DSP GROUP INC /DE/ Form 5

securities beneficially owned directly or indirectly.

February 12, 2016

#### **OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Dahan David Issuer Symbol DSP GROUP INC /DE/ [DSPG] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner \_ Officer (give title 12/31/2015 Other (specify below) below) 161 S. SAN ANTONIO ROAD, VP and COO SUITE 10 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) LOS ALTOS, CAÂ 94022 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) Fiscal Year (A) (Instr. 3 and or Amount (D) Price Common 15,937 Â 38,365 (4) Â 11/10/2015 \$0 D A4 (2)(3)Stock (1) Persons who respond to the collection of information **SEC 2270** Reminder: Report on a separate line for each class of

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

contained in this form are not required to respond unless

the form displays a currently valid OMB control number.

(9-02)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or Namelani		
						Exercisable	Date		Number		
					(A) (D)				of		
					(A) (D)				Shares		

of D

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Dahan David 161 S. SAN ANTONIO ROAD, SUITE 10 LOS ALTOS, CA 94022	Â	Â	VP and COO	Â			

# **Signatures**

/s/ David Dahan 02/12/2016

\*\*Signature of Person Date

\*\*Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents restricted stock units ("RSUs").
- (2) The RSUs were acquired under the 2012 Equity Incentive Plan. 25% of the RSUs vest on the first year anniversary of the grant with the remainder vesting 6.25% quarterly thereafter.

report 4,250 RSUs that vested on February 10, 2015, 1,062 RSUs that vested on May 10, 2015, and 1,062 RSUs that vested on November 10, 2015, due to administrative error. The Form 4/A filed by the reporting person on August 19, 2015, reported 1,063 RSUs that vested on August 10, 2015. 1,063 RSUs vested on February 10, 2016. The remainder of the RSUs reported herein shall vest at a rate of 6.25% on each of May 10, 2016, August 10, 2016, November 10, 2016, February 10, 2017, May 10, 2017, August 10, 2017, November 10, 2017, and February 10, 2018.

The Form 4 filed by the reporting person on February 11, 2014, initially reported the RSUs in Table II. The reporting person did not

(4) Represents 1,241 shares outstanding, 2,313 vested RSUs, and 34,811 unvested RSUs.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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