

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |                 |           |   |  |  |   |  |  |
|---|-----------------|-----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>Paul Cynthia</u> |                 |           | 2. Issuer Name and Ticker or Trading Symbol<br><u>DSP GROUP INC /DE/ [ DSPG ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |  |  |
| (Last)  | (First)         | (Middle)  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>10/11/2018</u>             |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |  |
| <u>5 SHENKAR STREET</u>   |                 |           | 4. If Amendment, Date of Original Filed (Month/Day/Year)                          |  |  |   |  |  |
| (Street)  | <u>HERZELIA</u> | <u>L3</u> | <u>4672505</u>  |  |  |   |  |  |
| (City)  | (State)         | (Zip)     |   |  |  |   |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |   |
| Common Stock                    | 10/11/2018                           |  | p <sup>(1)</sup>               |   | 10,000 <sup>(2)</sup>   | A          | \$11.29 | 60,000 <sup>(3)</sup>   | I  | By Lynrock Lake LP                                    |
| Common Stock                    | 10/12/2018                           |  | p <sup>(1)</sup>               |   | 2,309 <sup>(2)</sup>  | A          | \$11.25 | 62,309 <sup>(3)</sup>   | I  | By Lynrock Lake LP                                    |
| Common Stock                    |                                      |  |                                |   |   |            |         | 105,871 <sup>(3)</sup>  | I  | By Lynrock Lake Master Fund LP                        |
| Common Stock                    |                                      |  |                                |   |   |            |         | 3,000 <sup>(3)</sup>  | D  |   |

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) |   |  |  |   |  |

**Explanation of Responses:**

- Purchased pursuant to a 10b5-1 Plan adopted by Lynrock Lake LP and the Reporting Person.
- The reporting person is a general partner of the partnership that owns the reported securities. The reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- Represents an aggregate of 168,180 shares outstanding held indirectly through partnerships and 3,000 unvested RSUs held directly.

/s/ Cynthia Paul

10/12/2018

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.