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: July 15, 2002

By:

/s/ MOSHE ZELNIK

---

Moshe Zelnik  
Vice President, Finance, Chief Financial Officer  
and Secretary