

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1
TO
FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DSP GROUP, INC.
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation or Organization)

94-2683643
(I.R.S. Employer Identification No.)

3120 SCOTT BOULEVARD, SANTA CLARA, CA
(Address of Principal Executive Offices)

95054
(Zip Code)

DSP GROUP, INC.
1993 DIRECTOR STOCK OPTION PLAN
(Full Title of the Plan)

ELI AYALON
PRESIDENT, CHIEF EXECUTIVE OFFICER AND DIRECTOR
DSP GROUP, INC.
3120 SCOTT BOULEVARD
SANTA CLARA, CA 95054
(Name and Address of Agent For Service)

408/986-4300
(Telephone Number, Including Area Code,
of Agent For Service)

With a copy to:
Bruce Alan Mann, Esq.
Morrison & Foerster LLP
345 California Street
San Francisco, CA 94104

Calculation of Registration Fee

Title of Securities to be Registered	Number of shares to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share	75,000	\$8.8125*	\$660,938	\$227.91

* Calculated solely for purposes of this offering under Rule 457(h) of the Securities Act of 1933 on the basis of the average of the high and low price per share of DSP Group Inc.'s Common Stock on the Nasdaq National Market on August 7, 1996.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The contents of the Registration Statement on Form S-8 filed by the Company on December 15, 1994 (File No. 33-87390) are incorporated by reference herein.

Item 8. Exhibits.

Exh. No. Description

- 5.1 Opinion of Morrison & Foerster LLP as to the legality of the securities being registered.
- 23.1 Consent of Ernst & Young LLP, Independent Auditors.
- 23.2 Consent of Morrison & Foerster LLP (contained in the opinion of counsel filed as Exhibit 5.1 to this Amendment to the Registration Statement).
- 24.1 Power of Attorney (set forth on the signature page of this Amendment to the Registration Statement).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on August 8, 1996.

DSP GROUP, INC.

By: /s/ Eli Ayalon

Eli Ayalon
President, Chief Executive
Officer and Director

POWER OF ATTORNEY AND ADDITIONAL SIGNATURES

Each person whose signature appears below constitutes and appoints Eli Ayalon, Igal Kohavi and John P. Goldsberry, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstituiton, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments to this Registration Statement, including post-effective amendments, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or their substitutes, may lawfully do or cause to be done by virtue thereof.

Further, pursuant to the requirements of the Securities Act of 1933, this Amendment to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Igal Kohavi ----- Igal Kohavi	Chairman of the Board	August 8, 1996
/s/ Eli Ayalon ----- Eli Ayalon	President, Chief Executive Officer and Director	August 8, 1996
/s/ Avraham M. Fischer ----- Avraham M. Fischer	Director	August 8, 1996
/s/ Samuel L. Kaplan ----- Samuel L. Kaplan	Director	August 8, 1996
/s/ Millard Phelps ----- Millard Phelps	Director	August 8, 1996

Signature	Title	Date
/s/ Donald E. Yost ----- Donald E. Yost	Director	August 8, 1996
/s/ John P. Goldsberry ----- John P. Goldsberry	Vice President of Finance and Chief Financial Officer	August 8, 1996
/s/ Michael Hoberg ----- Michael Hoberg	Corporate Controller and Principal Accounting Officer	August 8, 1996

EXHIBITS

EXHIBIT INDEX

EXH. NO.	EXHIBIT
5.1	Opinion of Morrison & Foerster LLP as to the legality of the securities being registered.
23.1	Consent of Ernst & Young LLP, Independent Auditors.
23.2	Consent of Morrison & Foerster LLP (contained in the opinion of counsel filed as Exhibit 5.1 to this Amendment to the Registration Statement).
24.1	Power of Attorney (set forth on the signature page of this Amendment to the Registration Statement).

August 8, 1996

DSP Group, Inc.
3120 Scott Boulevard
Santa Clara, California 95054

Ladies and Gentlemen:

At your request, we have examined Amendment No. 1 to the Registration Statement on Form S-8 (No. 33-87390) to be filed by DSP Group, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission in connection with the registration under the Securities Act of 1933, as amended, of 75,000 additional shares of the Company's Common Stock, \$0.001 par value (the "Common Stock").

As counsel to the Company, we have examined the proceedings taken by the Company in connection with the issuance of the 75,000 additional shares of the Common Stock to be reserved for issuance under the Company's 1993 Director Stock Option Plan.

It is our opinion that the 75,000 shares of Common Stock which may be issued and sold by the Company, when issued and sold in the manner referred to in the Registration Statement, will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to Amendment No. 1 to the Registration Statement and further consent to all references to us in Amendment No. 1 to the Registration Statement and any further amendments thereto.

Very truly yours,

/s/ MORRISON & FOERSTER LLP

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Amendment to the Registration Statement (Form S-8, No 33-87390) pertaining to the 1993 Director Stock Option Plan of our reports dated January 24, 1996, with respect to the consolidated financial statements and schedule of DSP Group, Inc. for the year ended December 31, 1995, included in the Annual Report on Form 10-K filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

San Jose, California
August 7, 1996