

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

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

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.)

2055 Gateway Place, Suite 480
San Jose, CA
(Address of Principal Executive Offices)

95110
(Zip Code)

DSP GROUP, INC.

Amended and Restated 2012 Equity Incentive Plan
(Full Title of the Plan)

Ofer Elyakim
Chief Executive Officer
DSP Group, Inc.
2055 Gateway Place, Suite 480
San Jose, CA
(Name and Address of Agent For Service)

972-9-952-9696
(Telephone Number, Including Area Code,
of Agent For Service)

With a copy to:
Jaclyn Liu, Esq.
Morrison & Foerster llp
425 Market Street
San Francisco, CA 94105

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

Calculation of Registration Fee

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	1,500,000 (1)	\$13.59 (2)	\$20,385,000.00	\$2,645.97

(1) This Registration Statement on Form S-8 registers 1,500,000 shares of the Registrant's Common Stock issuable under the Amended and Restated 2012 Equity Incentive Plan. Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of additional shares of Common Stock that become issuable under the Registrant's above referenced plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration, which results in an increase in the number of the Registrant's outstanding shares of Common Stock.

(2) 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 the Registrant's Common Stock on the NASDAQ Global Market on March 6, 2020 of \$13.59 per share.

Part I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement is filed for the purpose of registering 1,500,000 shares of the Registrant’s Common Stock issuable under the Amended and Restated 2012 Equity Incentive Plan, which Common Stock is the same class as those previously registered on Registration Statement on Form S-8s and filed with the Securities and Exchange Act Commission (the “SEC”) on August 9, 2018 (File No. 333-226720), on August 9, 2017 (File No. 333-219826), on August 10, 2015 (File No. 333-206280), on August 12, 2013 (File No. 333-190570), and on August 10, 2012 (File No. 333-183219). The contents of the aforementioned Registration Statements, including any amendments thereto or filings incorporated therein, are incorporated herein by reference.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the SEC:

- (a) [The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed with the SEC on March 11, 2020, which includes audited financials for the Registrant’s latest fiscal year.](#)
- (b) All other reports filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), since the end of the fiscal year covered by the Registrant’s Annual Report on Form 10-K described in (a) above.
- (c) The Registrant’s Registration Statement on Form 8-A (File No. 000-23006) filed with the SEC on December 3, 1993, in which there is described the terms, rights and provisions applicable to the Registrant’s Common Stock.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Registrant's Second Restated Certificate of Incorporation.(1) https://www.sec.gov/Archives/edgar/data/915778/000143774915012232/ex3-1.htm
3.2	Registrant's Amendment to Second Restated Certificate of Incorporation.(2) https://www.sec.gov/Archives/edgar/data/915778/000143774916033606/ex3-1.htm
3.3	Registrant's Amended and Restated Bylaws.(3) https://www.sec.gov/Archives/edgar/data/915778/000143774918014610/ex_119842.htm
3.4	Registrant's Amended and Restated 2012 Equity Incentive Plan.(4) https://www.sec.gov/Archives/edgar/data/915778/000143774918015102/ex_120431.htm
5.1	Opinion of Morrison & Foerster llp as to the legality of the securities being registered. (5)
23.1	Consent of Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global, independent registered public accounting firm. (5)
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).

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- (1) Filed as Exhibit 3.1 to Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 12, 2015, and incorporated herein by reference.
 - (2) Filed as Exhibit 3.1 to Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 9, 2016, and incorporated herein by reference.
 - (3) Filed as Exhibit 3.1 to Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 6, 2018, and incorporated herein by reference.
 - (4) Filed as Exhibit 3.4 to Registrant's Form S-8 filed with the Securities and Exchange Commission on August 9, 2018, and incorporated herein by reference.
 - (5) Filed herewith.

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 San Jose, California, on March 11, 2020.

DSP GROUP, INC.

By: /s/ Ofer Elyakim
Ofer Elyakim
Chief Executive Officer

POWER OF ATTORNEY AND ADDITIONAL SIGNATURES

Each person whose signature appears below constitutes and appoints Ofer Elyakim and Dror Levy, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, 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>
<u>/s/ Kenneth H. Traub</u> Kenneth H. Traub	Chairman of the Board of Directors	March 11, 2020
<u>/s/ Ofer Elyakim</u> Ofer Elyakim	Chief Executive Officer (Principal Executive Officer) and Director	March 11, 2020
<u>/s/ Dror Levy</u> Dror Levy	Chief Financial Officer and Secretary (Principal Financial Officer and Principal Accounting Officer)	March 11, 2020

<u>/s/ Thomas A. Lacey</u> Thomas A. Lacey	Director	March 11, 2020
<u>/s/ Cynthia Paul</u> Cynthia Paul	Director	March 11, 2020
<u>/s/ Gabi Seligsohn</u> Gabi Seligsohn	Director	March 11, 2020
<u>/s/ Yair Seroussi</u> Yair Seroussi	Director	March 11, 2020
<u>/s/ Norman P. Taffe</u> Norman P. Taffe	Director	March 11, 2020

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- (5) Filed herewith.

March 11, 2020

DSP Group, Inc.
2055 Gateway Place, Suite 480
San Jose, California

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 to be filed by DSP Group, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission on March 11, 2020 (the "Registration Statement"), in connection with the registration under the Securities Act of 1933, as amended, of 1,500,000 shares of the Company's Common Stock issuable under the Amended and Restated 2012 Equity Incentive Plan (the "2012 Plan").

As counsel to the Company, we have examined the proceedings taken by the Company in connection with the reservation of 1,500,000 shares of the Common Stock pursuant to the 2012 Plan.

It is our opinion that the 1,500,000 shares of Common Stock which may be issued and sold by the Company pursuant to the 2012 Plan, when issued and sold in the manner referenced in the Registration Statement, will be legally and validly issued, fully paid and nonassessable. For the purpose of the opinion rendered above, we have assumed that in connection with the issuance of the 1,500,000 shares of Common Stock under the 2012 Plan, the Company will receive consideration in an amount not less than the aggregate par value of the Common Stock covered by each such issuance.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any further amendments thereto.

Very truly yours,

/s/ Morrison & Foerster LLP
Morrison & Foerster llp

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the registration of 1,500,000 shares of the common stock of DSP Group, Inc. (the "Common Stock") issuable under the Amended and Restated 2012 Equity Incentive Plan, of our report dated March 11, 2020, with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting of DSP Group, Inc. included in its Annual Report on Form 10-K for the year ended December 31, 2019, its schedule and the effectiveness of internal control over financial reporting of DSP Group, Inc., filed with the Securities and Exchange Commission.

/s/ Kost Forer Gabbay & Kasierer

Kost Forer Gabbay & Kasierer

A Member of Ernst & Young Global

March 11, 2020
Tel-Aviv, Israel