DSP GROUP INC /DE/ Form 8-K June 09, 2016

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): June 6, 2016

## DSP GROUP, INC.

(Exact Name of Registrant as Specified in Its Charter)

#### **Delaware**

(State or Other Jurisdiction of Incorporation)

001-35256

(Commission File Number)

94-2683643

(I.R.S. Employer Identification No.)

161 S. San Antonio Road, Suite 10, Los Altos, CA

(Address of Principal Executive Offices)

94022

(Zip Code)

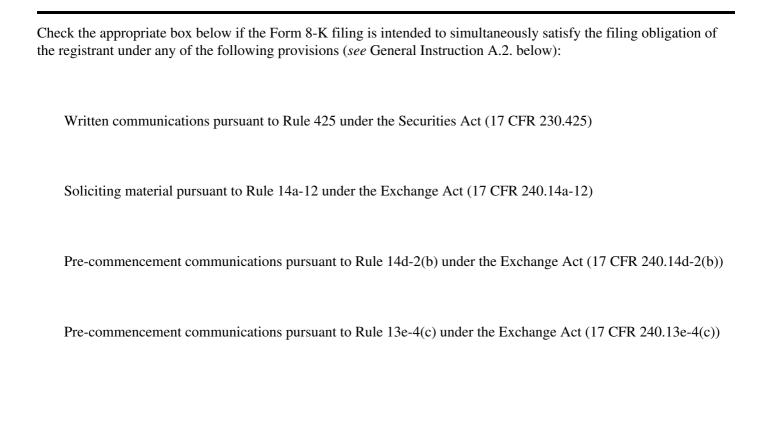
408/986-4300

(Registrant's Telephone Number, Including Area Code)

With a copy to:

Jaclyn Liu, Esq.

Morrison & Foerster llp
425 Market Street
San Francisco, CA 94105



#### ITEM 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 6, 2016, DSP Group, Inc. (the "Company") held its annual meeting of stockholders (the "2016 Annual Meeting") whereby the stockholders approved amendments to the Second Restated Certificate of Incorporation (the "Amendment") of the Company to eliminate the 66 2/3 voting requirement for removal of a director without cause and the addition of a Delaware forum selection clause. Subsequent to the stockholder approval, the Amendment was filed and accepted by the Secretary of State of the State of Delaware on June 7, 2016. A copy of the Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

#### ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

At the 2016 Annual Meeting, the following proposals were submitted to a vote of stockholders and the voting results are set forth below. The proposals are described in detail in the proxy statement for the 2016 Annual Meeting that the Company filed with the Securities and Exchange Commission on April 29, 2016.

1. Election of seven directors as specifically set forth below, each to serve until the 2017 annual meeting of stockholders:

Ofer Elyakim For: 15,844,507 Withheld: 185,505 Broker Non-Vote: 2,308,637 Thomas A. Lacey For: 15,669,846 Withheld: 360,166 Broker Non-Vote: 2,308,637 Gabi Seligsohn For: 15,842,922 Withheld: 187,090 Broker Non-Vote: 2,308,637 Yair Seroussi For: 15,674,119 Withheld: 355,893 Broker Non-Vote: 2,308,637 Norman P. Taffe For: 15,846,057 Withheld: 183,955 Broker Non-Vote: 2,308,637 Kenneth H. Traub For: 15,645,527 Withheld: 384,485 Broker Non-Vote: 2,308,637

2. Proposal to approve an amendment to the Second Restated Certificate of Incorporation to eliminate 66 2/3 voting requirement for removal of a director without cause:

For: 18,011,094 Against: 81,295 Abstain: 176,510 Broker Non-Vote: 69,750

3. Proposal to approve an amendment to the Second Restated Certificate of Incorporation to add a provision to designate Delaware Chancery Court as the exclusive forum for certain legal actions:
For: 11,850,757 Against:4,003,715 Abstain: 175,540 Broker Non-Vote: 2,308,637
4. Proposal to ratify the appointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as the Company's independent auditors for the year ending December 31, 2016:
For: 17,532,777 Against: 456,211 Abstain: 349,661 Broker Non-Vote: 0
5. Advisory vote to approve the Company's named executive officers compensation:
For: 15,670,152 Against: 341,050 Abstain: 18,810 Broker Non-Vote: 2,308,637
ITEM 9.01. Financial Statements and Exhibits.
(d) Exhibits.
3.1 Amendment to Second Restated Certificate of Incorporation of DSP Group, Inc., effective as of June 7, 2016.
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## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DSP GROUP, INC.

Date: June 9, 2016 By: /s/ Dror Levy

Dror Levy

Chief Financial Officer

and Secretary

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