

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).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on September 15, 2002.

DSP GROUP, INC.

By: /s/ ELIYAHU AYALON

**Eliyahu Ayalon  
Chairman of the Board  
and Chief Executive  
Officer**

**POWER OF ATTORNEY AND ADDITIONAL SIGNATURES**

Each person whose signature appears below constitutes and appoints Eliyahu Ayalon and Moshe Zelnik, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstituiton, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments to this Registration Statement, including post-effective amendments, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or their substitutes, may lawfully do or cause to be done by virtue thereof.

Further, pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<p>/s/ ELIYAHU AYALON</p> <hr/> <p><b>Eliyahu Ayalon</b></p>	<p>Chairman of the Board and Chief Executive Officer (Principal Executive Officer)</p>	<p>September 15, 2002</p>
<p>/s/ MOSHE ZELNIK</p> <hr/> <p><b>Moshe Zelnik</b></p>	<p>Vice President of Finance, Chief Financial Officer and Secretary (Principal Financial Officer and Principal Accounting Officer)</p>	<p>September 15, 2002</p>

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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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