

DSP GROUP INC /DE/  
Form 8-K  
April 03, 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): March 31, 2015

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

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

**1-35256**  
(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 March 31, 2015, the board of directors of DSP Group, Inc. approved an amended and restated bylaws of the company (the "A&R Bylaws"), effective as of March 31, 2015. The A&R Bylaws include the following modifications: (a) elimination of the provisions providing for classification of the board of directors, which declassification was previously approved by stockholders, and (b) setting the exact number of directors of the board at nine, which represents the current number of directors on the board. The A&R Bylaws also include non-substantive administrative changes.

The full text of the A&R Bylaws is filed as Exhibit 3.1 hereto and incorporated herein by reference. The foregoing description of the A&R Bylaws does not purport to be complete and is qualified in its entirety by reference to the A&R Bylaws as filed hereto.

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

(d) Exhibits.

3.1 Amended and Restated Bylaws of DSP Group, Inc., effective as of March 31, 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: April 3, 2015 By: /s/ Dror Levy  
Dror Levy  
Chief Financial Officer  
and Secretary