

DSP GROUP INC /DE/  
Form 8-K  
July 05, 2006

As filed with the Securities and Exchange Commission on July 5, 2006

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**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 2, 2006

**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**

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):

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- .. 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 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

As previously reported, the Board of Directors of DSP Group, Inc. (the Company ) granted Eliyahu Ayalon, Chairman of the Board and Chief Executive Officer, and Boaz Edan, Chief Operating Officer, stock appreciate rights pursuant to the Company s 2003 Israeli Share Incentive Plan in the amount of 80,000 shares and 60,000 shares, respectively. The Stock Appreciation Right Agreements entered into with Messrs. Ayalon and Edan to evidence the grants are attached hereto as Exhibits 99.1 and 99.2, respectively.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

d. Exhibits

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Stock Appreciation Right Agreement with Eliyahu Ayalon, dated July 2, 2006. |
| 99.2               | Stock Appreciation Right Agreement with Boaz Edan, dated July 2, 2006.      |

**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 5, 2006

By: /s/ Moshe Zelnik  
Moshe Zelnik

Chief Financial Officer

and Secretary