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

____
FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2019

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to

Commission File Number 1-35256

____

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 number)
2055 Gateway Place, Suite 480, San Jose, California (Address of Principal Executive Offices)	**95110** (Zip Code)

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $.001 per share	DSPG	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

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 of complying with any new or revised financial accounting standards provided pursuant to section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of May 2, 2019, there were 22,714,916 shares of Common Stock ($.001 par value per share) outstanding.

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DSP GROUP, INC.

PART 1. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

DSP GROUP, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(U.S. dollars in thousands, except share and per share data)

	March 31, 2019	December 31, 2018
	Unaudited	Audited
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 11,390	$ 12,146
Restricted deposit	1,078	493
Marketable securities and short-term deposits	31,141	35,713
Trade receivables	15,636	13,475
Other accounts receivable and prepaid expenses	3,872	3,670
Inventories	9,278	9,819
TOTAL CURRENT ASSETS	72,395	75,316
PROPERTY AND EQUIPMENT, NET	5,105	2,748
NON-CURRENT ASSETS:		
Long-term marketable securities	76,473	75,538
Operating leases	11,972	-
Long-term prepaid expenses and lease deposits	1,306	1,229
Deferred income taxes	4,090	3,580
Severance pay fund	14,800	14,158
Intangible assets, net	974	1,078
Goodwill	6,243	6,243
	115,858	101,826
TOTAL NON-CURRENT ASSETS		
TOTAL ASSETS	$ 193,358	$ 179,890

The accompanying notes are an integral part of the unaudited interim condensed consolidated financial statements.

DSP GROUP, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(U.S. dollars in thousands, except share and per share data)

	March 31, 2019 Unaudited	December 31, 2018 Audited
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Trade payables	$ 8,176	$ 9,579
Accrued compensation and benefits	7,112	8,255
Income tax accruals and payables	1,606	1,404
Operating lease liability	1,885	-
Accrued expenses and other accounts payable	2,787	3,461
TOTAL CURRENT LIABILITIES	21,566	22,699
NON-CURRENT LIABILITIES:		
Deferred income taxes	142	151
Accrued severance pay	15,028	14,348
Operating lease liability	10,394	-
Accrued pensions	815	827
TOTAL NON-CURRENT LIABILITIES	26,379	15,326
STOCKHOLDERS' EQUITY:		
Capital stock:		
Common stock, $ 0.001 par value -		
Authorized shares: 50,000,000 shares at March 31, 2019 and December 31, 2018;		
Issued and outstanding shares: 22,700,800 and 22,265,971 shares at March 31, 2019 and December 31, 2018, respectively	23	22
Additional paid-in capital	380,777	378,855
Treasury stock at cost	(117,968)	(122,325)
Accumulated other comprehensive loss	(1,525)	(2,324)
Accumulated deficit	(115,894)	(112,363)
TOTAL STOCKHOLDERS' EQUITY	145,413	141,865
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 193,358	$ 179,890

The accompanying notes are an integral part of the unaudited interim condensed consolidated financial statements.

DSP GROUP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(U.S. dollars in thousands, except per share amounts)

	Three months ended March 31, 2019	Three months ended March 31, 2018
Revenues	$ 28,276	$ 28,111
Cost of revenues (1)	13,820	14,397
Gross profit	14,456	13,714
Operating expenses:		
Research and development, net (2)	8,922	8,998
Sales and marketing (3)	4,483	4,068
General and administrative (4)	2,555	2,581
Intangible assets amortization	104	425
Total operating expenses	16,064	16,072
Operating loss	(1,608)	(2,358)
Financial income, net	313	396
Loss before taxes on income	(1,295)	(1,962)
Income tax benefit	229	209
Net loss	$ (1,066)	$ (1,753)
Net loss per share:		
Basic	$ (0.05)	$ (0.08)
Diluted	$ (0.05)	$ (0.08)
Weighted average number of shares used in per share computations of net earnings		
Basic	22,542	22,678
Diluted	22,542	22,678

(1) Includes equity-based compensation expense in the amount of $115 and $98 for the three months ended March 31, 2019 and 2018, respectively.
(2) Includes equity-based compensation expense in the amount of $750 and $652 for the three months ended March 31, 2019 and 2018, respectively.
(3) Includes equity-based compensation expense in the amount of $402 and $406 for the three months ended March 31, 2019 and 2018, respectively.
(4) Includes equity-based compensation expense in the amount of $638 and $543 for the three months ended March 31, 2019 and 2018, respectively.

The accompanying notes are an integral part of the unaudited interim condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (UNAUDITED) (U.S. dollars in thousands)

	Three months ended March 31, 2019	Three months ended March 31, 2018
Net loss:	$ (1,066)	$ (1,753)
Other comprehensive income (loss):		
Available-for-sale securities:		
Changes in unrealized gains (losses)	751	(662)
Reclassification adjustments for (gains) losses included in net loss	47	(2)
Net change	798	(664)
Cash flow hedges:		
Changes in unrealized gains (losses)	105	-
Reclassification adjustments for (gains) losses included in net loss	(83)	-
Net change	22	-
Change in unrealized components of defined benefit plans:		
Amortization of actuarial loss and prior service benefit	4	5
Net change	4	5
Foreign currency translation adjustments, net	(25)	16
Other comprehensive income (loss)	799	(643)
Net comprehensive loss	$ (267)	$ (2,396)

The accompanying notes are an integral part of the unaudited interim condensed consolidated financial statements.

DSP GROUP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(U.S. dollars in thousands)

	Three months ended March 31,	
	2019	**2018**
Cash flows from operating activities:		
Net loss	$ (1,066)	$ (1,753)
Adjustments required to reconcile net loss to net cash used in operating activities:		
Depreciation	330	429
Equity-based compensation expenses related to employees' stock options, SARs and RSUs	1,905	1,699
Realized losses (gains) from sale of marketable securities, net	47	(2)
Capital loss from sale and disposal of property and equipment	10	-
Amortization of intangible assets	104	425
Exchange rates differences resulting from the new lease accounting standard (ASC 2016-02)	307	-
Accrued interest and amortization of premium on marketable securities and deposits	50	221
Change in operating assets and liabilities:		
Deferred income tax assets and liabilities, net	(522)	(82)
Trade receivables, net	(2,171)	(2,472)
Other accounts receivable and prepaid expenses	(58)	(2)
Inventories	534	997
Long-term prepaid expenses and lease deposits	(77)	(54)
Trade payables	(2,298)	(1,012)
Accrued compensation and benefits	(164)	(968)
Income tax accruals	202	(175)
Accrued expenses and other accounts payable	(666)	(574)
Accrued severance pay, net	39	(61)
Accrued pensions	8	10
Net cash used in operating activities	(3,486)	(3,374)
Cash flows from investing activities:		
Purchase of marketable securities	(9,931)	(3,277)
Proceeds from maturity of marketable securities	8,545	1,855
Proceeds from sales of marketable securities	4,150	500
Proceeds from redemption of short-term deposits	1,572	-
Purchases of property and equipment	(1,944)	(250)
Other investing activities	-	(104)
Proceeds from sale of property and equipment	9	-
Net cash provided by (used in) investing activities	$ 2,401	$ (1,276)

	Three months ended March 31,	
	2019	2018
Cash flows from financing activities:		
Issuance of common stock and treasury stock upon exercise of stock options	$ 938	$ 155
Purchase of treasury stock	-	(1,210)
Net cash provided by (used in) financing activities	938	(1,055)
Decrease in cash and cash equivalents	(147)	(5,704)
Cash and cash equivalents at the beginning of the year	12,639	21,848
Cash (erosion) due to exchange rate differences	(24)	18
Cash and cash equivalents at the end of the year	$ 12,468	$ 16,162

DSP GROUP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(UNAUDITED)
(U.S. dollars in thousands)

Three months ended March 31, 2018	**Number of common stock**	**Common stock**	**Additional paid-In capital**	**Treasury stock**	**Accumulated deficit**	**Accumulated other comprehensive income (loss)**	**Total stockholders' equity**
Balance at December 31, 2017	22,433	$ 22	$ 372,041	$(118,397)	$ (104,842)	$ (1,874)	$ 146,950
Net loss	-	-	-	-	(1,753)	-	(1,753)
Cumulative effect adjustment on retained earnings **)	-	-	-	-	94	-	94
Change in accumulated other comprehensive income	-	-	-	-	-	(643)	(643)
Purchase of treasury stock	(102)	*)-	-	(1,255)	-	-	(1,255)
Issuance of treasury stock upon purchase of common stock under employee stock purchase plan	119	*)-	-	1,169	(166)	-	1,003
Issuance of treasury stock upon exercise of stock options, stock appreciation rights and vesting of restricted stock units by employees and directors	279	1	-	2,752	(2,598)	-	155
Equity-based compensation	-	-	1,699	-	-	-	1,699
Balance at March 31, 2018	**22,729**	**$ 23**	**$ 373,740**	**$(115,731)**	**$ (109,265)**	**$ (2,517)**	**$ 146,250**
Three Months Ended March 31, 2019							
Balance at December 31, 2018	22,266	$ 22	$ 378,855	$(122,325)	$ (112,363)	$ (2,324)	$ 141,865
Net loss	-	-	-	-	(1,066)	-	(1,066)
Change in accumulated other comprehensive income	-	-	-	-	-	799	799
Issuance of treasury stock upon purchase of common stock under employee stock purchase plan	102	*)-	-	1,023	(51)	-	972
Issuance of treasury stock upon exercise of stock options, stock appreciation rights and vesting of restricted stock units by employees and directors	333	1	17	3,334	(2,414)	-	938
Equity-based compensation	-	-	1,905	-	-	-	1,905
Balance at March 31, 2019	**22,701**	**$ 23**	**$ 380,777**	**$(117,968)**	**$ (115,894)**	**$ (1,525)**	**$ 145,413**

(*) Represents an amount lower than $1.

(**) Resulting from adoption of ASC 606.

The accompanying notes are an integral part of the unaudited interim condensed consolidated financial statements.

NOTE A—BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting only of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended March 31, 2019 are not necessarily indicative of the results that may be expected for the year ending December 31, 2019. For further information, reference is made to the consolidated financial statements and footnotes thereto included in the Annual Report on Form 10-K of DSP Group, Inc. (the "Company") for the year ended December 31, 2018.

The significant accounting policies applied in the annual consolidated financial statements of the Company as of December 31, 2018, contained in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 11, 2019, have been applied consistently in these unaudited interim condensed consolidated financial statements, except as noted below:

Recently Issued and Adopted Accounting Pronouncements

On January 1, 2019, the Company adopted Accounting Standards Update ("ASU") No. 2016-02, Leases ("Topic 842"), as amended, which supersedes the lease accounting guidance under Topic 840, and generally requires lessees to recognize operating and financing lease liabilities and corresponding right-of-use ("ROU") assets on the balance sheet and to provide enhanced disclosures surrounding the amount, timing and uncertainty of cash flows arising from leasing arrangements. The Company adopted the new guidance using the modified retrospective transition approach by applying the new standard to all leases existing on the date of initial application and not restating comparative periods. The most significant impact was the recognition of ROU assets and lease liabilities for operating leases. For information regarding the impact of Topic 842 adoption, see *Significant Accounting Policies - Leases* and Note B- OPERATING LEASES.

Recently Issued Accounting Pronouncements Not Yet Effective

In June 2016, the FASB issued ASU 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments ("ASU 2016-13"). ASU 2016-13 amends the impairment model to utilize an expected loss methodology in place of the currently used incurred loss methodology, which will result in the more timely recognition of losses. ASU 2016-13 also applies to employee benefit plan accounting, with an effective date of the first quarter of fiscal 2022. The Company is currently assessing the impact that adopting this new accounting standard will have on its consolidated balance sheets, statements of operations and cash flows.

In August 2018, the FASB issued ASU 2018-13, "Fair Value Measurement (Topic 820) - Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement" ("ASU 2018-13"), which is designed to improve the effectiveness of disclosures by removing, modifying and adding disclosures related to fair value measurements. ASU No. 2018-13 is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. ASU 2018-13 allows for early adoption in any interim period after issuance of the update. The adoption of ASU 2018-13 is not expected to have a significant impact on the Company's consolidated financial statements.

In August 2018, the FASB issued ASU 2018-15, "Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That is a Service Contract" ("ASU 2018-15"). ASU 2018-15 aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. The implementation costs incurred in a hosting arrangement that is a service contract should be presented as a prepaid asset on the balance sheet and expensed over the term of the hosting arrangement to the same line item in the statement of income as the costs related to the hosting fees. ASU 2018-15 is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years, and early adoption is permitted, including adoption in any interim period. ASU 2018-15 should be applied either retrospectively or prospectively to all implementation costs incurred after adoption. The Company is currently evaluating the impact that the standard will have on the consolidated financial statements and do not expect the adoption to have a material effect on the Company's consolidated financial statements.

In August 2018, the FASB issued ASU 2018-14, "Compensation—Retirement Benefits—Defined Benefit Plans—General (Topic 715-20): Disclosure Framework—Changes to the Disclosure Requirements for Defined Benefit Plans" ("ASU 2018-14"), which improves disclosure requirements for employers that sponsor defined benefit pension or other post-retirement plans. ASU 2018-14 is effective for fiscal years ending after December 15, 2020, for public business entities. Early adoption is permitted for all entities. Entities are to apply this standard on a retrospective basis for all periods presented. The Company is currently evaluating the impact that ASU 2018-14 will have on the Company's consolidated financial statements and related disclosures.

Significant Accounting Policies- Leases

Effective as of January 1, 2019, the Company adopted Topic 842, which requires the recognition of lease assets and lease liabilities by lessees for leases classified as operating leases. The Company has adopted Topic 842 using the modified retrospective transition approach by applying the new standard to all leases existing on the date of initial application. Results and disclosure requirements for reporting periods beginning after January 1, 2019 are presented under Topic 842, while prior period amounts have not been adjusted and continue to be reported in accordance with the Company's historical accounting under Topic 840.

The Company elected the package of practical expedients permitted under the transition guidance, which allowed the Company to carryforward the historical lease classification, the Company's assessment on whether a contract was or contains a lease, and initial direct costs for any leases that existed prior to January 1, 2019. The Company also elected to keep leases with an initial term of 12 months or less off the balance sheet and recognize the associated lease payments in the consolidated statements of income on a straight-line basis over the lease term.

As a result of the adoption of Topic 842 on January 1, 2019, the Company recorded both operating lease ROU assets of $12.5 million and operating lease liabilities of $12.5 million. The adoption did not impact the Company's beginning retained earnings (accumulated deficit), or its prior year condensed consolidated statements of income and statements of cash flows.

The Company determines if an arrangement is a lease at inception. The Company assessment is based on: (1) whether the contract includes an identified asset, (2) whether the Company obtains substantially all of the economic benefits from the use of the asset throughout the period of use, and (3) whether the Company has the right to direct how and for what purpose the identified asset is used throughout the period of use.

Leases are classified as either finance leases or operating leases. A lease is classified as a finance lease if any one of the following criteria are met: the lease transfers ownership of the asset by the end of the lease term, the lease contains an option to purchase the asset that is reasonably certain to be exercised, the lease term is for a major part of the remaining useful life of the asset, the present value of the lease payments equals or exceeds substantially all of the fair value of the asset, or the underlying asset is of such a specialized nature that it is expected to have no alternative use to the lessor at the end of lease term. A lease is classified as an operating lease if it does not meet any one of these criteria. Since all of the Company's lease contracts do not meet any one of the criteria above, the Company concluded that all of its lease contracts should be classified as operation leases. ROU assets and liabilities are recognized on the commencement date based on the present value of remaining lease payments over the lease term. For this purpose, the Company considers only payments that are fixed and determinable at the time of commencement. As most of the Company's leases do not provide an implicit rate, the Company used the assistance of a third party valuation firm to determine the incremental borrowing rate in determining the present value of lease payments. The ROU asset also includes any lease payments made prior to commencement and is recorded net of any lease incentives received. All ROU assets are reviewed for impairment. The lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise such options.

Use of Estimates

The preparation of the interim condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates, judgments and assumptions. The Company's management believes that the estimates, judgments and assumptions used are reasonable based upon information available at the time they are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the dates of the interim condensed consolidated financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

NOTE B— OPERATING LEASES

The Company has entered into various non-cancelable operating lease agreements for certain of its offices and car leases. The Company's leases have original lease periods expiring between 2019 and 2030. Many leases include one or more options to renew. The Company does not assume renewals in the determination of the lease term unless the renewals are deemed to be reasonably assured at lease commencement date. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

Total operating lease cost during the three months ended March 31, 2019 was $742. The same amount represented the total Cash paid for amounts included in the measurement of operating lease liabilities during the three months ended March 31, 2019.

Other information about lease amounts recognized in the Company's consolidated financial statements is summarized as follows:

	March 31, 2019
Weighted-average remaining lease term – operating leases (in years)	8.26
Weighted-average discount rate – operating leases	4.96%

As of March 31, 2019, the Company's lease liabilities were as follows:

	Operating Leases
Gross lease liabilities	$ 15,434
Less: imputed interest	(3,155)
Present value of lease liabilities	12,279
Less: current portion of lease liabilities	(1,885)
Total long-term lease liabilities	$ 10,394

NOTE C—INVENTORIES

Inventories are stated at the lower of cost or market value. The Company periodically evaluates the quantities on hand relative to current and historical selling prices, and historical and projected sales volume. Based on these evaluations, provisions are made in each period to write inventory down to its net realizable value. Inventories are composed of the following:

	March 31, 2019 (Unaudited)	December 31, 2018 (Audited)
Work-in-process	$ 4,849	$ 4,993
Finished goods	4,429	4,826
	$ 9,278	$ 9,819

For the three months ended March 31, 2019, the Company recorded $93 of income due to the utilization of inventory that was written off in the past.

Inventory write-off amounted to $49 for the three months ended March 31, 2018.

NOTE D—NET LOSS PER SHARE

Basic net loss per share are computed based on the weighted average number of shares of common stock outstanding during the period. For the same periods, diluted net loss per share further include the effect of dilutive stock options, stock appreciation rights and restricted share units outstanding during the period, all in accordance with FASB ASC No. 260 "Earnings per Share." The following table sets forth the computation of basic and diluted net loss per share:

	Three months ended March 31,	
	2019	2018
	(Unaudited)	
Net loss	$ (1,066)	$ (1,753)
Loss per share:		
Basic	$ (0.05)	$ (0.08)
Diluted	$ (0.05)	$ (0.08)
Weighted average number of shares of common stock outstanding during the period used to compute basic net loss per share (in thousands)	22,542	22,678
Incremental shares attributable to exercise of outstanding options, stock appreciation rights and restricted stock units (assuming proceeds would be used to purchase treasury stock) (in thousands)	-	-
Weighted average number of shares of common stock used to compute diluted net loss per share (in thousands)	22,542	22,678

NOTE E — MARKETABLE SECURITIES AND TIME DEPOSITS

The Company accounts for investments in marketable securities in accordance with FASB ASC No.320-10 "Investments in Debt and Equity Securities." Management determines the appropriate classification of its investments in government and corporate marketable debt securities at the time of purchase and reevaluates such determinations at each balance sheet date.

The Company classifies marketable securities as available-for-sale. Available-for-sale securities are carried at fair value, with the unrealized gains and losses, net of taxes, reported in other comprehensive income (loss). The amortized cost of marketable securities is adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization and interest are included in financial income, net. Interest and dividends on securities are included in financial income, net. The following is a summary of available-for-sale securities at March 31, 2019 and December 31, 2018:

	Amortized cost		Unrealized losses, net		Fair value	
	March 31, 2019 (Unaudited)	December 31, 2018 (Audited)	March 31, 2019 (Unaudited)	December 31, 2018 (Audited)	March 31, 2019 (Unaudited)	December 31, 2018 (Audited)
Short-term deposits	6,887	$ 8,349	-	-	$ 6,887	$ 8,349
Long-term deposits	5,159	5,130	-	-	5,159	5,130
U.S. GSE securities	17,501	21,550	(140)	(253)	17,361	21,297
Corporate obligations	78,902	77,857	(695)	(1,382)	78,207	76,475
	$ 108,449	$ 112,885	$ (835)	$ (1,635)	$ 107,614	$ 111,251

The amortized cost of marketable debt securities and term deposits at March 31, 2019, by contractual maturities, is shown below (unaudited):

	Amortized cost	Unrealized gains (losses) Gains	Losses	Fair value
Due in one year or less	$ 24,286	$ 8	$ (40)	$ 24,254
Due after one year to five years	72,117	58	(861)	71,314
	$ 96,403	$ 66	$ (901)	$ 95,568

The actual maturity dates may differ from the contractual maturities because debtors may have the right to call or prepay obligations without penalties.

Management believes that as of March 31, 2019, the unrealized losses in the Company's investments in all types of marketable securities were temporary and no impairment loss was realized in the Company's condensed consolidated statement of income.

The unrealized losses related to corporate obligations were primarily due to changes in interest rates. Because the Company does not intend to sell the investments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost bases, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at March 31, 2019.

The total fair value of marketable securities with outstanding unrealized losses as of March 31, 2019 amounted to $74,836, while the unrealized losses for these marketable securities amounted to $901.Of the $901 unrealized losses outstanding as of March 31, 2019, a portion of which in the amount of $835 relate to marketable securities that were in a loss position for more than 12 months and the remaining portion in the amount of $66 relate to marketable securities that were in a loss position for less than 12 months.

Proceeds from maturity of available-for-sale marketable securities during the three months ended March 31, 2019 and 2018 were $8,545 and $1,855, respectively. Proceeds from sales of available-for-sale marketable securities during the three months ended March 31, 2019 and 2018 were $4,150 and $500, respectively. Net realized losses from the sale of available-for-sale securities for the three months ended March 31, 2019 were $47 compared to net realized gains for the three months ended March 31, 2018 of $2. The Company determines realized gains or losses on the sale of marketable securities based on a specific identification method.

Marketable securities are periodically reviewed for impairment. If management concludes that any marketable security is impaired, management determines whether such impairment is other-than-temporary. Factors considered in making such a determination include the duration and severity of the impairment, the reason for the decline in value and the potential recovery period, and the Company's intent to sell, or whether it is more likely than not that the Company will be required to sell the marketable security before recovery of cost basis. If any impairment is considered other-than-temporary, the marketable security is written down to its fair value through a corresponding charge to financial income, net.

NOTE F—TAXES ON INCOME

The effective tax rate used in computing the provision for income taxes is based on projected fiscal year income before taxes, including estimated income by tax jurisdiction.

The total amount of net unrecognized tax benefits was $2,283 and $2,040 at March 31, 2019 and December 31, 2018, respectively. The Company accrues interest and penalties, relating to unrecognized tax benefits, in its provision for income taxes. At March 31, 2019 and December 31, 2018, the Company had accrued interest and penalties relating to unrecognized tax benefits of $135 and $115, respectively.

The Company intends to permanently reinvest earnings of its foreign operations and its current operating plans do not demonstrate a need to repatriate foreign earnings to fund the Company's U.S. operations. However, if these funds were needed for the Company's operations in the United States, the Company would be required to accrue and pay taxes in several countries to repatriate these funds. The determination of the amount of additional taxes related to the repatriation of these earnings is not practicable, as it may vary based on various factors such as the location of the cash and the effect of regulation in the various jurisdictions from which the cash would be repatriated.

NOTE G—SIGNIFICANT CUSTOMERS

The Company sells its products primarily through distributors and directly to original equipment manufacturers (OEMs) and original design manufacturers (ODMs) who incorporate the Company's products into consumer products. The Company's future performance will depend, in part, on the continued success of its distributors in marketing and selling its products. The loss of the Company's distributors and the Company's inability to obtain satisfactory replacements in a timely manner may harm the Company's sales and results of operations. In addition, the Company expects that a limited number of customers, varying in identity from period-to-period, will account for a substantial portion of its revenues in any period. The loss of, or reduced demand for products from, any of the Company's major customers could have a material adverse effect on the Company's business, financial condition and results of operations.

The following table represents the Company's sales, as a percentage of the Company's total revenues, for the three months ended March 31, 2019 and 2018, of the Company's significant customers (unaudited):

	Three months ended March 31,	
Major customers/ distributors	**2019**	**2018**
Ascend Technology Inc. [1] [3]	27%	26%
VTech Holdings Ltd.	21%	25%
Nexty Electronics Corporation (previously named Tomen Electronics Corporation)[1] [2]	10%	11%

[1] Distributor.

[2] Nexty Electronics sells the Company's products to a limited number of customers; however, none of those customers accounted for more than 10% of the Company's total revenues for the three months periods ended March 31, 2019 and 2018.

[3] Ascend Technology sells the Company's products to a limited number of customers. One of those customers, Cisco Systems, Inc., accounted for 10% and 8% of the Company's total revenues for the three months periods ended March 31, 2019 and 2018.

NOTE H—DERIVATIVE INSTRUMENTS

The Company accounts for derivative instruments in accordance with FASB. ASC No. 815 "Derivatives and Hedging" ("ASC 815"). Due to the Company's global operations, it is exposed to foreign currency exchange rate fluctuations in the normal course of its business. The Company's treasury policy allows it to offset the risks associated with the effects of certain foreign currency exposures through the purchase of foreign exchange forward contracts and put options (collectively, "hedging contracts"). The policy, however, prohibits the Company from speculating on hedging contracts for profit.

To protect against the increase in value of forecasted foreign currency cash flows resulting from salary and lease payments of its Israeli facilities denominated in the Israeli currency, the New Israeli Shekels ("NIS"), during the year, the Company instituted a foreign currency cash flow hedging program. The Company hedges portions of the anticipated payroll and lease payments denominated in NIS for a period of one to twelve months with hedging contracts. Accordingly, when the dollar strengthens against the foreign currencies, the decline in present value of future foreign currency expenses is offset by losses in the fair value of the hedging contracts. Conversely, when the dollar weakens, the increase in the present value of future foreign currency cash flows is offset by gains in the fair value of the hedging contracts. These hedging contracts are designated as cash flow hedges, as defined by ASC 815 and are all effective hedges of these expenses.

In accordance with ASC 815, for derivative instruments that are designated and qualify as a cash flow hedge (i.e. hedging the exposure to variability in expected future cash flows that is attributable to a particular risk), the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Any gain or loss on a derivative instrument in excess of the cumulative change in the present value of future cash flows of the hedged item is recognized in current earnings during the period of change.

As of March 31, 2019, the Company had no outstanding option contracts and had foreign exchange forward contracts in the amount of $600. These hedging contracts do not contain any credit-risk-related contingency features. See Note L for information on the fair value of hedging contracts.

The fair value of derivative assets and derivative liabilities were $19 and $0, respectively, at March 31, 2019. The Company recorded a net amount of $19 in other accounts receivable and prepaid expenses in the condensed consolidated balance sheet at March 31, 2019.

The amount recorded as income in research and development expenses, sales and marketing expenses and general and administrative expenses in the condensed consolidated statements of income for the three months ended March 31, 2019 that resulted from the above referenced hedging transactions was $65, $7 and $11, respectively.

The fair value of the outstanding derivative instruments at March 31, 2019 and December 31, 2018 is summarized below (unaudited):

		Fair Value of Derivative Instruments	
Derivative Assets (Liabilities)	**Balance Sheet Location**	**March 31, 2019**	**December 31, 2018**
		Unaudited	Audited
Foreign exchange forward and option contracts	Other accounts receivable and prepaid expenses (other accounts payable)	$ 19	$ (3)

The effect of derivative instruments in cash flow hedging transactions on income and other comprehensive income ("OCI") for the three months ended March 31, 2019 and 2018 is summarized below:

	Gains (Losses) on Derivatives Recognized in OCI for the three months ended March 31, Unaudited	
	2019	2018
Foreign exchange forward and option contracts	$ 105	$ -

	Gains (losses) reclassified from OCI into income	for the three months ended March 31, Unaudited	
	Location	2019	2018
Foreign exchange forward and option contracts	Operating expenses	$ 83	$ -

NOTE I—CONTINGENCIES

From time to time, the Company may become involved in litigation relating to claims arising from its ordinary course of business. In addition, as is typical in the semiconductor industry, the Company has been and may from time to time be notified of claims that the Company may be infringing patents or intellectual property rights owned by third parties. The Company currently believes that there are no claims or actions pending or threatened against it, the ultimate disposition of which would have a material adverse effect on the Company.

NOTE J—EQUITY-BASED COMPENSATION

Grants for the three months ended March 31, 2019 and March 31, 2018:

The weighted average estimated fair value of employee restricted stock units (“RSUs”) granted during the three months ended March 31, 2019 and 2018 was $11.61 and $11.27 per share, respectively (using the weighted average pre vest cancellation rate of 3.25% and 3.70% for the three months ended March 31, 2019 and 2018, respectively, on an annual basis).

The weighted-average estimated fair value of employee stock options and stock appreciation rights (“SARs”) granted during the three months ended March 31, 2019 and 2018 was $3.41 and $4.75 per stock option and SARs, respectively, using the binomial model with the following weighted-average assumptions (annualized percentages) (unaudited):

	Three months ended March 31,	
	2019	**2018**
Volatility	32.29%	46.24%
Risk-free interest rate	2.16%	2.40%
Dividend yield	0%	0%
Pre-vest cancellation rate	4.63%	2.29%
Post-vest cancellation rate	2.28%	3.40%
Suboptimal exercise factor	1.229	1.61

The expected life of employee stock options and SARs is impacted by all of the underlying assumptions used in the Company’s model. The binomial model assumes that employees’ exercise behavior is a function of the remaining contractual life of the stock option or SAR and the extent to which the stock option or SAR is in-the-money (*i.e.*, the average stock price during the period is above the exercise price of the stock option or SAR). The binomial model estimates the probability of exercise as a function of these two variables based on the history of exercises and cancellations on past award grants made by the Company. The expected life for stock options and SARs granted during the three months ended March 31, 2019 and 2018 derived from the binomial model was 4.92 and 6.27 years, respectively.

Employee stock benefit plans

As of March 31, 2019, the Company had two equity incentive plans from which the Company may grant future equity awards and one expired equity incentive plans from which no future equity awards may be granted but had outstanding equity awards granted prior to expiration. The Company also had one employee stock purchase plan. As of March 31, 2019, approximately 377,000 shares of common stock remain available for grant under the Company’s employee stock purchase plan and 198,000 shares of common stock remain available for grant under the Company’s equity incentive plans.

The table below presents a summary of information relating to the Company's stock option, RSU and SAR grants pursuant to its equity incentive plans (unaudited):

	Number of Options/SARs/ RSUs	Weighted average exercise price	Weighted average remaining contractual term (years) (3)	Aggregate value (*)
	in thousands			in thousands
Outstanding at December 31, 2018	1,831	$ 4.59		
Options granted	10	12.61		
RSUs granted	630	-		
Options / SARs / RSUs cancelled/forfeited/expired	(38)	1.98		
Options / SARs exercised and RSUs vested	(341)	$ 3.05		
Outstanding at March 31, 2019 (1)	2,092	$ 3.55	4.60	$ 22,013
Exercisable at March 31, 2019 (2)	632	$ 9.61	4.45	$ 2,818

(*) Calculation of aggregate intrinsic value is based on the share price of the Company's common stock on March 31, 2019 ($14.07 per share).

(1) Due to the ceiling imposed on the SAR grants, the outstanding amount above can be exercised for a maximum of approximately 2,008,000 shares of the Company's common stock as of March 31, 2019. SAR grants made on or after January 1, 2012 are convertible for a maximum number of shares of the Company's common stock equal to 50% of the SARs subject to the grant.

(2) Due to the ceiling imposed on the SAR grants, the exercisable amount above can be exercised for a maximum of approximately 595,000 shares of the Company's common stock as of March 31, 2019.

(3) Calculation of weighted average remaining contractual term does not include RSUs that were granted, which have indefinite contractual term.

Additional information about stock options, SARs and RSUs outstanding and exercisable at March 31, 2019 with exercise prices above $14.07 per share (the closing price of the Company's common stock on March 31, 2019) is as follows (unaudited):

	Exercisable		Unexercisable		Total	
Exercise prices	Number of options/ SARs / RSUs (in thousands)	Weighted average exercise price	Number of options/ SARs / RSUs (in thousands)	Weighted average exercise price	Number of options/ SARs / RSUs (in thousands)	Weighted average exercise price
Less than $14.07	632	$ 9.61	1,460	$ 0.92	2,092	$ 3.55
Above $14.07	-	$ -	-	$ -	-	$ -
Total	632	$ 9.61	1,460	$ 0.92	2,092	$ 3.55

The Company's aggregate equity-based compensation expense for the three months ended March 31, 2019 and 2018 totaled $1,905 and $1,699, respectively.

As of March 31, 2019, there was $10,769 of total unrecognized equity-based compensation expense related to unvested equity-based compensation awards granted under the Company's equity incentive plans. This amount is expected to be recognized during the period from 2019 through 2023.

NOTE K—PENSION LIABILITY

The information in this note represents the net periodic pension and post-retirement benefit costs and related components in accordance with FASB ASC No. 715 "Employers' Disclosures about Pensions and Other Post-Retirement Benefits." The components of net pension and post-retirement periodic benefit cost (income) for the three months ended March 31, 2019 and 2018 are as follows (unaudited):

	March 31, 2019	March 31, 2018
Components of net periodic benefit cost:		
Service cost and amortization of loss	$ 5	$ 6
Interest cost	4	4
Net periodic benefit cost	$ 9	$ 10

The net pension liability as of March 31, 2019 amounted to $815.

NOTE L—FAIR VALUE MEASUREMENTS

Assets and liabilities measured at fair value on a recurring basis:

The Company measures its cash equivalents, short-term deposits, marketable securities and foreign currency derivative contracts at fair value. Cash equivalents, short-term deposits and marketable securities are classified within Level 1 or Level 2 value hierarchies as they are valued using quoted market prices or alternative pricing sources and models utilizing market observable inputs. Foreign currency derivative contracts are classified within Level 2 value hierarchy as the valuation inputs are based on quoted prices and market observable data of similar instruments.

The following table provides information by value level for assets and liabilities that are measured at fair value on a recurring basis as of March 31, 2019 (unaudited):

	Balance as of March 31, 2019	Fair value measurements Level 1	Level 2	Level 3
Description				
Assets:				
Cash equivalents:				
Money market mutual funds	$ 612	$ 612	-	-
Short-term marketable securities:				
Corporate debt securities	$ 22,866	-	$ 22,866	-
U.S. GSE securities	$ 1,388		$ 1,388	
Long-term marketable securities:				
U.S. GSE securities	$ 15,973	-	$ 15,973	-
Corporate debt securities	$ 55,341	-	$ 55,341	-
Derivative assets	$ 19	-	$ 19	-

The following table provides information by value level for assets and liabilities that are measured at fair value on a recurring basis as of December 31, 2018.

Description	Balance as of December 31, 2018	Fair value measurements Level 1	Level 2	Level 3
Assets				
Cash equivalents				
Money market mutual funds	$ 773	$ 773	-	-
Short-term marketable securities				
U.S. GSE securities	$ 1,785	-	$ 1,785	-
Corporate debt securities	$ 25,579	-	$ 25,579	-
Long-term marketable securities				
U.S. GSE securities	$ 19,512	-	$ 19,512	-
Corporate debt securities	$ 50,896	-	$ 50,896	-
Derivative liabilities	$ 3	-	$ 3	-

In addition to the assets and liabilities described above, the Company's financial instruments also include cash and cash equivalents, restricted and short-term deposits, trade receivables, other accounts receivable, trade payables, accrued expenses and other payables. The fair value of these financial instruments was not materially different from their carrying values at March 31, 2019 due to the short-term maturity of these instruments.

NOTE M—STOCKHOLDERS' EQUITY

During the first three months of 2019, the Company did not repurchase any shares of common stock. As of March 31, 2019, 794,913 shares of common stock, calculated based on the share price of our common stock at the inception of the board authorization, remained authorized for repurchase under the Company's board-authorized share repurchase program.

Repurchases of common stock are accounted for as treasury stock, and result in a reduction of stockholders' equity. The Company reissues treasury shares pursuant to its stock purchase plan, upon exercise of options and upon vesting of restricted stock units. Reissuance of treasury shares is accounted for in accordance with ASC No. 505-30 whereby gains are credited to additional paid-in capital and losses are charged to additional paid-in capital to the extent that previous net gains are included therein; otherwise losses are charged to retained earnings (accumulated deficit).

During the first three months of 2019, the Company issued approximately 795,000 shares of common stock out of treasury stock to employees who exercised their stock options, SARs or vested RSUs, or purchased shares from the Company's 1993 Employee Stock Purchase Plan.

NOTE N—SEGMENT INFORMATION

Description of segments:

The Company operates under three reportable segments.

The Company's segment information has been prepared in accordance with ASC 280, "Segment Reporting." Operating segments are defined as components of an enterprise engaging in business activities about which separate financial information is available that is evaluated regularly by the Company's chief operating decision-maker ("CODM") in deciding how to allocate resources and assess performance. The Company's CODM is its Chief Executive Officer, who evaluates the Company's performance and allocates resources based on segment revenues and operating income.

The Company's operating segments are as follows: Home, Unified Communications and SmartVoice. The classification of the Company's business segments is based on a number of factors that management uses to evaluate, view and run its business operations, which include, but are not limited to, customer base, homogeneity of products and technology. Prior to fiscal year 2019, the Unified Communications segment was titled the Office segment.

A description of the types of products provided by each business segment is as follows:

Home - Wireless chipset solutions for converged communication at home. Such solutions include integrated circuits targeted for cordless phones sold in retail or supplied by telecommunication service providers, home gateway devices supplied by telecommunication service providers which integrate the DECT/CAT-iq functionality, integrated circuits addressing home automation applications, as well as fixed-mobile convergence solutions. During 2017, the Company consolidated its home gateway and home automation products into a new product line called SmartHome. In this segment, (i) revenues from cordless telephony products exceeded 10% of the Company's total revenues and amounted to 37% and 50% of the Company's total revenues for the first three months of 2019 and 2018, respectively, and (ii) revenues from smart home products amounted to 15% of the Company's total revenues for both the first three months of 2019 and 2018.

Unified Communications - Comprehensive solution for Unified Communications products, including office solutions that offer businesses of all sizes low-cost VoIP terminals with converged voice and data applications. Revenues from the Company's Unified Communications products represented 33% and 30% of its total revenues for the first three months of 2019 and 2018, respectively. No revenues derived from other products in the Unified Communications segment exceeded 10% of the Company's total revenues for both the first three months of 2019 and 2018.

SmartVoice - Products for the SmartVoice market that provides voice activation and recognition, voice enhancement, always-on and far-end noise elimination targeted for mobile phone, mobile headsets and other devices that incorporate the Company's noise suppression and voice quality enhancement HDClear technology. Revenues from the Company's HDClear products represented 15% and 6% of the Company's total revenues for the first three months of 2019 and 2018, respectively. No revenues derived from other products in the SmartVoice segment exceeded 10% of the Company's total consolidated revenues for both the first three months of 2019 and 2018.

Segment data:

The Company derives the results of its business segments directly from its internal management reporting system and by using certain allocation methods. The accounting policies the Company uses to derive business segment results are substantially the same as those the Company uses for consolidation of its financial statements. The CODM measures the performance of each business segment based on several metrics, including earnings from operations. The CODM uses these results, in part, to evaluate the performance of, and to assign resources to, each of the business segments. The Company does not allocate to its business segments certain operating expenses, which it manages separately at the corporate level. These unallocated costs include primarily amortization of purchased intangible assets, equity-based compensation expenses, and certain corporate governance costs.

Selected operating results information for each business segment was as follows for the three months ended March 31, 2019 and 2018 (unaudited):

	Revenues		Income (loss) from operations	
	Three months ended March 31,			
	2019	2018	2019	2018
Home	$ 14,730	$ 18,181	$ 4,071	$ 3,807
Unified Communications	9,409	8,353	2,855	2,152
SmartVoice	4,137	1,577	(6,063)	(5,674)
Total	$ 28,276	$ 28,111	$ 863	$ 285

The reconciliation of segment operating results information to the Company's consolidated financial information was as follows (unaudited):

	Three months ended March 31,	
	2019	2018
Loss from operations	$ 863	$ 285
Unallocated corporate, general and administrative expenses	(462)	(519)
Equity-based compensation expenses	(1,905)	(1,699)
Intangible assets amortization expenses	(104)	(425)
Financial income, net	313	396
Total consolidated loss before taxes	$ (1,295)	$ (1,962)

NOTE O —ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table summarizes the changes in accumulated balances of other comprehensive income for the three months ended March 31, 2019 (unaudited):

	Unrealized gains (losses) on available-for-sale marketable securities	Unrealized gains (losses) on cash flow hedges	Unrealized gains (losses) on components of defined benefit plans	Unrealized losses on foreign currency translation	Total
Beginning balance	$ (1,633)	$ (3)	$ (361)	$ (327)	$ (2,324)
Other comprehensive income (loss) before reclassifications	751	105	-	(25)	831
Losses (gains) reclassified from accumulated other comprehensive income (loss)	47	(83)	4	-	(32)
Net current period other comprehensive income (loss)	798	22	4	(25)	799
Ending balance	$ (835)	$ 19	$ (357)	$ (352)	$ (1,525)

The following table provides details about reclassifications out of accumulated other comprehensive income for the three months ended March 31, 2019 (unaudited):

Details about accumulated other comprehensive income (loss) components	Losses (gains) reclassified from accumulated other comprehensive income (loss)	Affected line item in the statement of income
Losses on available-for-sale marketable securities	$ 47	Financial income, net
	-	Provision for income taxes
	47	Total, net of income taxes
Gains on cash flow hedges		
	(65)	Research and development
	(7)	Sales and marketing
	(11)	General and administrative
	(83)	Total, before income taxes
	-	Provision for income taxes
	-	Total, net of income taxes
Losses on components of defined benefit plans	3	Research and development
	1	Sales and marketing
	4	Total, before income taxes
	-	Provision for income taxes
	4	Total, net of income taxes
Total reclassifications for the period	$ (32)	Total, net of income taxes

NOTE P—GOVERNMENT GRANTS

Government grants received by the Company's Israeli subsidiary relating to categories of operating expenditures are credited to the consolidated statements of income during the period during which the expenditure to which they relate is charged. Royalty and non-royalty-bearing grants from the Israeli Innovation Authority ("IIA") for funding certain approved research and development projects are recognized at the time when the Company's Israeli subsidiary is entitled to such grants, on the basis of the related costs incurred, and are included as a deduction from research and development expenses, net.

The Company recorded grants in the amount of $0.4 and $0.5 million for the three months ended March 31, 2019 and 2018, respectively.

The Company's Israeli subsidiary is obligated to pay royalties amounting to 5% of the sales of certain products, the development of which benefited from grants received from the IIA in previous years. The obligation to pay these royalties is contingent on actual sales of such products. Grants received from the IIA may become repayable if certain criteria under the grants are not met. In addition, the grants may be required to be repaid with a multiple of up to six times the initial grant amount in case the technology that was developed using these grants are transferred, directly or indirectly, to a third party.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This report and certain information incorporated herein by reference contain forward-looking statements, which are provided under the "safe harbor" protection of the Private Securities Litigation Reform Act of 1995. All statements included or incorporated by reference in this report, other than statements that are purely historical in nature, are forward-looking statements. Forward-looking statements are generally written in the future tense and/or are preceded by words such as "will," "may," "should," "could," "expect," "suggest," "believe," "anticipate," "intend," "plan," or other similar words. Forward-looking statements include statements regarding:

- *Our expectation that revenues from our growth initiatives, primarily Unified Communications and SmartVoice products, will continue to increase in 2019 and expect such revenues to represent two thirds of our total revenues for 2019;*

- *Our anticipation that our gross margin on an annual basis will continue to increase in the foreseeable future as our product mix shifts in favor of new products, which generally have higher gross margins;*

- *Our belief that our past research and development investments in new technologies are paying off;*

- *Our belief that new communication access methods, including mobile, wireless broadband, cable and other connectivity, the traditional cordless telephony market using fixed-line telephony will continue to decline, which will continue to reduce our revenues derived from, and unit sales of, cordless telephony products;*

- *Our belief that sales of digital cordless telephony products will continue to represent a substantial percentage of our revenues for 2019;*

- *Our belief that the market will remain price sensitive for 2019 for our traditional cordless telephony products and expect that price erosion and the decrease in the average selling prices of such products to continue; and*

- *Our belief that our available cash and cash equivalents at March 31, 2019 should be sufficient to finance our operations for the foreseeable future.*

All forward-looking statements included in this Quarterly Report on Form 10-Q are made as of the date hereof, based on information available to us as of the date hereof, and we assume no obligation to update any forward-looking statement. Many factors may cause actual results to differ materially from those express or implied by the forward –looking statements contained in this report. These factors include, but are not limited to, our dependence on one primary distributor, our OEM relationships and competition, as well as those risks described in Part II Item 1A "Risk Factors" of this Form 10-Q.

This Quarterly Report on Form 10-Q includes trademarks and registered trademarks of DSP Group. Products or service names of other companies mentioned in this Quarterly Report on Form 10-Q may be trademarks or registered trademarks of their respective owners.

DSP Group, Inc. is referred to in this Quarterly Report as "DSP Group," "we," "us" "our" or "company."

Overview

The following discussion and analysis is intended to provide investors with a narrative of our financial results and an evaluation of our financial condition and results of operations. The discussion should be read in conjunction with our condensed consolidated financial statements and notes thereto.

Business Overview

DSP Group is a leading global provider of wireless chipset solutions for converged communications, delivering system solutions that combine semiconductors and software with reference designs. We provide a broad portfolio of wireless chipsets integrating DECT, Wi-Fi, PSTN and VoIP technologies with state-of-the-art application processors. We also enable converged voice, audio and data connectivity across diverse consumer products – from cordless and VoIP phones to home gateways and connected multimedia screens. Our Home segment consists of cordless telephony products and SmartHome products, comprised of our home gateway and home automation products. Our Unified Communications segment consists of a comprehensive set of solutions for Unified Communications (VoIP office products). Our SmartVoice segment consists of products targeted at mobile, IoT and wearable device markets that incorporate our noise suppression and voice quality enhancement HDClear technology, as well as other third party advanced voice processing, always on and sensor hub functionalities.

We are seeing evidence that our past research and development investments in new technologies are paying off. We achieved a number of design wins for our growth initiative products and a number of such new products have begun mass shipments. For the first quarter of 2019, revenues from our growth initiatives, namely sales from our Unified Communications, SmartHome and SmartVoice products, were $17.7 million and accounted for 63% of our total revenues, as compared to 50% of our total revenues for the first three months of 2018, and represented an increase of 26% year-over-year. Revenues from our Unified Communications products represented 33% of our total revenues for the first quarter 2019, as compared to 30% of our total revenues for the first quarter of 2018. Revenues from our SmartVoice products represented 15% of our total revenues for the first quarter of 2019, as compared to 6% of our total revenues for the first quarter of 2018. Revenues from SmartHome products accounted for 15% of our first quarter revenues for both 2019 and 2018. Year-over-year, the Unified Communications segment grew 13%, revenues from the SmartVoice segment grew 162% and revenues from SmartHome products grew 2%. Based on a strong pipeline of design wins, our current mix of growth initiative products and anticipated commercialization schedules of customers incorporating such products, we anticipate annual revenues generated from our growth initiatives, primarily related to Unified Communications and SmartVoice products, to increase in 2019 as compared to 2018, and expect such revenues to represent two thirds of our total revenues for 2019. Nevertheless, we expect near term softness in our Unified Communications segment due to inventory adjustments by VoIP customers.

Our revenues were $28.3 million for the first three months of 2019, a 1% increase compared to the corresponding period of 2018. The increase for the first quarter of 2019 was primarily as a result of an increase in sales of our Unified Communications and SmartVoice products, partially offset by decreased sales of our digital cordless products. Revenue derived from cordless telephony products represented 37% of our total revenues for the first quarter of 2019, as compared to 50% of our total revenues for the first quarter of 2018, and declined by 25% in the first quarter of 2019 as compared to the same period in 2018.

Our gross margin increased to 51.1% of our total revenues for the first quarter of 2019 from 48.8% for the first quarter of 2018, primary due to (i) an improvement in direct contribution and production yield of certain of our products, (ii) a change in the mix of products sold and mix of customers, and (iii) lower inventory provisions for the first three months of 2019 as compared to the first three months of 2018. We anticipate that our gross margin on an annual basis will continue to increase in the foreseeable future as our product mix shifts in favor of our growth initiatives, which generally have higher gross margins.

Our operating loss was $1.6 million for the first quarter of 2019, as compared to an operating loss of $2.4 million for the first quarter of 2018. The decrease in our operating loss is attributable to an increase in total revenues and gross margins for the first three months of 2019, as compared to the corresponding period of 2018.

Our operating expenses remained at a level of $16.1 million for the first quarters of 2019 and 2018.

Notwithstanding our success in increasing our revenues from growth initiatives and increasing our gross margin as a percentage of our total revenues, we expect that our financial condition will continue to be challenged by the expected continued decline of the cordless telephony market. A significant percentage of our revenues continues to be generated from sales of chipsets used in cordless phones that are based on fixed-line telephony.

As of March 31, 2019, our principal source of liquidity consisted of cash and cash equivalents of $11.4 million and marketable securities and time deposits of $107.6 million, totaling $119.0 million.

RESULTS OF OPERATIONS

The following table represents our total revenues and our revenues by product family for the three month periods ended March 31, 2019 and 2018 (dollars in millions):

	Three months ended March 31,		
	2019	**2018**	**Change**
Total revenues (1)	$28.3	$28.1	1%
Cordless (2)	$10.6	$14.1	(25%)
Percentage of total revenues	37%	50%	
SmartHome (3)	$4.2	$4.1	2%
Percentage of total revenues	15%	15%	
Unified Communications (4)	$9.4	$8.4	13%
Percentage of total revenues	33%	30%	
SmartVoice (5)	$4.1	$1.6	162%
Percentage of total revenues	15%	6%	

1. The increase in revenues for the first quarter of 2019 as compared to the same period in 2018 was primarily as a result of increased sales of our Unified Communications and SmartVoice products, offset to some extent by a decrease in sales of our cordless products.
2. The decrease in cordless revenues for the first quarter of 2019 as compared to the same period in 2018 was mainly attributable to decreased demand from our customers in all markets.
3. The increase of our SmartHome product sales for the comparable periods is attributable to an increase in customer demand mostly for home gateway products.
4. The increase in our Unified Communications product sales for the comparable periods is mainly attributable to a growth in market demand for our Unified Communications products that resulted from the growth of our market share within this market.
5. The increase in our SmartVoice product sales for the comparable periods was attributable to an increased number of customers and designs in that segment.

The following table shows the breakdown of revenues for all product lines for the periods based on the geographic location of our customers (in thousands):

	Three months ended March 31, 2019	2018
United States	$ 1,329	$ 988
Japan	3,045	3,364
Europe	2,172	2,571
Hong-Kong	7,649	9,736
China	4,410	2,671
Taiwan	6,410	5,778
South Korea	2,506	1,469
Other	755	1,534
Total revenues	$ 28,276	$ 28,111

Sales to our customers in the United States increased for the first quarter of 2019, as compared to the same period of 2018, representing an increase of 35% in absolute dollars. The increase in our sales to the United States for the comparable periods resulted mainly from an increase in sales to one of our U.S. customers.

Sales to our customers in Japan decreased for the first quarter of 2019, as compared to the same period of 2018, representing a decrease of 9% in absolute dollars. The decrease in our sales to Japan for the comparable periods resulted mainly from a decrease in sales to the Japanese domestic market.

Sales to our customers in Europe decreased for the first quarter of 2019, as compared to the same period of 2018, representing a decrease of 16% in absolute dollars. The decrease in our sales to Europe for the comparable periods resulted mainly from a decrease in sales to one of our German customers.

Sales to our customers in Hong Kong decreased for the first quarter of 2019, as compared to the same period of 2018, representing a decrease of 21% in absolute dollars, resulting mainly from a decrease in sales to our customer VTech Holdings Ltd. (“VTech”), representing a 15% decrease in sales in the comparable periods.

Sales to our customers in China increased for the first quarter of 2019, as compared to the same period of 2018, representing an increase of 65% in absolute dollars. The increase in our sales to China for the comparable periods resulted mainly from an increase in demand from our customers, as well as an increase in the number of our Chinese customers, especially sales of our SmartVoice products to OPPO Mobile Telecommunications Corp. Ltd, one of China’s top mobile OEMs.

Sales to our customers in Taiwan increased for the first quarter of 2019, as compared to the same period of 2018, representing an increase of 11% in absolute dollars. The increase in our sales to Taiwan for the comparable periods resulted mainly from an increase in sales through our distributor, Ascend Technology Inc. (“Ascend Technology”), representing an 11% increase in sales for the comparable periods. The increase in sales to Ascend Technology resulted mainly from an increase in sales to Cisco Systems, Inc (“Cisco”).

Sales to our customers in South Korea increased for the first quarter of 2019, as compared to the same period of 2018, representing an increase of 70% in absolute dollars, resulted mainly from an increase in sales to our tier one customer in the SmartVoice segment.

Sales to other customers decreased for the first quarter of 2019, as compared to the same period of 2018, representing a decrease of 51% in absolute dollars. The decrease in our sales to other customers for the comparable periods resulted mainly from a decrease in sales to our customer in Brazil.

As our products are generally incorporated into consumer electronics products sold by our OEM customers, our revenues are affected by seasonal buying patterns of consumer electronics products sold by our OEM customers that incorporate our products, as well as inventory correction cycles within the market.

Significant customers. The loss of any of our significant customers or distributors could have a material adverse effect on our business, financial condition and results of operations. The following table represents our total revenues, as a percentage of our total revenues, from our significant customers for the three month periods ended March 31, 2019 and 2018:

	Three months ended March 31,	
	2019	**2018**
VTech	21%	25%

The following table represents our total revenues, as a percentage of our total revenues, through our main distributors for the three month periods ended March 31, 2019 and 2018:

	Three months ended March 31,	
	2019	**2018**
Nexty Electronics (1)	10%	11%
Ascend Technology (2)	27%	26%

(1) Our distributor, Japan-based Nexty Electronics, sells our products to a limited number of customers; however, none of those customers accounted for more than 10% of our total revenues for the first quarter of 2019 or 2018.

(2) Ascend Technology sells our products to a limited number of customers; one of those customers, Cisco, accounted for 10% and 8% of our total revenues for the first quarter of 2019 or 2018.

Significant products. Revenues from our digital cordless telephony products represented 37% and 50% of our total revenues for the three months ended March 31, 2019 and 2018, respectively. We believe that sales of digital cordless telephony products will continue to represent a substantial percentage of our revenues for 2019.

Revenues from our Unified Communications products represented 33% and 30% of our total revenues for the three months ended March 31, 2019 and 2018, respectively.

Revenues from our SmartVoice products represented 15% and 6% of our total revenues for the three months ended March 31, 2019 and 2018, respectively. Revenues from our SmartHome products represented 15% of our total revenues for both the three months ended March 31, 2019 and 2018.

Gross profit. Gross profit as a percentage of revenues was 51.1 % for the first quarter of 2019 and 48.8% for the first quarter of 2018. The increase in our gross profit for the comparable periods was primarily due to (i) an improvement in direct contribution and production yield of certain of our products, (ii) a change in the mix of products sold and mix of customers, and (iii) lower inventory provisions in the first three months of 2019 as compared to the same period in 2018.

As gross profit reflects the sale of chips and chipsets that have different margins, changes in the mix of products sold have impacted and will continue to impact our gross profit in future periods. Our gross profit may decrease in the future due to a variety of factors, including the continued decline in the average selling prices of our products, changes in the mix of products sold, our failure to achieve cost reductions, roll-out of new products in any given period, our success in introducing new engineering processes to reduce manufacturing costs, increases in the cost of raw materials such as gold, oil and silicon wafers, and increases in production, assembly and testing costs. Moreover, our suppliers may pass the increase in the cost of raw materials and commodities onto us, which would further reduce the gross margins of our products. There are no guarantees that our ongoing efforts in cost reduction and yield improvements will keep pace with the anticipated continuing decline in average selling prices of our products.

Cost of goods sold consists primarily of costs of wafer manufacturing and fabrication, assembly and testing of integrated circuit devices and related overhead costs, and compensation and associated expenses related to manufacturing and testing support, inventory obsolesce and logistics personnel.

Research and development expenses, net. Our research and development expenses, net, decreased to $8.9 million for the first quarter of 2019 from $9.0 million for the first quarter of 2018. The decrease for the first quarter of 2019 was mainly due to (i) a decrease in the number of research and development employees in the first quarter of 2019, as compared to the first quarter of 2018, (ii) a decrease in payroll and related expenses due to the devaluation of the Israeli Shekel vs. the U. S. Dollar in the first quarter of 2019, as compared to the first quarter of 2018, and (iii) a decrease in IP and tape-out expenses in the amount of $0.1 million, as compared to the first quarter of 2018. These decreases were partially offset by (i) a decrease in funding received from the Israeli Innovation Authority ("IIA") in the amount of $0.2 million, as compared to the first quarter of 2018, (ii) an increase in labor contractors and subcontractor expenses in an amount of $0.3 million, as compared to the first quarter of 2018, and (iii) an increase in equity-based compensation expenses in an amount of $0.1 million in the first quarter of 2019, as compared to the same period of 2018.

Our research and development expenses, net, as a percentage of our total revenues were 32% for both three months ended March 31, 2019 and 2018.

Research and development expenses consist mainly of payroll expenses to employees involved in research and development activities, expenses related to tape out and mask work, subcontracting, labor contractors and engineering expenses, depreciation and maintenance fees related to equipment and software tools used in research and development, and facilities expenses associated with and allocated to research and development activities.

Sales and marketing expenses. Our sales and marketing expenses increased to $4.5 million for the first quarter of 2019 from $4.1 million for the first quarter of 2018. The increase in sales and marketing expenses for the first quarter of 2019, as compared to the comparable period of 2018, was mainly due to an increase in payroll and related expenses for the first quarter of 2019, as compared to the first quarter of 2018, in the amount of $0.5 million, mainly as a result of an increase in the number of sales and marketing employees. This increase was partially offset by a decrease of $0.1 million in sales commissions in the first quarter of 2019, as compared to the same period of 2018.

Our sales and marketing expenses, net, as a percentage of our total revenues were 16% and 14% for the three months ended March 31, 2019 and 2018, respectively. The increase as a percentage of our total revenues for the three months ended March 31, 2019 was mainly due to an increase in sales and marketing expenses for the comparable periods.

Sales and marketing expenses consist mainly of sales commissions, payroll expenses to direct sales and marketing employees, travel, trade show expenses, and facilities expenses associated with and allocated to sales and marketing activities.

General and administrative expenses. Our general and administrative expenses were $2.6 million for both three month periods ended March 31, 2019 and 2018, respectively.

General and administrative expenses as a percentage of our total revenues were 9% for both three month periods ended March 31, 2019 and 2018.

Our general and administrative expenses consist mainly of payroll expenses for management and administrative employees, accounting and legal fees, expenses related to investor relations as well as facilities expenses associated with general and administrative activities.

Description of segments.

We operate under three reportable segments.

Our segment information has been prepared in accordance with ASC 280, “Segment Reporting.” Operating segments are defined as components of an enterprise engaging in business activities about which separate financial information is available that is evaluated regularly by the company’s chief operating decision-maker (“CODM”) in deciding how to allocate resources and assess performance. Our CODM is our Chief Executive Officer, who evaluates the Company’s performance and allocates resources based on segment revenues and operating income.

Our operating segments are as follows: Home, Unified Communications and SmartVoice. The classification of our business segments is based on a number of factors that our management uses to evaluate, view and run the company’s business operations, which include, but are not limited to, customer base, homogeneity of products and technology.

A description of the types of products provided by each business segment is as follows:

Home - Wireless chipset solutions for converged communication at home. Such solutions include integrated circuits targeted for cordless phones sold in retail or supplied by telecommunication service providers, home gateway devices supplied by telecommunication service providers which integrate the DECT/CAT-iq functionality, integrated circuits addressing home automation applications, as well as fixed-mobile convergence solutions. We recently combined the home gateway and home automation products into a single product line called SmartHome. In this segment, (i) revenues from cordless telephony products exceeded 10% of our total consolidated revenues and amounted to 37% and 50% of our total revenues for the first three months of 2019 and 2018, respectively, and (ii) revenues from SmartHome products amounted to 15% of our total revenues for both the first three months of 2019 and 2018.

Unified Communications - Comprehensive solution for Unified Communications products, including office solutions that offer businesses of all sizes low-cost VoIP terminals with converged voice and data applications. VoIP products in the Unified Communications segment represented 33% and 30% of our total revenues for the first three months of 2019 and 2018, respectively. No revenues derived from other products in the Unified Communications segment exceeded 10% of our total consolidated revenues for the first three months of 2019 and 2018. Prior to fiscal year 2019, the Unified Communications segment was titled the Office segment.

SmartVoice - Products for the SmartVoice market that provides voice activation and recognition, voice enhancement, always-on and far-end noise elimination targeted for mobile phone, mobile headsets and other devices that incorporate our voice recognition, noise suppression and voice quality enhancement HDClear technology. Revenues from our HDClear products represented 15% and 6% of our total revenues for the first three months of 2019 and 2018, respectively. No revenues derived from other products in the SmartVoice segment exceeded 10% of our total consolidated revenues for both the first three months of 2019 and 2018.

Segment data. We derive the results of our business segments directly from our internal management reporting system and by using certain allocation methods. The accounting policies we use to derive business segment results are substantially the same as those we use for consolidation of our financial statements. Management measures the performance of each business segment based on several metrics, including earnings from operations. Management uses these results, in part, to evaluate the performance of, and to assign resources to, each of the business segments. We do not allocate to our business segments certain operating expenses, which we manage separately at the corporate level. These unallocated costs include primarily amortization of purchased intangible assets, equity-based compensation expenses and certain corporate governance costs.

We do not allocate any assets to segments and, therefore, no amount of assets is reported to our management or disclosed in the financial information for segments.

Selected operating results information for each business segment was as follows for the three months ended March 31, 2019 and 2018:

	Revenues		Income (loss) from operations	
	Three months ended March 31,			
	2019	2018	2019	2018
Home	$ 14,730	$ 18,181	$ 4,071	$ 3,807
Unified Communications	9,409	8,353	2,855	2,152
SmartVoice	4,137	1,577	(6,063)	(5,674)
Total	$ 28,276	$ 28,111	$ 863	$ 285

Sales to our customers in the home segment decreased for the first three months of 2019, as compared to the first three months of 2018, representing a decrease of 19% in absolute dollars. The decrease in sales in the home segment for the comparable periods was mainly attributable to decreased demands for cordless phones over the comparable periods.

Sales to our customers in the Unified Communications segment increased for the first three months of 2019 as compared to the first three months of 2018, representing an increase of 13% in absolute dollars. The increase in sales in the Unified Communications segment for the comparable periods was mainly due to an increase in our market share of VoIP products.

Sales to our customers in the SmartVoice segment increased for the first three months of 2019 as compared to the first three months of 2018, representing an increase of 162% in absolute dollars. The increase in sales to our customers in the SmartVoice segment for the first three months of 2019 as compared to the first three months of 2018 was mainly due to an increase in sales to a tier one customer and sales of our SmartVoice products to OPPO Mobile Telecommunications Corp. Ltd, one of China's top mobile OEMs. The reconciliation of segment operating results information to our consolidated financial information is included in Note N to our condensed consolidated financial statements.

Amortization of intangible assets. For the first three months of 2019 and 2018, we recorded an expense of $0.1 million and $0.4 million, respectively, relating to the amortization of intangible assets associated with previous acquisitions. The above mentioned decrease is attributable to the cessation of amortization of intangible assets related to our acquisition of BoneTone Communications in 2011.

Financial income, net. Financial income, net, amounted to $0.3 million and $0.4 million for the three month periods ended March 31, 2019 and 2018, respectively. The decrease in financial income, net, resulted mainly from exchange rate differences due to the new lease accounting standard (ASC 2016-02), in the amount of $0.3 million, offset to some extent by an increase in marketable securities and deposits interest for the three months period ended March 31, 2019, compared to the three months period ended March 31, 2018, due to an increase in interest rates.

Provision for income taxes. We had $0.2 million income tax benefit for both the first quarter of 2019 and 2018.

The income tax benefit for the first quarter of 2019 was attributable to (i) income in the amount of $0.1 million that resulted from changes in deferred taxes related to intangible assets acquired in previous acquisitions and to equity-based compensation expenses and (ii) income in the amount of $0.1 million from changes in other deferred taxes, mainly related to Israeli research and development expenses that were capitalized for tax purposes and will be utilized in the future at higher tax rates less current tax expenses. The income tax benefit for the first quarter of 2018 was mainly attributable to income in the amount of $0.2 million that resulted from changes in deferred taxes related to intangible assets acquired in previous acquisitions and equity-based compensation expenses.

LIQUIDITY AND CAPITAL RESOURCES

Operating activities. During the first three months of 2019, we used $3.5 million of cash and cash equivalents for our operating activities, as compared to $3.4 million of cash used in operating activities for the first quarter of 2018. The increase in net cash used for operating activities for the first three months of 2019, as compared to the first three months of 2018, was mainly as a result of an increase in working capital needed for the first three months of 2019 as compared to 2018, offset to some extent by a decrease in net loss for the first three months of 2019, as compared to the same period of 2018.

Investing activities. We invest excess cash in marketable securities of varying maturity, depending on our projected cash needs for operations, capital expenditures and other business purposes. During the first quarter of 2019, we purchased $9.9 million of marketable securities, as compared to $3.3 million of marketable securities purchased in the first quarter of 2018. During the first quarter of 2019, $8.5 million of marketable securities matured and were called by the issuers, as compared to $1.9 million during the first quarter of 2018. During the first quarter of 2019 and 2018, $4.2 million and $0.5 million, respectively, of marketable securities were sold. During the first quarter of 2019, $1.6 million of short-term deposits matured whereas no short-term deposits matured during the same period in 2018. As of March 31, 2019, the amortized cost of our marketable securities and deposits was $108.4 million and their stated market value was $107.6, representing $0.8 million of unrealized losses.

Our capital equipment purchases, consisting primarily of research and development software tools, computers, peripheral, engineering test and lab equipment, leasehold improvements, furniture and fixtures, totaled $1.9 and $0.3 million, for the first three months of 2019 and 2018, respectively. For the first quarter of 2019, the capital investments were related mostly to leasehold improvements for our new Israeli facilities.

Financing activities. No shares of common stock were repurchased during the first three months of 2019. During the first three months of 2018, we paid an aggregate purchase price of $1.2 million to repurchase approximately 98,000 shares of common stock at an average purchase price of $12.31 per share.

In addition, during the first quarter of 2019, we received $0.9 million upon the exercise of employee stock options. During the first quarter of 2018, we received $0.2 million upon the exercise of employee stock options. We cannot predict cash flows from exercises of stock options for future periods.

Our board of directors has previously approved a number of share repurchase programs, including those in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, for the repurchase of our common stock. In August 2018, our board authorized a $10 million buyback program, inclusive of the shares that remained available for repurchase from previously authorized share repurchase programs. In February 2019, our board authorized an increase of the existing share repurchase program to an aggregate of $10.0 million, inclusive of previously authorized amounts under the repurchase program. At March 31, 2019, approximately 0.8 million shares of our common stock, calculated based on the share price of our common stock at the inception of the board authorization, were available for repurchase under our board authorized share repurchase program.

As of March 31, 2019, we had cash and cash equivalents totaling approximately $11.4 million and marketable securities and time deposits of approximately $107.6 million. Out of total cash, cash equivalents and marketable securities of $119.0 million, $108.5 million was held by foreign entities. Our intent is to permanently reinvest earnings of our foreign operations and our current operating plans do not demonstrate a need to repatriate foreign earnings to fund our U.S. operations. However, if these funds were needed for our operations in the United States, we would be required to accrue and pay taxes in several countries to repatriate these funds. The determination of the amount of additional taxes related to the repatriation of these earnings is not practicable, as it may vary based on various factors such as the location of the cash and the effect of regulation in the various jurisdictions from which the cash would be repatriated.

Our working capital at March 31, 2019 was approximately $50.8 million, compared to $57.0 million as of March 31, 2018. The decrease in working capital was mainly due to (i) the implementation of the new lease accounting standard (ASC 2016-02), resulting in a new short term liability in amount of $1.9 million, (ii) the repurchase of our common stock in the amount of $11.1 million from March 31, 2018 through March 31, 2019, and (iii) capital equipment purchases in the amount of $2.9 million from March 31, 2018 through March 31, 2019. The abovementioned decreases were offset to some extent by a net cash of $8.6 million generated from operating activities from March 31, 2018 through March 31, 2019. We believe that our current cash, cash equivalents, cash deposits and market securities will be sufficient to meet our cash requirements for both the short and long term.

In addition, as part of our business strategy, we may evaluate potential acquisitions of businesses, products and technologies. Accordingly, a portion of our available cash may be used at any time for the acquisition of complementary products or businesses. Such potential transactions may require substantial capital resources, which may require us to seek additional debt or equity financing. We cannot assure you that we will be able to successfully identify suitable acquisition candidates, complete acquisitions, integrate acquired businesses into our current operations, or expand into new markets. Furthermore, we cannot assure you that additional financing will be available to us in any required time frame and on commercially reasonable terms, if at all. See the section of the risk factors entitled "We may engage in future acquisitions that could dilute our stockholders' equity and harm our business, results of operations and financial condition." for more detailed information.

Off-Balance sheet arrangements

We do not have any off-balance sheet arrangements, as such term is defined in recently enacted rules by the Securities and Exchange Commission, that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest rate risk. It is our policy not to enter into interest rate derivative financial instruments, except for hedging of foreign currency exposures discussed below. We do not currently have any significant interest rate risk since we do not have any financial obligations.

The majority of our cash and cash equivalents are invested in high grade certificates of deposits with major U.S., European and Israeli banks. Generally, cash and cash equivalents and short term deposits may be redeemed and therefore minimal credit risk exists with respect to them. Nonetheless, cash deposits with these banks exceed the Federal Deposit Insurance Corporation ("FDIC") insurance limits in the U.S. or similar limits in foreign jurisdictions to the extent such deposits are even insured in such foreign jurisdictions. While we monitor on a systematic basis the cash balances and adjust the balances as appropriate, these balances could be impacted if one or more of the financial institutions with which we deposit our funds fails or is subject to other adverse conditions in the financial or credit markets. To date we have experienced no loss of principal or lack of access to our cash; however, we can provide no assurances that access to our cash will not be affected if the financial institutions that we hold our cash fail or if there is significant instability in the financial and credit markets.

We hold an investment portfolio of marketable securities consisting principally of debentures of U.S. and European corporations, and state and political subdivisions of the U.S. government. We intend, and have the ability, to hold investments in marketable securities even with a decline in fair value until recovery of any temporary declines in their market value. We typically do not attempt to reduce or eliminate our market exposures on our investment securities because a majority of our investments are short term. However, we can provide no assurance that we will recover any present declines in the market value of our investments.

Interest rate fluctuations relating to our cash and cash equivalents and within our investment portfolio have not had, and we do not currently anticipate such fluctuations will have, a material effect on our financial position on an annual or quarterly basis.

Foreign currency exchange rate risk. A significant part of our sales and expenses are denominated in U.S. dollars. Part of our expenses in Israel is paid in NIS, which subjects us to the risks of foreign currency fluctuations between the U.S. dollar and the NIS. Our primary expenses paid in NIS are employee salaries and lease payments on our Israeli facilities. Furthermore, a portion of our expenses for our European operations are paid in Euro, which subjects us to the risks of foreign currency fluctuations between the U.S. dollar and the Euro. Our primary expenses paid in Euro are employee salaries, lease and operational payments on our European facilities. To partially protect the company against an increase in value of forecasted foreign currency cash flows resulting from salary and lease payments denominated in NIS during 2019, we instituted a foreign currency cash flow hedging program. The option and forward contracts used are designated as cash flow hedges, as defined by FASB ASC No. 815," Derivatives and Hedging," and are all effective as hedges of these expenses. For more information about our hedging activity, see Note H to our condensed consolidated financial statements for the period ended March 31, 2019. An increase in the value of the NIS and the Euro in comparison to the U.S. dollar could increase the cost of our research and development expenses and general and administrative expenses, all of which could harm our operating profit. Although we currently are using a hedging program to minimize the effects of currency fluctuations relating to the NIS, our hedging position is partial, may not exist at all in the future and may not succeed in minimizing our foreign currency fluctuation risks.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See "Management's discussion and analysis of financial condition and results of operations—quantitative and qualitative disclosures about market risk."

ITEM 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of March 31, 2019.

There has been no change in our internal control over financial reporting that occurred during our most recent fiscal quarter that has materially affected or is reasonably likely to materially affect our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

From time to time, we may become involved in litigation relating to claims arising from our ordinary course of business. In addition, as is typical in the semiconductor industry, we have been and may from time to time be notified of claims that we may be infringing patents or intellectual property rights owned by third parties. We currently believe that there are no claims or actions pending or threatened against us, the ultimate disposition of which would have a material adverse effect on our company.

ITEM 1A. RISK FACTORS.

There are no material changes to the Risk Factors described under the title "Factors That May Affect Future Performance" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018 other than (1) changes to the Risk Factor below entitled "We generate a significant amount of our total revenues from the sale of digital cordless telephony products and our business and operating results may be materially adversely affected if we do not continue to succeed in this highly competitive market or if sales within the overall cordless digital market decreases;" (2) changes to the Risk Factor below entitled "We rely significantly on revenue derived from a limited number of customers;" (3) changes to the Risk Factor below entitled "Because we have significant international operations, we may be subject to political, economic and other conditions relating to our international operations that could increase our operating expenses and disrupt our business;" (4) changes to the Risk Factor below entitled "Because we have significant operations in Israel, we may be subject to political, economic and other conditions affecting Israel that could increase our operating expenses and disrupt our business;" (5) changes to the Risk Factor below entitled "The tax benefits available to us under Israeli law requires us to meet several conditions, and may be terminated or reduced in the future, which would increase our taxes;" and (6) changes to the Risk Factor below entitled "We are exposed to fluctuations in currency exchange rates."

In order to sustain the future growth of our business, we must penetrate new markets and our new products must achieve widespread market acceptance but such additional revenue opportunities may not be implemented and may not be achieved.

In order to expand our business and increase our revenues, we must penetrate new markets and introduce new products, especially our VoIP, SmartVoice and SmartHome product families. To sustain the future growth of our business, we need to introduce new products as sales of our cordless products continue to decline as expected. We have invested significant resources in pursuing potential opportunities for revenue growth in new product initiatives. We also are exploring opportunities to expand sales of our products in new geographies, including China, South Korea and South America. However, there are no assurances that we will be successful in the development, sales and marketing of our products in these competitive markets. Moreover, there are no assurances that we will recoup our investments made pursuing additional revenue opportunities. Our inability to penetrate such markets and increase our market share in those markets or lack of customer acceptance of those products may harm our business and potential growth.

Because the markets in which we compete are subject to rapid changes, our products may become obsolete or unmarketable.

The markets for our products and services are characterized by rapidly changing technology, short product life cycles, evolving industry standards, changes in customer needs, geo-political influences, demand for higher levels of integration, growing competition and new product introductions. Our future growth is dependent not only on the continued success of our existing products but also successful introduction of new products. Our ability to adapt to changing technology and anticipate future standards, and the rate of adoption and acceptance of those standards, will be a significant factor in maintaining or improving our competitive position and prospects for growth. If new industry standards emerge, our products or our customers' products could become unmarketable or obsolete, and we could lose market share. We may also have to incur substantial unanticipated costs to comply with these new standards. If our product development and improvements take longer than planned, the availability of our products would be delayed. Any such delay may render our products obsolete or unmarketable, which would have a negative impact on our ability to sell our products and our results of operations. Moreover, if any of our competitors implement new technologies before us, those competitors may be able to provide products that are more effective or with more user-friendly features than ours, possibly at lower prices, which could adversely impact our sales and impact our market share. Our failure to develop and introduce competitive new products that are compatible with industry standards and that satisfy customer requirements, and the failure of our products to achieve broad market acceptance, could have a negative impact on our ability to sell our products and our results of operations.

Because our quarterly operating results may fluctuate significantly, the price of our common stock may decline.

Our quarterly results of operations may vary significantly in the future for a variety of reasons, many of which are outside our control, including the following:

- fluctuations in volume and timing of product orders;
- timing, rescheduling or cancellation of significant customer orders and our ability, as well as the ability of our customers, to manage inventory;
- changes in demand for our products due to seasonal consumer buying patterns and other factors;
- timing of new product introductions by us and by our customers or competitors;
- changes in the mix of products sold by us or our competitors;
- fluctuations in the level of sales by our OEM customers and other vendors of end products incorporating our products;
- timing and size of expenses, including expenses to develop new products and product improvements, and expenses resulting from restructuring activities;
- the timing and amount of funding from Israeli Innovation Authority ("IIA");
- entry into new geographies, including China, South Korea and South America;
- our ability to scale our operations in response to changes in demand for our existing products and services or demand for new products requested by our customers;
- Geo-political policies outside of our control;
- mergers and acquisitions by us, our competitors and our existing and potential customers; and
- general economic conditions, including current economic conditions in the United States and worldwide, and the adverse effects on the semiconductor and consumer electronics industries.

Each of the above factors is difficult to forecast and could harm our business, financial condition and results of operations. Also, we sell our products to OEM customers that operate in consumer markets. As a result, our revenues are affected by seasonal buying patterns of consumer products sold by our OEM customers that incorporate our products and the market acceptance of such products supplied by our OEM customers.

Our future success is dependent on market acceptance of our SmartVoice and VoIP product families, which are intensively competitive markets with dominant and established players.

Our ability to increase our revenues and offset declining revenues from our cordless product family are substantially dependent on our ability to gain market share for our SmartVoice and VoIP product families. Moreover, we are targeting a new market with our SmartVoice product family, a market with dominant and established players selling to OEM customers with whom they have established relationships. In order to gain market share, we will need to earn the business of such customers, with whom we do not have established relationships. If we are unable to generate significant revenues from our SmartVoice product family and gain significant and sustainable market share in the mobile device market, our operating results would be adversely affected. Furthermore, our future growth is also dependent on the market acceptance of our VoIP products, a market where we also compete with existing and potential competitors, many of whom have significantly greater financial, technical, manufacturing, marketing, sales and distribution resources and management expertise than we do. In addition, our continued success and growth in the new markets in which we have recently gained market share, which markets are highly competitive, is highly dependent on our ability to be designed into future flagship products of top tier OEMs.

The market for mobile device components is highly competitive and we expect competition to intensify in the future.

The market for mobile device components is highly competitive and characterized by the presence of large companies with significantly greater resources than we have. Our SmartVoice product family relates only to the voice and audio subsystem of a mobile device and there are only a limited number of OEMs that address this market. Our main competitors include Knowles Corporation, Synaptics and Cirrus Logic. We also face competition from other companies and could face competition from new market entrants. We also compete against solutions internally developed by OEMs, as well as combined third-party software and hardware systems. Notwithstanding prior design wins with any OEM customer, our SmartVoice products may be designed out as a result of internal solutions or replacement with software systems in future products of such OEM customer. If we are unable to compete effectively, we may not succeed in achieving additional design wins and may have to lower our pricing to attempt to gain design wins, both of which would adversely impact our operating results.

Our future business growth depends on the growth in demand for mobile devices with improved sound quality and always-on capability.

Our SmartVoice product family is designed to enhance the sound quality and minimize background noise for mobile device users and to enable always-on capabilities in mobile and other wearable devices. OEMs and ODMs may decide that the costs of improving sound quality outweigh the benefits or that always-on voice technology is not a required feature, both of which could limit demand for our SmartVoice product family. Moreover, users may also be satisfied with existing sound quality or blame poor quality on phone carriers. The market that we are targeting is evolving rapidly and is technologically challenging. New mobile devices with different components or software may be introduced that provide the same functionality as SmartVoice product family. Our future business growth will depend on the growth of this market and our ability to adapt to technological changes, user preferences and OEM demands. Our business could be materially adversely affected if we fail to do so.

We generate a significant amount of our total revenues from the sale of digital cordless telephony products and our business and operating results may be materially adversely affected if we do not continue to succeed in this competitive market or if sales within the overall cordless digital market continue to decrease.

Sales of our digital cordless telephony products comprised 37% of our total revenues for the first quarter of 2019 and 50% for the same period of 2018. Although we historically generated a majority of our revenue from cordless telephony products, the traditional cordless telephony market using fixed-line telephony is declining and will continue to decline, potentially steeper than prior years, which reduces our revenues derived from, and unit sales of, cordless telephony products.

We rely significantly on revenue derived from a limited number of customers.

VTech Holdings Ltd ("VTech"), Panasonic Communications Ltd. ("Panasonic") through Nexty Electronics, Ltd. ("Nexty Electronics"), Cisco Systems, Inc. ("Cisco") through Ascend Technology Inc. ("Ascend Technology") and Samsung Electronics Ltd. ("Samsung"), accounted for approximately 48% and 46% of our total revenues for the first quarter of 2019 and 2018, respectively.

The following table represents our sales from our main customers as a percentage of our total revenues for the three months ended March 31, 2019 and 2018:

	Three months ended March 31,	
Major Customers	**2019**	**2018**
VTech	21%	25%
Cisco	10%	*

*Less than 10%.

Typically, our sales are made on a purchase order basis, and most of our customers have not entered into a long-term agreement requiring it to purchase our products. Moreover, we do not typically require our customers to purchase a minimum quantity of our products, and our customers can generally reschedule the delivery date of their orders on short notice without significant penalties. A significant amount of our revenues will continue to be derived from a limited number of large customers. Furthermore, the primary customers for our products are original equipment manufacturers (OEMs) and original design manufacturers (ODMs). This industry is highly cyclical and has been subject to significant economic downturns at various times. These downturns are characterized by production overcapacity and reduced revenues, which at times may affect the financial stability of our customers. Therefore, the loss of one of our major customers, or reduced demand for products from, or the reduction in purchasing capability of, one of our major customers, could have a material adverse effect on our business, financial condition and results of operations.

Because our products are components of end products, if OEMs do not incorporate our products into their end products or if the end products of our OEM customers do not achieve market acceptance, we may not be able to generate adequate sales of our products.

Our products are not sold directly to the end-user; rather, we deliver hardware and software components to OEMs and ODMs who incorporate them into their products. As a result, we rely upon OEMs and ODMs to incorporate our products into their end products at the design stage. Once an OEM designs a competitor's product into its end product, it becomes significantly more difficult for us to sell our products to that customer because changing suppliers involves significant cost, time, effort and risk for the customer. As a result, we may incur significant expenditures on the development of a new product without any assurance that an OEM will select our product for design into its own product and without this "design win" it becomes significantly difficult to sell our products. This is especially the case for our SmartVoice product family. Moreover, even after an OEM agrees to design our products into its end products, the design cycle is long and may be delayed or discontinued due to factors beyond our control which may result in the end product incorporating our products not to reach the market until long after the initial "design win" with the OEM or not at all. From initial product design-in to volume production, many factors could impact the timing and/or amount of sales actually realized from the design-in. These factors include, but are not limited to, changes in the competitive position of our technology, our customers' financial stability, and our ability to ship products according to our customers' schedule and specifications. Moreover, the continued uncertainty about the sustainability of the global economic recovery and outlook may further prolong an OEM customer's decision-making process and design cycle.

Furthermore, we rely on the end products of our OEM customers that incorporate our products to achieve market acceptance. Many of our OEM customers face intense competition in their markets. If end products that incorporate our products are not accepted in the marketplace, we may not achieve adequate sales volume of our products, which would have a negative effect on our results of operations.

Our revenues, gross margins and profitability may be materially adversely affected by the continued decline in average selling prices of our products and other factors, including increases in assembly and testing expenses, and raw material and commodity costs.

We have experienced and will continue to experience a decrease in the average selling prices of our products. Decreasing average selling prices could result in decreased revenues even if the volume of products sold increases. Decreasing average selling prices may also require us to sell our products at much lower gross margin than in the past and reduce profitability. Although we have to date been able to partially offset on an annual basis the declining average selling prices of our products through general operational efficiencies and manufacturing cost reductions by achieving a higher level of product integration and improving our yield percentages, there is no guarantee that our ongoing efforts will be successful or that they will keep pace with the anticipated, continued decline in average selling prices of our products.

In addition to the continued decline in the average selling prices of our products, our gross profit may decrease in the future due to other factors, including the roll-out of new products in any given period and the penetration of new markets which may require us to sell products at a lower margin, our failure to introduce new engineering processes and mix of products sold.

Our gross margins also are affected by the product mix. For example, mature products typically have lower average gross margins than newer products. Therefore, increased sales of certain mature products would lower our gross margins. The pressures in the supply chain make it very difficult for us to increase or even maintain our product pricing, which further adversely affects our gross margins.

Furthermore, increases in the price of silicon wafers, testing costs and commodities such as gold and oil, which may result in increased production costs, mainly assembly and packaging costs, may result in a decrease in our gross margins. Moreover, our suppliers may pass the increase in raw materials and commodity costs onto us, which would further reduce the gross margin of our products. In addition, as we are a fabless company, global market trends such as “under-capacity” problems so that there is a shortage of capacity to fulfill our fabrication needs also may increase our raw material costs and thus decrease our gross margin.

We are dependent on a small number of OEM customers, and our business could be harmed by the loss of any of these customers or reductions in their purchasing volumes.

We sell our products to a limited number of OEM customers directly or through a network of distributors. Moreover, many North American, European and Japanese OEMs are moving their manufacturing sites to Southeast Asia and China, as a result of the cyclical nature of manufacturing capacity issues and cost of silicon integrated circuits, the continued decline of average selling prices of chipsets and other industry-wide factors. In addition, OEMs located in Southeast Asia and China are growing and gaining competitive strength. As a result, the mix of our OEM customers may change in the future. However, we may not succeed in attracting new customers as these potential customers may have pre-existing relationships with our current or potential competitors. This trend also may promote the consolidation of OEMs located in North America, Europe and Japan with OEMs located in Southeast Asia, which may reduce the number of our potential customers and reduce the volume of chipsets the combined OEM customer may purchase from us. However, as is common in our industry, we typically do not enter into long term contracts with our customers in which they commit to purchase products from us. The loss of any of our OEM customers may have a material adverse effect on our results of operations. To attract new customers, we may be faced with intense price competition, which may affect our revenues and gross margins.

Because we have significant international operations, we may be subject to political, economic and other conditions relating to our international operations that could increase our operating expenses and disrupt our business.

Although the majority of end users of the consumer products that incorporate our products are located in the U.S., we are dependent on sales to OEM customers, located outside of the U.S., that manufacture these consumer and Unified Communications products. Also, we depend on a network of distributors to sell our products that also are primarily located outside of the U.S. Export sales shipped to manufacturers in Europe and Asia, including Japan and Asia Pacific, represented 95% and 96% of our total revenues for the first quarter of 2019 and 2018, respectively. Furthermore, we have material operations in Germany, Hong Kong and India and employ a number of individuals within those foreign operations. As a result, the occurrence of any negative international political, economic or geographic events, as well as our failure to mitigate the challenges in managing an organization operating in various countries, could result in significant revenue shortfalls and disrupt our workforce within our foreign operations. These shortfalls and disruptions could cause our business, financial condition and results of operations to be harmed. Some of the risks of doing business internationally include:

- unexpected changes in foreign government regulatory requirements;
- fluctuations in the exchange rate for the U.S. dollar;
- import and export license requirements;
- imposition of tariffs and other barriers and restrictions;
- burdens of complying with a variety of foreign laws, treaties and technical standards;
- uncertainty of laws and enforcement in certain countries relating to the protection of intellectual property;
- difficulty in collecting accounts receivable and longer payment cycles for international customers than existing customers;
- difficulty in staffing and managing foreign operations and maintaining the morale and productivity of employees within foreign operations;
- multiple and possibly overlapping tax structures and potentially adverse tax consequences;
- political and economic instability, including protectionist policies; and
- changes in diplomatic and trade relationships.

One or more of these factors may have a material adverse effect on our future operations and consequently, on our business, financial conditions and operating results.

Because the markets in which we compete are highly competitive, and many of our competitors may have greater resources than we do, we cannot be certain that our products will be accepted in the marketplace or capture market share.

The markets in which we operate are extremely competitive and characterized by rapid technological change, evolving standards, short product life cycles and price erosion. We expect competition to intensify as current competitors expand their product offerings and new competitors enter the market. Given the highly competitive environment in which we operate, we cannot be sure that any competitive advantages enjoyed by our current products would be sufficient to establish and sustain our new products in the market. Any increase in materials price or competition could result in the erosion of our market share, to the extent we have obtained market share, and would have a negative impact on our financial condition and results of operations.

In each of our business activities, we face current and potential competition from competitors that may have significantly greater financial, technical, manufacturing, marketing, sales and distribution resources and management expertise than we do. These competitors may also have pre-existing relationships with our customers or potential customers. Further, in the event of a manufacturing capacity shortage, these competitors may be able to manufacture products when we are unable to do so. Our principal competitors in the cordless market include Intel and Dialog Semiconductors. Our principal competitors in the VoIP market include Avago Technologies, Dialog Semiconductors, Infineon, Texas Instruments and Taiwanese IC vendors. Our principal competitors in the smart audio and noise reduction market include Knowles Corporation, Cirrus Logic, Synaptics and developers of noise cancellation software running on mobile phones such as NXP and ForteMedia.

As discussed above, various new technological developments require us to enter into new markets with competitors that have more established presence, and significantly greater financial, technical, manufacturing, marketing, sales and distribution resources and management expertise than we do. The expenditure of greater resources to expand our current product lines may increase our operating expenses and reduce our gross profit. There are no assurances that we will succeed in developing and introducing new products that are responsive to market demands.

Our research and development expenses may increase if the grants we currently receive from the Israeli government are reduced or withheld.

We currently receive research grants from programs of the IIA. To be eligible for these grants, we must meet certain development conditions and comply with periodic reporting obligations. Although we have met such conditions in the past, should we fail to meet such conditions in the future our research grants may be repayable, reduced or withheld. Such reduction can also take place due to different allocation and methodology that IIA is implementing. The reduction of such research grants may increase our research and development expenses, which in turn may reduce our operating income. As an example, in 2018, the amount of grants approved by the IIA was lower than prior years due to different allocation and methodology that IIA has implemented. Our research and development expenses may increase if the grants from the IIA are reduced which may negatively affect our financial results.

Because we depend on independent foundries and other third party suppliers to manufacture and test all of our integrated circuit products, we are subject to additional risks that may materially disrupt our business.

All of our integrated circuit products are manufactured and tested by independent foundries and other third party suppliers. While these foundries and other third party suppliers have been able to adequately meet the demands of our increasing business, we are and will continue to be dependent upon these foundries and third party suppliers to achieve acceptable manufacturing yields, quality levels and costs, and to allocate to us a sufficient portion of their foundry, assembly and test capacity to meet our needs in a timely manner.

While we currently believe we have access to adequate capacity to support our current sales levels pursuant to our arrangement with our foundries and other third party suppliers, we may encounter capacity shortage issues in the future. In the event of a worldwide shortage in foundry, assembly and/or test capacity, we may not be able to obtain a sufficient allocation of such capacity to meet our product needs or we may incur additional costs to ensure specified quantities of products and services. Under-capacity at the current foundries and other third party suppliers we use, or future foundries or other third party suppliers we may use, to manufacture and test our integrated circuit products may lead to increased operating costs and lower gross margins. In addition, such a shortage could lengthen our products' manufacturing and testing cycle and cause a delay in the shipment of our products to our customers. This could ultimately lead to a loss of sales of our products, harm our reputation and competitive position, and our revenues could be materially reduced. Our business could also be harmed if our current foundries or other third party suppliers terminate our relationship and we are unable to obtain satisfactory replacements to fulfill customer orders on a timely basis and in a cost-effective manner. Moreover, we do not have long term capacity guarantee agreements with our foundries and with other third party suppliers.

In addition, as TSMC produces a significant portion of our integrated circuit products and ASE tests and assembles a significant portion of our products, earthquakes, aftershocks or other natural disasters in Asia, or adverse changes in the political situation in Taiwan, could preclude us from obtaining an adequate supply of wafers to fill customer orders. Such events could harm our reputation, business, financial condition, and results of operations.

Our operating results are affected by general economic conditions and the highly cyclical nature of the semiconductor industry.

The general worldwide economic conditions remain uncertain which continues to make it difficult for our customers, the end-product customers, our vendors and us to accurately forecast and plan future business activities. Moreover, we operate within the semiconductor industry, which experiences significant fluctuations in sales, availability and profitability. Downturns in the semiconductor industry are characterized by diminished product demand, excess customer inventories, accelerated erosion of prices and excess production capacity. These factors could cause substantial fluctuations in our revenues and in our results of operations. If global economic and market conditions remain uncertain or deteriorate, we could experience a material adverse impact on our business and results of operations.

Because the manufacture of our products is complex, the foundries on which we depend may not achieve the necessary yields or product reliability that our business requires.

The manufacture of our products is a highly complex and precise process, requiring production in a highly controlled environment. Changes in manufacturing processes or the inadvertent use of defective or contaminated materials by a foundry could adversely affect the foundry's ability to achieve acceptable manufacturing yields and product reliability. If the foundries we currently use do not achieve the necessary yields or product reliability, our ability to fulfill our customers' needs could suffer. This could ultimately lead to a loss of sales of our products and have a negative effect on our gross margins and results of operations.

Furthermore, there are other significant risks associated with relying on these third-party foundries, including:

- risks due to the fact that we have reduced control over production cost, delivery schedules and product quality;
- less recourse if problems occur as the warranties on wafers or products supplied to us are limited; and
- increased exposure to potential misappropriation of our intellectual property.

As we depend on independent subcontractors, located in Asia, to assemble and test our semiconductor products, we are subject to additional risks that may materially disrupt our business.

Independent subcontractors, located in Asia, assemble and test our semiconductor products. Because we rely on independent subcontractors to perform these services, we cannot directly control our product delivery schedules or quality levels. We are dependent on these subcontractors to allocate to us a sufficient portion of their capacity to meet our needs in a timely manner. Our future success also depends on the financial viability of our independent subcontractors. If the capital structures of our independent subcontractors weaken, we may experience product shortages, production delays, quality assurance problems, increased manufacturing costs, and/or supply chain disruption. All of this could ultimately lead to a loss of sales of our products, harm our reputation and competitive position, and our revenues could be materially harmed.

Moreover, the economic, market, social, and political situations in countries where some of our independent subcontractors are located are unpredictable, can be volatile, and can have a significant impact on our business because we may not be able to obtain product in a timely manner. Market and political conditions, including currency fluctuation, terrorism, political strife, war, labor disruption, and other factors, including natural or man-made disasters, adverse changes in tax laws, tariff, import or export quotas, power and water shortages, or interruption in air transportation, in areas where our independent subcontractors are located also could have a severe negative impact on our operating capabilities.

We are subject to order and shipment uncertainties and if we are unable to accurately predict customer demand, our business may be harmed.

We typically sell products pursuant to shorter term purchase orders rather than long-term purchase commitments. Customers can generally change or defer purchase orders on short notice without incurring a significant penalty. Given current market conditions, we have less ability to accurately predict what or how many products our customers will need in the future. In addition, we have little visibility into and no control of the demand by our customer's customers – generally consumer electronics retailers and businesses. Furthermore, based on discussions with our customers, we understand that our customers also have less visibility into their product demands. A decrease in the consumer electronics retailers' or businesses' demand or a build-up of their inventory, both of which are out of the control of our customers and us, may cause a cancellation, change or deferral of purchase orders on short notice by our customers. Anticipating demand is difficult because our customers and their customers face volatile pricing and unpredictable demand for their own products, and are increasingly focused on cash preservation and tighter inventory management. Based on these trends, our customers are reluctant to place orders with normal lead times, and we are seeing a shift to shorter lead-times and rush orders. However, we place orders with our suppliers based on forecasts of our customers' demand and, in some instances, may establish buffer inventories to accommodate anticipated demand. Our forecasts are based on multiple assumptions, each of which may introduce error into our estimates. If we overestimate our customers' demand or our customers overestimate their demand, we may allocate resources to manufacturing products that we may not be able to sell when we expect to, if at all. As a result, we could hold excess or obsolete inventory, which would reduce our profit margins and adversely affect our financial results. Conversely, if we underestimate our customers' demand or our customers underestimate their demand and insufficient manufacturing capacity is available, we could forego revenue opportunities and potentially lose market share and damage our customer relationships.

Furthermore, we maintain inventory, or hubbing, arrangements with certain of our customers. Pursuant to these arrangements, we deliver products to a customer or a designated third party warehouse based upon the customer's projected needs, but do not recognize product revenue unless and until the customer reports that it has removed our product from the warehouse to incorporate into its end products. Since we own inventory that is physically located in a third party's warehouse, our ability to effectively manage inventory levels may be impaired, causing our total inventory turns to decrease, which could increase expenses associated with excess and obsolete product and negatively impact our cash flow.

The possible emerging trend of our OEM customers outsourcing their production may cause our revenue to decline.

We believe there may be an emerging trend of our OEM customers outsourcing their production to third parties. We have invested substantial resources to build relationships with our OEM customers. However, the outsourcing companies whom our OEM customers may choose to outsource production may not have prior business relationship with us or may instead have prior or ongoing relationships with our competitors. The emergence of this trend may require us to expend substantial additional resources to build relationships with these outsourcing companies, which would increase our operating expenses. Even if we do expend such resources, there are no assurances that these outsourcing companies will choose to incorporate our chipsets rather than chipsets of our competitors. Our inability to retain an OEM customer once such customer chooses to outsource production would have a material adverse effect on our future revenue.

Third party claims of infringement or other claims against us could adversely affect our ability to market our products, require us to redesign our products or seek licenses from third parties, and seriously harm our operating results and disrupt our business.

As is typical in the semiconductor industry, we and our customers have been and may from time to time be notified of claims that we may be infringing patents or intellectual property rights owned by third parties. In addition, patent infringement claims are increasingly being asserted by patent holding companies (so-called patent “trolls”), which do not use technology and whose sole business is to enforce patents against companies, such as us, for monetary gain. Because such patent holding companies do not provide services or use technology, the assertion of our own patents by way of counter-claim may be ineffective. We have received claims that our products infringe upon the proprietary rights of such patent holding companies. In addition, third parties have asserted and may in the future assert intellectual property infringement claims against our customers, which we have agreed in certain circumstances to indemnify and defend against such claims. If litigation becomes necessary to determine the validity of any third party claims, it could result in significant expense to us and could divert the efforts of our technical and management personnel, whether or not the claim has merit and notwithstanding that the litigation is determined in our favor.

If it appears necessary or desirable, we may try to obtain licenses for those patents or intellectual property rights that we are allegedly infringing. Although holders of these types of intellectual property rights commonly offer these licenses, we cannot assure you that licenses will be offered or that the terms of any offered licenses will be acceptable to us. Our failure to obtain a license for key intellectual property rights from a third party for technology used by us could cause us to incur substantial liabilities, suspend the manufacturing of products utilizing the technology or damage the relationship with our customers. Alternatively, we could be required to expend significant resources to develop non-infringing technology. We cannot assure you that we would be successful in developing non-infringing technology. The occurrence of any of these events could harm our business, financial condition or results of operations.

Because we have significant operations in Israel, we may be subject to political, economic and other conditions affecting Israel that could increase our operating expenses and disrupt our business.

Our principal research and development facilities are located in the State of Israel and, as a result, at March 31, 2019, 199 of our 324 employees were located in Israel, including 129 out of 192 of our research and development personnel. In addition, although we are incorporated in Delaware, a majority of our executive officers are residents of Israel. Although substantially all of our sales currently are being made to customers outside of Israel, we are nonetheless directly influenced by the political, economic and military conditions affecting Israel. Any major hostilities involving Israel, or the interruption or curtailment of trade between Israel and its present trading partners, could significantly harm our business, operating results and financial condition.

Israel’s economy has been subject to numerous destabilizing factors, including a period of rampant inflation in the early to mid-1980s, low foreign exchange reserves, fluctuations in world commodity prices, military conflicts and civil unrest. In addition, Israel and companies doing business with Israel have been the subject of an economic boycott by the Arab countries since Israel’s establishment. Although they have not done so to date, these restrictive laws and policies may have an adverse impact on our operating results, financial condition or expansion of our business.

Since the establishment of the State of Israel in 1948, a state of hostility has existed, varying in degree and intensity, between Israel and the Arab countries. Although Israel has entered into various agreements with certain Arab countries and the Palestinian Authority, and various declarations have been signed in connection with efforts to resolve some of the economic and political problems in the Middle East, hostilities between Israel and some of its Arab neighbors have recently escalated and intensified. We cannot predict whether or in what manner these conflicts will be resolved. Our results of operations may be negatively affected by the obligation of key personnel to perform military service. In addition, certain of our officers and employees are currently obligated to perform annual reserve duty in the Israel Defense Forces and are subject to being called for active military duty at any time. Although we have operated effectively under these requirements since our inception, we cannot predict the effect of these obligations on the company in the future. Our operations could be disrupted by the absence, for a significant period, of one or more of our officers or key employees due to military service.

Recently enacted tax legislation in the United States may impact our business.

We are subject to taxation in the United States, as well as a number of foreign jurisdictions. On December 22, 2017, the U.S. President signed into law federal tax legislation commonly referred to as the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act implements many new U.S. domestic and international tax provisions. A year after enactment, some aspects of the Tax Act still remains unclear, and although additional clarifying guidance has been issued (by the Internal Revenue Services and the U.S. Treasury Department), there are still some areas that may not be clarified for some time. Also, a number of U.S. states have not yet updated their laws to take into account the Tax Act. Legislation and clarifying guidance are expected to continue to be issued by the U.S. Treasury Department and various states in 2019, which could have a material adverse impact on the value of our U.S. deferred tax assets, result in significant changes to currently computed income tax liabilities for past and current tax periods, and increase our future U.S. tax expense.

The tax benefits available to us under Israeli law require us to meet several conditions, and may be terminated or reduced in the future, which would increase our taxes.

Our facilities in Israel have been granted Approved Enterprise and Beneficiary Enterprise status under the Law for the Encouragement of Capital Investments, 1959, commonly referred to as the "Investment Law," as amended. The Investment Law provides that capital investments in a production facility (or other eligible assets) designated as an Approved Enterprise or Beneficiary Enterprise receive certain tax benefits in Israel. Our investment programs that generate taxable income are currently subject to an average tax rate of up to approximately 10% based on a variety of factors, including percentage of foreign ownership and approvals for the erosion of the tax basis of our investment programs. To be eligible for tax benefits, we must meet certain conditions, relating principally to adherence to the investment program filed with the Investment Center of the Israeli Ministry of Economy and periodic reporting obligations. Although we believe we have met such conditions in the past, should we fail to meet such conditions in the future, we would be subject to corporate tax in Israel at the standard corporate tax rate (23% for 2019) and could be required to refund tax benefits (including with interest and adjustments for inflation based on the Israeli consumer price index) already received. Our average tax rate for our investment programs also may change in the future due to circumstances outside of our control, including changes to legislation. For example, in July 2013, the Investment Law was amended whereby the reduction of corporate tax rate for preferred enterprises was eliminated such that such enterprises, which are subject to the new law, would be subject to a 16% tax rate. Therefore, we cannot provide any assurances that our average tax rate for our investment programs will continue in the future at their current levels, if at all. The termination or reduction of certain programs and tax benefits or a requirement to refund tax benefits (including with interest and adjustments for inflation based on the Israeli consumer price index) already received may have a material adverse effect on our business, operating results and financial condition.

We may engage in future acquisitions that could dilute our stockholders' equity and harm our business, results of operations and financial condition.

We have pursued, and will continue to pursue, growth opportunities through internal development and acquisition of complementary businesses, products and technologies. We are unable to predict whether or when any other prospective acquisition will be completed. The process of integrating an acquired business may be prolonged due to unforeseen difficulties and may require a disproportionate amount of our resources and management's attention. There are no assurances that we will be able to successfully identify suitable acquisition candidates, complete acquisitions, integrate acquired businesses into our operations, or expand into new markets. Further, once integrated, acquisitions may not achieve comparable levels of revenues, profitability or productivity as our existing business or otherwise perform as expected. The occurrence of any of these events could harm our business, financial condition or results of operations. Future acquisitions may require substantial capital resources, which may require us to seek additional debt or equity financing. Future acquisitions by us could result in the following, any of which could seriously harm our results of operations or the price of our stock:

- issuance of equity securities that would dilute our current stockholders' percentages of ownership;
- large one-time write-offs;
- the incurrence of debt and contingent liabilities;
- difficulties in the assimilation and integration of operations, personnel, technologies, products and information systems of the acquired companies;
- diversion of management's attention from other business concerns;
- contractual disputes;
- risks of entering geographic and business markets in which we have no or only limited prior experience; and
- potential loss of key employees of acquired organizations.

We may not be able to adequately protect or enforce our intellectual property rights, which could harm our competitive position.

Our success and ability to compete is in part dependent upon our internally-developed technology and other proprietary rights, which we protect through a combination of copyright, trademark and trade secret laws, as well as through confidentiality agreements and licensing arrangements with our customers, suppliers, employees and consultants. In addition, we have filed a number of patents in the United States and in other foreign countries with respect to new or improved technology that we have developed. However, the status of any patent involves complex legal and factual questions, and the breadth of claims allowed is uncertain. Accordingly, we cannot assure you that any patent application filed by us will result in a patent being issued, or that the patents issued to us will not be infringed by others. Also, our competitors and potential competitors may develop products with similar technology or functionality as our products, or they may attempt to copy or reverse engineer aspects of our product line or to obtain and use information that we regard as proprietary. Moreover, the laws of certain countries in which our products are or may be developed, manufactured or sold, including Hong Kong, Japan, Korea, China and Taiwan, may not protect our products and intellectual property rights to the same extent as the laws of the United States. Policing the unauthorized use of our products is difficult and may result in significant expense to us and could divert the efforts of our technical and management personnel. Even if we spend significant resources and efforts to protect our intellectual property, we cannot assure you that we will be able to prevent misappropriation of our technology. Use by others of our proprietary rights could materially harm our business and expensive litigation may be necessary in the future to enforce our intellectual property rights.

Because our products are complex, the detection of errors in our products may be delayed, and if we deliver products with material defects, our credibility will be harmed, the sales and market acceptance of our products may decrease and product liability claims may be made against us.

Our products are complex and may contain errors, defects and bugs when introduced. If we deliver products with material errors, defects or bugs, our credibility and the market acceptance and sales of our products could be significantly harmed. Furthermore, the nature of our products may also delay the detection of any such error or defect. If our products contain material errors, defects and bugs, then we may be required to expend significant capital and resources to alleviate these problems. This could result in the diversion of technical and other resources from our other development efforts. Any actual or perceived problems or delays may also adversely affect our ability to attract or retain customers. Furthermore, the existence of any defects, errors or failures in our products could lead to product liability claims or lawsuits against us or against our customers. We generally provide our customers with a standard warranty for our products, generally lasting one year from the date of purchase. Although we attempt to limit our liability for product defects to product replacements, we may not be successful, and customers may sue us or claim liability for the defective products. A successful product liability claim could result in substantial cost and divert management's attention and resources, which would have a negative impact on our financial condition and results of operations.

We are exposed to the credit risk of our customers and to credit exposures in weakened markets, which could result in material losses.

Most of our sales are on an open credit basis. Because of current conditions in the global economy, our exposure to credit risks relating to sales on an open credit basis has increased. We expect demand for enhanced open credit terms, for example, longer payment terms, to continue and believe that such arrangements are a competitive factor in obtaining business. Although we monitor and attempt to mitigate credit risks, including through insurance coverage from time to time, there can be no assurance that our efforts will be effective. Moreover, even if we attempt to mitigate credit risks through insurance coverage, such coverage may not be sufficient to cover all of our losses and we would be subject to a deductible under any insurance coverage. As a result, our future credit risk exposure may increase. Although any losses to date relating to credit exposure of our customers have not been material, future losses, if incurred, could harm our business and have a material adverse effect on our operating results and financial condition. Moreover, the loss of a customer due to its financial default also could harm our future business and potential growth.

Our executive officers and key personnel are critical to our business, and because there is significant competition for personnel in our industry, we may not be able to attract and retain such qualified personnel.

Our success depends to a significant degree upon the continued contributions of our executive management team, and our technical, marketing, sales customer support and product development personnel. The loss of significant numbers of such personnel could significantly harm our business, financial condition and results of operations. We do not have any life insurance or other insurance covering the loss of any of our key employees. Because our products are specialized and complex, our success depends upon our ability to attract, train and retain qualified personnel, including qualified technical, marketing and sales personnel. However, the competition for personnel is intense and we may have difficulty attracting and retaining such personnel.

We may have exposure to additional tax liabilities as a result of our foreign operations.

We are subject to income taxes in the United States and various foreign jurisdictions. In addition to our significant operations in Israel, we have operations in Germany, the United Kingdom, Hong Kong, China, Japan, South Korea and India. Significant judgment is required in determining our worldwide provision for income taxes and other tax liabilities. In the ordinary course of a global business, there are many intercompany transactions and calculations where the ultimate tax determination is uncertain. We are regularly under audit by tax authorities and as an example, we are now under audit for one of our subsidiaries, the outcome of which could have material adverse impact on our financial condition. Our intercompany transfer pricing may be reviewed by the U.S. Internal Revenue Service and by foreign tax jurisdictions. Although we believe that our tax estimates are reasonable, due to the complexity of our corporate structure, the multiple intercompany transactions and the various tax regimes, we cannot assure you that a tax audit or tax dispute to which we may be subject will result in a favorable outcome for us. If taxing authorities do not accept our tax positions and impose higher tax rates on our foreign operations, our overall tax expenses could increase.

We are exposed to fluctuations in currency exchange rates.

A significant portion of our business is conducted outside the United States. Export sales to manufacturers in Europe and Asia, including Japan and Asia Pacific, represented 95% and 96% of our total revenues for the first quarter of 2019 and 2018, respectively. Although most of our revenue and expenses are transacted in U.S. dollars, we may be exposed to currency exchange fluctuations in the future as business practices evolve and we are forced to transact business in local currencies. Moreover, part of our expenses in Israel are paid in Israeli currency, which subjects us to the risks of foreign currency fluctuations between the U.S. dollar and the New Israeli Shekel (NIS) and to economic pressures resulting from Israel's general rate of inflation. Our primary expenses paid in NIS are employee salaries and lease payments on our Israeli facilities. Furthermore, a portion of our expenses for our European operations are paid in the Euro, which subjects us to the risks of foreign currency fluctuations between the U.S. dollar and the Euro. Our primary expenses paid in the Euro are employee salaries, lease and operational payments on our European facilities. As a result, an increase in the value of the NIS and Euro in comparison to the U.S. dollar could increase the cost of our technology development, research and development expenses and general and administrative expenses, all of which could harm our operating profit. From time to time, we use derivative instruments in order to minimize the effects of currency fluctuations, but our hedging positions may be partial, may not exist at all in the future or may not succeed in minimizing our foreign currency fluctuation risks. Our financial results may be harmed if the trend relating to the devaluation of the U.S. dollars continues for an extended period.

An unfavorable government review of our federal income tax returns or changes in our effective tax rates could adversely affect our operating results.

Our future effective tax rates could be adversely affected by earnings being lower than anticipated in countries where we have lower statutory rates and higher than anticipated in countries where we have higher statutory rates, by changes in the valuation of our deferred tax assets and liabilities, or by changes in tax laws, regulations, accounting principles or interpretations thereof. In addition, we are subject to the periodic examination of our income tax returns by the IRS and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes, as an example, we are now under audit for one of our subsidiaries. The outcome from this examination may have an adverse effect on our operating results and financial condition.

Our business operations would be disrupted if the information technology systems we rely on fail to function properly.

We rely on complex information technology systems to manage our business, which operates in many geographical locations. For example, to achieve short delivery lead times and superior levels of customer service while maintaining low levels of inventory, we frequently adjust our production schedules with manufacturers and subcontractors. We develop and adjust these schedules based on end customer demand as communicated by our customers and distributors and based on our inventory levels, manufacturing cycle times, component lead times, and projected production yields. We combine and distribute all of this information electronically over a complex global communications network. Our ability to estimate demand and to adjust our production schedules is highly dependent on this network. Any delay in the implementation of, or disruption in the transition to, new or enhanced processes, systems or controls, could adversely affect our ability to manage customer orders and manufacturing schedules, as well as generate accurate financial and management information in a timely manner. These systems are also susceptible to power and telecommunication disruptions and other system failures. Failure of our IT systems or difficulties in managing them could result in business disruption. Our business could be significantly disrupted and we could be subject to third party claims associated with such disruptions.

A breach of our information technology systems could subject us to liability, reputational damage or interrupt the operation of our business.

We rely upon our information technology systems and infrastructure for our business. We could experience theft of confidential information or reputational damage from industrial espionage attacks, malware or other cyber attacks, which may compromise our system infrastructure or lead to data leakage, either internally or at our third-party providers. Similarly, data privacy breaches by those who access our systems may pose a risk that sensitive data, including intellectual property, trade secrets or personal information belonging to us, our patients, employees, customers or other business partners, may be exposed to unauthorized persons or to the public. Cyber-attacks are increasing in their frequency, sophistication and intensity, and have become increasingly difficult to detect. There can be no assurance that our efforts to protect our data and information technology systems will prevent breaches in our systems (or that of our third-party providers) that could adversely affect our business and result in financial and reputational harm to us, theft of trade secrets and other proprietary information, legal claims or proceedings, liability under laws that protect the privacy of personal information, and regulatory penalties.

New tariffs and other trade measures could adversely affect our consolidated results of operations, financial position and cash flows.

General trade tensions between the U.S. and China have been escalating in 2018. While tariffs and other retaliatory trade measures imposed by other countries on U.S. goods have not yet had a significant impact on our business or results of operations, we cannot predict further developments, and such existing or future tariffs could have a material adverse effect on our consolidated results of operations, financial position and cash flows. Furthermore, changes in U.S. trade policy could trigger retaliatory actions by affected countries, which could impose restrictions on our ability to do business in or with affected countries or prohibit, reduce or discourage purchases of our products by foreign customers, leading to increased costs of components contained in our products, increased costs of manufacturing our products, and higher prices for our products in foreign markets. For example, there are risks that the Chinese government may, among other things, require the use of local suppliers, compel companies that do business in China to partner with local companies to conduct business and provide incentives to government-backed local customers to buy from local suppliers. Changes in, and responses to, U.S. trade and tariff policy could reduce the competitiveness of our products and cause our sales and revenues to drop, which could materially and adversely impact our business and results of operations.

We may experience difficulties in transitioning to smaller geometry process technologies or in achieving higher levels of design integration, which may result in reduced manufacturing yields, delays in product deliveries and increased expenses.

A growing trend in our industry is the integration of greater semiconductor content into a single chip to achieve higher levels of functionality. In order to remain competitive, we must achieve higher levels of design integration and deliver new integrated products on a timely basis. This will require us to expend greater research and development resources, and may require us to modify the manufacturing processes for some of our products, to achieve greater integration. We periodically evaluate the benefits, on a product-by-product basis, of migrating to smaller geometry process technologies to reduce our costs. Although this migration to smaller geometry process technologies has helped us to offset the declining average selling prices of our products, this effort may not continue to be successful. Also, because we are a fabless semiconductor company, we depend on our foundries to transition to smaller geometry processes successfully. We cannot assure you that our foundries will be able to effectively manage the transition. In case our foundries or we experience significant delays in this transition or fail to efficiently implement this transition, our business, financial condition and results of operations could be materially and adversely affected.

The anti-takeover provisions in our certificate of incorporation and bylaws could prevent or discourage a third party from acquiring us.

Our certificate of incorporation and bylaws contain provisions that may prevent or discourage a third party from acquiring us, even if the acquisition would be beneficial to our stockholders. Our board of directors also has the authority to fix the rights and preferences of shares of our preferred stock and to issue such shares without a stockholder vote. Our bylaws also place limitations on the authority to call a special meeting of stockholders. Our stockholders may take action only at a meeting of stockholders and not by written consent. We have advance notice procedures for stockholders desiring to nominate candidates for election as directors or to bring matters before an annual meeting of stockholders. In addition, these factors may also adversely affect the market price of our common stock, and the voting and other rights of the holders of our common stock.

Our stock price may be volatile so stockholders may not be able to resell shares of our common stock at or above the price they paid for them.

Announcements of developments related to our business, announcements by competitors, quarterly fluctuations in our financial results, changes in the general conditions of the highly dynamic industry in which we compete or the national economies in which we do business, and other factors could cause the price of our common stock to fluctuate, perhaps substantially. In addition, in recent years, the stock market has experienced extreme price fluctuations, which have often been unrelated to the operating performance of affected companies. These factors and fluctuations could have a material adverse effect on the market price of our common stock.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

During the first quarter of 2019, we did not repurchase any shares of common stock. The table below sets forth the information with respect to repurchases of our common stock during the first quarter ended March 31, 2019.

Period	(a) Total number of shares purchased	(b) average price paid per share	(c) Total number of shares purchased as part of publicly announced plans or programs	(d) Maximum number of shares that may yet be purchased under the plans or programs) (1)
Month #1 (January 1, 2018 to January 31, 2018)	-	-	-	440,622
Month #2 (February 1, 2018 to February 28, 2018)	-	-	-	440,622
Month #3 (March 1, 2018 to March 31, 2018)	-	-	-	794,913 (1)

(1) The number represents the number of shares of our common stock that remained available for repurchase as of March 31, 2019 under previously authorized share repurchase programs.

Our board of directors has previously approved a number of share repurchase programs, including those in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, for the repurchase of our common stock. In August 2018, our board authorized a $10 million dollar buyback program, inclusive of the shares that remained available for repurchase from previously authorized share repurchase programs. In February 2019, our board authorized an increase of the existing share repurchase program to an aggregate of $10.0 million, inclusive of previously authorized amounts under the share repurchase program.

At March 31, 2019, 794,913 shares, calculated based on the share price of our common stock at the inception of the board authorization, of our common stock are available for repurchase under our board-authorized share repurchase program. The repurchase program is being affected from time to time, depending on market conditions and other factors, through Rule 10b5-1 plans, open market purchases and privately negotiated transactions. The repurchase program has no set expiration or termination date.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURE.

Not applicable.

ITEM 5. OTHER INFORMATION,

Not applicable.

ITEM 6. EXHIBITS.

Exhibit 31.1 Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 31.2 Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 32.1 Certification of the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Exhibit 32.2 Certification of the Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Exhibit 101.INS XBRL Instance Document

Exhibit 101.SCH XBRL Taxonomy Schema Linkbase Document

Exhibit 101.CAL XBRL Taxonomy Calculation Linkbase Document

Exhibit 101.DEF XBRL Taxonomy Definition Linkbase Document

Exhibit 101.LAB XBRL Taxonomy Labels Linkbase Document

Exhibit 101.PRE XBRL Taxonomy Presentation Linkbase Document

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 thereunto duly authorized.

DSP GROUP, INC.
(Registrant)

Date: May 10, 2019

By: /s/ Dror Levy

Dror Levy, Chief Financial Officer and Secretary
(Principal Financial Officer and Principal Accounting Officer)

Exhibit 31.1

CERTIFICATION

I, Ofer Elyakim, certify that:

1. I have reviewed this quarterly report on Form 10-Q of DSP Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our provision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2019

/s/ Ofer Elyakim
Ofer Elyakim
Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Dror Levy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of DSP Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our provision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2019

/s/ Dror Levy
Dror Levy
Chief Financial Officer

Exhibit 32.1

CERTIFICATION

In connection with the periodic report of DSP Group, Inc. (the “Company”) on Form 10-Q for the period ended March 31, 2019 as filed with the Securities and Exchange Commission (the “Report”), I, Ofer Elyakim, Chief Executive Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of my knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

This Certification has not been, and shall not be deemed, “filed” with the Securities and Exchange Commission.

Date: May 10, 2019

/s/ Ofer Elyakim
Ofer Elyakim
Chief Executive Officer

Exhibit 32.2

CERTIFICATION

In connection with the periodic report of DSP Group, Inc. (the “Company”) on Form 10-Q for the period ended March 31, 2019 as filed with the Securities and Exchange Commission (the “Report”), I, Dror Levy, Chief Financial Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of my knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

This Certification has not been, and shall not be deemed, “filed” with the Securities and Exchange Commission.

Date: May 10, 2019

/s/ Dror Levy
Dror Levy
Chief Financial Officer