

DSP GROUP INC /DE/  
Form S-8  
September 20, 2002

As filed with the Securities and Exchange Commission on September 20, 2002.

Registration No. 333-

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

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**DSP GROUP, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation or Organization)

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

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

95054  
(Zip Code)

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DSP GROUP, INC.  
1993 Amended and Restated Director Stock Option Plan  
(Full Title of the Plan)

Eliyahu Ayalon  
Chairman of the Board and Chief Executive Officer  
DSP Group, Inc.  
3120 Scott Boulevard  
Santa Clara, CA 95054  
(Name and Address of Agent For Service)

408/986-4300  
(Telephone Number, Including Area Code, of Agent For Service)

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*With a copy to:*

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

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CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Number of Shares to be Registered	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock	200,000	\$ 16.29*	\$ 3,258,000*	\$ 299.74

\* Calculated solely for purposes of this offering under Rule 457(h) of the Securities Act of 1933 on the basis of the average of the high and low price per share of DSP Group Inc. s Common Stock on the Nasdaq National Market on September 17, 2002.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Pursuant to General Instruction E to S-8 under the Securities Act of 1933, as amended, this Registration Statement is filed to register 200,000 additional shares of the Common Stock, par value \$0.001 per share, of DSP Group, Inc. (the Company) reserved for issuance under the terms of the Company's 1993 Amended and Restated Director Stock Option Plan. These shares are securities of the same class as those registered under the following currently effective Registration Statements on Form S-8: the Registration Statement on Form S-8 filed by the Company on December 15, 1994 (File No. 333-87390), the Post-Effective Amendment No. 1 to Form S-8 filed by the Company on August 8, 1996 (File No. 333-87390), and the Registration Statement on Form S-8 filed by the Company on July 22, 1999 (File No. 333-83459). The contents of each of the above referenced Registration Statements are incorporated by reference herein.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Morrison & Foerster LLP as to the legality of the securities being registered.
23.1	Consent of Kost, Forer & Gabbay, a member of Ernst & Young Global.
23.2	Consent of Morrison & Foerster LLP (contained in the opinion of counsel filed as Exhibit 5.1 to this Registration Statement).
24.1	Power of Attorney (set forth on the signature page of this Registration Statement).



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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<hr/> <b>Zvi Limon</b>	Director	September , 2002
/s/ YAIR SHAMIR	Director	September 15, 2002
<hr/> <b>Yair Shamir</b>		
/s/ YAIR SEROUSSI	Director	September 15, 2002
<hr/> <b>Yair Seroussi</b>		
/s/ LOUIS SILVER	Director	September 15, 2002
<hr/> <b>Louis Silver</b>		
/s/ PATRICK TANGUY	Director	September 15, 2002
<hr/> <b>Patrick Tanguy</b>		

**EXHIBIT INDEX**

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