

CEVA INC
Form 10-12G/A
July 10, 2002

As filed with the Securities and Exchange Commission on July 10, 2002

Registration No. 0-49842

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1 to
FORM 10

GENERAL FORM FOR REGISTRATION OF SECURITIES
Pursuant to Section 12(b) or (g) of the
Securities Exchange Act of 1934

CEVA, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other Jurisdiction of
Incorporation or Organization)

77-0556376
(I.R.S. Employer
Identification No.)

3120 Scott Blvd.
Santa Clara, California
(Address of Principal Executive Offices)

95054
(Zip Code)

Registrant's telephone number, including area code: **(408) 986-4300**

Securities to be registered pursuant to Section 12(b) of the Act:

None

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.001 par value
(Title of Class)

Item 1. *Business.*

The information required by this item is contained under the sections Summary, Forward-Looking Statements, Risk Factors, Separation of DSP Cores Licensing Business from DSP Group, Management's Discussion and Analysis of Financial Condition and Results of Operations and Business of the information statement included herewith as Exhibit 99.1 (the Information Statement), and such sections are incorporated herein by reference.

Item 2. *Financial Information.*

The information required by this item is contained under the sections Summary, Unaudited Pro Forma Condensed Combined Financial Data of ParthusCeva, Selected Historical Consolidated Financial Data, and Management's Discussion and Analysis of Financial Condition and Results of Operations of the Information Statement; and the historical financial information of Parthus Technologies plc is contained in its annual report on Form 20-F filed under the Securities Exchange Act of 1934, as amended (the Exchange Act) with the Securities and Exchange Commission (the Commission) on May 17, 2002, and included herewith as Exhibit 99.2. Such information is incorporated herein by reference.

Item 3. *Properties.*

The information required by this item is contained under the section Business Facilities of the Information Statement, and such section is incorporated herein by reference.

Item 4. *Security Ownership of Certain Beneficial Owners and Management.*

The information required by this item is contained under the section Management Security Ownership of Certain Beneficial Owners and Management of the Information Statement, and such section is incorporated herein by reference.

Item 5. *Directors and Executive Officers.*

The information required by this item is contained under the section Management Executive Officers and Directors of the Information Statement, and such section is incorporated herein by reference.

Item 6. *Executive Compensation.*

The information required by this item is contained under the section Management Executive Compensation of the Information Statement, and such section is incorporated herein by reference.

Item 7. *Certain Relationships and Related Transactions.*

The information required by this item is contained under the sections Separation of DSP Cores Licensing Business from DSP Group, Management and Transactions with Related Parties of the Information Statement, and such sections are incorporated herein by reference.

Item 8. *Legal Proceedings.*

The information required by this item is contained under the section Business Legal Proceedings of the Information Statement, and such section is incorporated herein by reference.

Item 9. *Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters.*

The information required by this item is contained under the sections Separation of DSP Cores Licensing Business from DSP Group, Dividend Policy and Description of Capital Stock of the Information Statement, and such sections are incorporated herein by reference.

Item 10. *Recent Sales of Unregistered Securities.*

1. On November 22, 1999, the Registrant issued 20,000,000 shares of its common stock to DSP Group, Inc. (as adjusted to reflect stock splits and stock dividends to date) for aggregate consideration of \$1,000. The issuance was made in accordance with Section 4(2) of the Securities Act of 1933, as amended (the Securities Act).

2. In connection with the contribution of assets by DSP Group to the Registrant, on , 2002 the Registrant issued 1,000 shares of its common stock to DSP Group. The issuance was made in accordance with Section 4(2) of the Securities Act.

3. Between November 1999 and March 31, 2002, the Registrant granted options to purchase 2,577,700 shares of its common stock at prices ranging from \$5.37 to \$6.53 per share to employees, directors and consultants pursuant to its 2000 Stock Incentive Plan (all numbers as adjusted to reflect stock splits and dividends prior to the date hereof). Such grants were made in reliance on Rule 701 promulgated under Section 3(b) of the Securities Act.

Item 11. *Description of Registrant's Securities to be Registered.*

The information required by this item is contained under the section Description of Capital Stock of the Information Statement, and such section is incorporated herein by reference.

Item 12. *Indemnification of Directors and Officers.*

The information required by this item is contained under the section Description of Capital Stock Limitation of Directors and Officers Liability; Indemnification of the Information Statement, and such section is incorporated herein by reference.

Item 13. *Financial Statements and Supplementary Data.*

The information required by this item is included in the financial statements beginning on page F-1 of the Information Statement, and the financial statements of Parthus contained in the annual report on Form 20-F filed by Parthus under the Exchange Act with the Commission on May 17, 2002, as amended and included herewith as Exhibit 99.2. Such information is incorporated herein by reference.

Item 14. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.*

None.

Item 15. Financial Statements and Exhibits.

(a) *Financial Statements*

The information required by this item is contained in the financial statements beginning on page F-1 of the Information Statement and such information is incorporated herein by reference.

(b) *Exhibits*

<u>Exhibit Number</u>	<u>Description</u>
2.1	Combination Agreement, dated as of April 4, 2002, among DSP Group, Inc., Ceva, Inc. and Parthus Technologies plc
2.2	Amendment No. 1 to Combination Agreement, dated as of July , 2002, among DSP Group, Inc., Ceva, Inc. and Parthus Technologies plc**
3.1	Amended and Restated Certificate of Incorporation of the Registrant*
3.2	Amended and Restated Bylaws of the Registrant*
4.1	Specimen Common Stock Certificate**
9.1	Form of Voting Agreement
10.1	Form of Separation Agreement among DSP Group, Inc., DSP Group, Ltd., Ceva, Inc., DSP Ceva, Inc. and Corage, Ltd.*
10.2	Form of Tax Indemnification and Allocation Agreement between DSP Group, Inc. and the Registrant*
10.3	Form of Technology Transfer Agreement between DSP Group, Inc. and the Registrant*
10.4	Form of Technology Transfer Agreement between DSP Group, Ltd. and Corage, Ltd.*
10.5	Form of Technology Transfer Agreement between DSP Ceva, Inc. and Registrant*
10.6	Form of Transition Services Agreement among DSP Group, Inc., DSP Ceva, Inc. and the Registrant**
10.7	Form of Transition Services Agreement between DSP Group, Ltd. and Corage, Ltd.**
10.8	Ceva, Inc. 2000 Stock Incentive Plan**
10.9	ParthusCeva, Inc. 2002 Stock Incentive Plan*
10.10	ParthusCeva, Inc. 2002 Employee Stock Purchase Plan**
10.11	Parthus 2000 Share Option Plan(1)
10.12	Parthus Chicory Systems, Inc. 1999 Employee Stock Option / Stock Issuance Plan
10.13	Form of Indemnification Agreement*
21.1	Subsidiaries of the Registrant
99.1	ParthusCeva, Inc. Information Statement dated July 10, 2002*
99.2	Parthus Technologies plc Amendment 1 to its Report on Form 20-F, filed with the Securities and Exchange Commission on July 9, 2002*

Previously filed

* Filed herewith.

** To be filed by amendment.

(1) Incorporated by reference to the registration statement on Form S-8 of Parthus Technologies plc, filed with the Commission on June 6, 2000.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 to Registration Statement on Form 10 to be signed on its behalf by the undersigned, thereunto duly authorized.

CEVA, INC.

By: /s/ YANIV ARIELI

Yaniv Arieli
Treasurer and Secretary

Date: July 10, 2002