

DSP GROUP INC /DE/
Form 4
July 24, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Starboard Value LP

(Last) (First) (Middle)

830 THIRD AVENUE, 3RD FLOOR,

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DSP GROUP INC /DE/ [DSPG]

3. Date of Earliest Transaction (Month/Day/Year)
07/22/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock, \$0.001 Par Value (1) (2) | 07/22/2013 | | S | 13,501 D \$ 8.3167 | 1,619,124 | I | By Starboard Value and Opportunity Master Fund Ltd (3) |
| Common Stock, \$0.001 Par Value (1) (2) | 07/22/2013 | | S | 4,874 D \$ 8.3167 | 584,580 | I | By Starboard Value and Opportunity S LLC (4) |
| | 07/23/2013 | | S | 6,395 D | 1,612,729 | I | |

| | | | | | | | | | | |
|-------------------------------------------------------------------|------------|--|---|-------|----|--------------|---------|---|--|------------------------------------------------------------------------------|
| Common Stock, \$0.001 Par Value <u>(1)</u> <u>(2)</u> | | | | | \$ | | | | | By Starboard Value and Opportunity Master Fund Ltd <u>(3)</u> |
| Common Stock, \$0.001 Par Value <u>(1)</u> <u>(2)</u> | 07/23/2013 | | S | 2,309 | D | \$ 8.0799 | 582,271 | I | | By Starboard Value and Opportunity S LLC <u>(4)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Starboard Value LP 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022 | | X | | |
| Starboard Value GP LLC 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022 | | X | | |
| | | X | | |

STARBOARD VALUE & OPPORTUNITY S LLC
 830 THIRD AVENUE, 3RD FLOOR
 NEW YORK, NY 10022

Starboard Principal Co LP
 830 THIRD AVENUE, 3RD FLOOR X
 NEW YORK, NY 10022

Starboard Principal Co GP LLC
 830 THIRD AVENUE, 3RD FLOOR X
 NEW YORK, NY 10022

Smith Jeffrey C
 C/O STARBOARD VALUE LP X
 830 THIRD AVENUE, 3RD FLOOR
 NEW YORK, NY 10022

MITCHELL MARK R
 C/O STARBOARD VALUE LP X
 830 THIRD AVENUE, 3RD FLOOR
 NEW YORK, NY 10022

Feld Peter A
 C/O STARBOARD VALUE LP X
 830 THIRD AVENUE, 3RD FLOOR
 NEW YORK, NY 10022

STARBOARD VALUE & OPPORTUNITY MASTER FUND LTD
 830 THIRD AVENUE, 3RD FLOOR X
 NEW YORK, NY 10022

Signatures

Starboard Value LP; By: Starboard Value GP LLC; By: /s/ Jeffrey C. Smith, Authorized Signatory 07/24/2013

__Signature of Reporting Person Date

Starboard Value and Opportunity Master Fund Ltd; By: Starboard Value LP; By: /s/ Jeffrey C. Smith, Authorized Signatory 07/24/2013

__Signature of Reporting Person Date

Starboard Value and Opportunity S LLC; By: Starboard Value LP; By: /s/ Jeffrey C. Smith, Authorized Signatory 07/24/2013

__Signature of Reporting Person Date

Starboard Value GP LLC; By: Starboard Principal Co LP; By: /s/ Jeffrey C. Smith, Authorized Signatory 07/24/2013

__Signature of Reporting Person Date

Starboard Principal Co LP; By: Starboard Principal Co GP LLC; By: /s/ Jeffrey C. Smith, Authorized Signatory 07/24/2013

__Signature of Reporting Person Date

Starboard Principal Co GP LLC; By: /s/ Jeffrey C. Smith, Authorized Signatory 07/24/2013

__Signature of Reporting Person Date

