

DSP GROUP INC /DE/  
Form 10-Q  
November 09, 2018

---

---

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 September 30, 2018**

**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)

**5 Shenkar Street, Herzelia 4672505 Israel 94022**

(Address of Principal Executive Offices) (Zip Code)

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

---

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 and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See 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

Edgar Filing: DSP GROUP INC /DE/ - Form 10-Q

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 November 2, 2018, there were 22,196,248 shares of Common Stock (\$.001 par value per share) outstanding.

---

# INDEX

## DSP GROUP, INC.

	<u>Page No.</u>
<b>PART I. FINANCIAL INFORMATION</b>	
Item 1. Financial Statements (Unaudited)	
Condensed consolidated balance sheets—September 30, 2018 and December 31, 2017	3
Condensed consolidated statements of operations—Three and nine month periods ended September 30, 2018 and 2017	5
Condensed consolidated statements of cash flows—Nine month periods ended September 30, 2018 and 2017	8
Condensed consolidated statements of stockholders' equity—Three and nine month periods ended September 30, 2018 and 2017	10
Notes to condensed consolidated financial statements—September 30, 2018	12
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	28
Item 3. Quantitative and Qualitative Disclosures About Market Risk	40
Item 4. Controls and Procedures	40
<b>PART II. OTHER INFORMATION</b>	
Item 1. Legal Proceedings	40
Item 1A. Risk Factors	40
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	57
Item 3. Defaults Upon Senior Securities	58
Item 4. Mine Safety Disclosure	58
Item 5. Other Information	58
Item 6. Exhibits	58
<b>SIGNATURES</b>	59

**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)

	<b>September 30,  2018 Unaudited</b>	<b>December 31,  2017 Audited</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 11,359	\$ 21,324
Restricted deposits	503	524
Marketable securities and short-term deposits	34,410	24,697
Trade receivables	21,448	13,416
Other accounts receivable and prepaid expenses	2,843	3,167
Inventories	8,247	9,422
<b>TOTAL CURRENT ASSETS</b>	<b>78,810</b>	<b>72,550</b>
<b>PROPERTY AND EQUIPMENT, NET</b>	<b>2,854</b>	<b>3,184</b>
<b>NON-CURRENT ASSETS:</b>		
Long-term marketable securities and deposits	73,398	82,669
Long-term prepaid expenses and lease deposits	1,642	1,541
Deferred income taxes	855	1,043
Severance pay fund	14,755	15,190
Intangible assets, net	1,503	2,779
Goodwill	6,243	6,243
	98,396	109,465
<b>TOTAL NON-CURRENT ASSETS</b>		
<b>TOTAL ASSETS</b>	<b>\$ 180,060</b>	<b>\$ 185,199</b>

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)

	<b>September 30,  2018 Unaudited</b>	<b>December 31,  2017 Audited</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Trade payables	\$ 9,393	\$ 8,660
Accrued compensation and benefits	7,702	8,699
Income tax accruals and payables	857	1,232
Accrued expenses and other accounts payable	3,783	2,888
<b>TOTAL CURRENT LIABILITIES</b>	<b>21,735</b>	<b>21,479</b>
<b>NON-CURRENT LIABILITIES:</b>		
Deferred income taxes	146	424
Accrued severance pay	14,944	15,463
Accrued pensions	868	883
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>15,958</b>	<b>16,770</b>
<b>STOCKHOLDERS' EQUITY:</b>		
Capital stock:		
Common stock, \$ 0.001 par value -		
Authorized shares: 50,000,000 shares at September 30, 2018 and December 31, 2017;		
Issued and outstanding shares: 22,332,016 and 22,432,660 shares at September 30, 2018 and	22	22
December 31, 2017, respectively		
Additional paid-in capital	377,162	372,041
Treasury stock at cost	(121,286 )	(118,397 )
Accumulated other comprehensive loss	(2,658 )	(1,874 )
Accumulated deficit	(110,873 )	(104,842 )
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>142,367</b>	<b>146,950</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 180,060</b>	<b>\$ 185,199</b>

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)

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
Revenues	\$32,619	\$34,277	\$91,381	\$93,511
Cost of revenues (1)	16,315	18,270	46,311	50,760
Gross profit	16,304	16,007	45,070	42,751
Operating expenses:				
Research and development, net (2)	9,614	9,214	27,503	27,565
Sales and marketing (3)	3,640	3,635	11,468	10,640
General and administrative (4)	2,362	2,483	7,612	7,342
Intangible assets amortization	425	425	1,276	1,275
Total operating expenses	16,041	15,757	47,859	46,822
Operating income (loss)	263	250	(2,789 )	(4,071 )
Financial income	492	382	1,291	1,216
Income (loss) before taxes on income	755	632	(1,498 )	(2,855 )
Taxes on income (tax benefit)	350	54	139	19
Net income (loss)	\$405	\$578	\$(1,637 )	\$(2,874 )
Income (loss) per share:				
Basic	\$0.02	\$0.03	\$(0.07 )	\$(0.13 )
Diluted	\$0.02	\$0.02	\$(0.07 )	\$(0.13 )
Weighted average number of shares used in per share computations of net earnings (loss) per share:				
Basic	22,449	22,276	22,603	22,186
Diluted	23,338	23,243	22,603	22,186

(1) Includes equity-based compensation expense in the amount of \$114 and \$84 for the three months ended September 30, 2018 and 2017, and \$320 and \$275 for the nine months ended September 30, 2018 and 2017, respectively.

(2) Includes equity-based compensation expense in the amount of \$781 and \$576 for the three months ended September 30, 2018 and 2017, respectively; and \$2,134 and \$1,815 for the nine months ended September 30, 2018 and 2017, respectively.

Includes equity-based compensation expense in the amount of \$283 and \$273 for the three months ended (3) September 30, 2018 and 2017, respectively; and \$954 and \$870 for the nine months ended September 30, 2018 and 2017, respectively.

Includes equity-based compensation expense in the amount of \$574 and \$505 for the three months ended (4) September 30, 2018 and 2017, respectively; and \$1,703 and \$1,566 for the nine months ended September 30, 2018 and 2017, 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)

	<b>Three months ended</b>	
	<b>September 30,</b>	
	<b>2018</b>	<b>2017</b>
<b>Net income:</b>	\$405	\$578
Other comprehensive income (loss):		
<b>Available-for-sale securities:</b>		
Changes in unrealized (losses) gains	26	(61 )
Reclassification adjustments for losses included in net loss	(1 )	1
Net change	25	(60 )
<b>Cash flow hedges:</b>		
Changes in unrealized (losses) gains	13	(29 )
Reclassification adjustments for (gains) losses included in net loss	7	(19 )
Net change	20	(48 )
<b>Change in unrealized components of defined benefit plans:</b>		
Amortization of actuarial loss and prior service benefit	5	6
<b>Foreign currency translation adjustments, net</b>	(10 )	35
Other comprehensive (loss) income	40	(67 )
<b>Comprehensive loss</b>	<b>\$445</b>	<b>\$511</b>

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)**

	<b>Nine months ended</b>	
	<b>September 30, 2018</b>	<b>2017</b>
Net loss:	\$(1,637)	\$(2,874)
Other comprehensive income (loss):		
<b>Available-for-sale securities:</b>		
Changes in unrealized (losses) gains	(797 )	299
Reclassification adjustments for losses included in net loss	36	59
Net change	(761 )	358
<b>Cash flow hedges:</b>		
Changes in unrealized (losses) gains	(16 )	163
Reclassification adjustments for (gains) losses included in net loss	16	(172 )
Net change	-	(9 )
<b>Change in unrealized components of defined benefit plans:</b>		
Amortization of actuarial loss and prior service benefit	15	16
Foreign currency translation adjustments, net	(38 )	29
Other comprehensive (loss) income	(784 )	394
Comprehensive loss	\$(2,421)	\$(2,480)

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)

	<b>Nine months ended</b>	
	<b>September 30,</b>	
	<b>2018</b>	<b>2017</b>
<b><u>Cash flows from operating activities:</u></b>		
Net income (loss)	\$(1,637 )	\$(2,874 )
<b>Adjustments required to reconcile net income to net cash provided by operating activities:</b>		
Depreciation	1,255	1,355
Equity-based compensation expenses related to employees' stock options, SARs and RSUs	5,111	4,526
Realized losses from sale of marketable securities, net	36	59
Capital loss from sale and disposal of property and equipment	-	19
Amortization of intangible assets	1,276	1,276
Accrued interest and amortization of premium on marketable securities and deposits	548	386
<b>Change in operating assets and liabilities:</b>		
Deferred income tax assets and liabilities, net	(92 )	(56 )
Trade receivables, net	(8,067 )	(858 )
Other accounts receivable and prepaid expenses	305	(801 )
Inventories	1,146	(912 )
Long-term prepaid expenses and lease deposits	(123 )	(154 )
Trade payables	737	(554 )
Accrued compensation and benefits	1,038	719
Income tax accruals	(366 )	(231 )
Accrued expenses and other accounts payable	849	(659 )
Accrued severance pay, net	(9 )	124
Accrued pensions	28	14
Net cash provided by operating activities	2,035	1,379
<b><u>Cash flows from investing activities:</u></b>		
Purchase of marketable securities	(18,992)	(28,812)
Purchase of short-term deposits	(5,000 )	(3,000 )
Proceeds from maturity of marketable securities	14,399	18,474
Proceeds from sales of marketable securities	4,810	12,988
Proceeds from redemption of short-term deposits	3,000	425
Purchases of property and equipment	(946 )	(715 )
Other investing activities	(104 )	-

Net cash used in investing activities	\$(2,833 ) \$(640 )
---------------------------------------	---------------------

8

---

	<b>Nine months ended</b>	
	<b>September 30,</b>	
	<b>2018</b>	<b>2017</b>
<u>Cash flows from financing activities:</u>		
Issuance of common stock and treasury stock upon exercise of stock options	\$455	\$959
Purchase of treasury stock	(9,610 )	(4,365 )
Net cash used in financing activities	(9,155 )	(3,406 )
Increase (decrease) in cash and cash equivalents	(9,953 )	(2,667 )
Cash and cash equivalents at the beginning of the year	21,848	17,822
Cash (erosion) due to exchange rate differences	(33 )	57
Cash and cash equivalents at the end of the year	\$11,862	\$15,212

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

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

<b>Three months ended</b>	<b>Number</b>		<b>Additional</b>	<b>Treasury</b>	<b>Accumulated</b>	<b>Accumulated</b>	<b>Total</b>
<b>September 30, 2017</b>	<b>of</b>	<b>Common</b>	<b>paid-In</b>	<b>stock</b>	<b>deficit</b>	<b>other</b>	<b>stockholders'</b>
	<b>common</b>	<b>stock</b>	<b>capital</b>			<b>comprehensive</b>	<b>equity</b>
	<b>stock</b>					<b>income</b>	
						<b>(loss)</b>	
Balance at June 30, 2017	22,151	\$ 22	\$ 369,209	\$(120,855)	\$ (102,867 )	\$ (1,391 )	\$ 144,118
Net income	-	-	-	-	578	-	578
Change in accumulated other comprehensive income	-	-	-	-	-	(67 )	(67 )
Purchase of treasury stock	(131 )	* )	-	(1,563 )	-	-	(1,563 )
Issuance of treasury stock upon purchase of common stock under employee stock purchase plan	114	* )	-	1,117	(163 )	-	954
Issuance of treasury stock upon exercise of stock options, stock appreciation rights and restricted stock units by employees and directors	142	* )	-	1,392	(1,099 )	-	293
Equity-based compensation	-	-	1,438	-	-	-	1,438
<b>Balance at September 30, 2017</b>	<b>22,276</b>	<b>\$ 22</b>	<b>\$ 370,647</b>	<b>\$(119,909)</b>	<b>\$ (103,551 )</b>	<b>\$ (1,458 )</b>	<b>\$ 145,751</b>
<b>Three months ended</b>							
<b>September 30, 2018</b>							
Balance at June 30, 2018	22,461	\$ 22	\$ 375,410	\$(119,200)	\$ (110,420 )	\$ (2,698 )	\$ 143,114
Net income	-	-	-	-	405	-	405
Change in accumulated other comprehensive income	-	-	-	-	-	40	40
Purchase of treasury stock	(317 )	* )	-	(3,958 )	-	-	(3,958 )
Issuance of treasury stock upon purchase of common stock under employee stock purchase plan	112	* )	-	1,106	(105 )	-	1,001



Issuance of treasury stock upon exercise of stock options, stock appreciation rights and restricted stock units by employees and directors	76	*	)	-	766	(753	)	-	13
Equity-based compensation	-	-		1,752	-	-	-	-	1,752
<b>Balance at September 30, 2018</b>	<b>22,332</b>	<b>\$ 22</b>		<b>\$377,162</b>	<b>\$(121,286)</b>	<b>\$ (110,873</b>	<b>) \$ (2,658</b>	<b>)</b>	<b>\$ 142,367</b>

(\*) Represents an amount lower than \$1.

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

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

<b>Nine months ended</b>	<b>Number of common stock</b>	<b>Common stock</b>	<b>Additional paid-in capital</b>	<b>Treasury stock</b>	<b>Accumulate deficit</b>	<b>Other comprehensive income (loss)</b>	<b>Total stockholders' equity</b>
<b>September 30, 2017</b>							
Balance at December 31, 2016	21,932	\$ 22	\$ 366,121	\$(122,632)	\$ (96,112 )	\$ (1,852 )	\$ 145,547
Net loss	-	-	-	-	(2,874 )	-	(2,874 )
Change in accumulated other comprehensive income	-	-	-	-	-	394	394
Purchase of treasury stock	(379 )	* )	-	(4,365 )	-	-	(4,365 )
Issuance of treasury stock upon purchase of common stock under employee stock purchase plan	227	* )	-	2,225	(330 )	-	1,895
Issuance of treasury stock upon exercise of stock options, stock appreciation rights and restricted stock units by employees and directors	496	* )	-	4,863	(4,235 )	-	628
Equity-based compensation	-	-	4,526	-	-	-	4,526
<b>Balance at September 30, 2017</b>	<b>22,276</b>	<b>\$ 22</b>	<b>\$ 370,647</b>	<b>\$(119,909)</b>	<b>\$ (103,551 )</b>	<b>\$ (1,458 )</b>	<b>\$ 145,751</b>
<b>Nine months ended</b>							
<b>September 30, 2018</b>							
Balance at December 31, 2017	22,433	\$ 22	\$ 372,041	\$(118,397)	\$ (104,842 )	\$ (1,874 )	\$ 146,950
Net loss	-	-	-	-	(1,637 )	-	(1,637 )
Cumulative effect adjustment on retained earnings **)	-	-	-	-	94	-	94
Change in accumulated other comprehensive income	-	-	-	-	-	(784 )	(784 )
Purchase of treasury stock	(804 )	(1 )	-	(9,827 )	-	-	(9,828 )
Issuance of treasury stock upon purchase of common stock under employee stock purchase plan	230	* )	-	2,275	(269 )	-	2,006

Issuance of treasury stock upon exercise of stock options, stock appreciation rights and restricted stock units by employees and directors	473	1	10	4,663	(4,219 )	-	455
Equity-based compensation	-	-	5,111	-	-	-	5,111
<b>Balance at September 30, 2018</b>	<b>22,332</b>	<b>\$ 22</b>	<b>\$ 377,162</b>	<b>\$(121,286)</b>	<b>\$ (110,873 )</b>	<b>\$ (2,658 )</b>	<b>\$ 142,367</b>

(\*) 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.

**DSP GROUP, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**September 30, 2018**

**(UNAUDITED)**

**(U.S. dollars in thousands, except share and per share data)**

**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 nine months ended September 30, 2018 are not necessarily indicative of the results that may be expected for the year ending December 31, 2018. 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, 2017.

The significant accounting policies applied in the annual consolidated financial statements of the Company as of December 31, 2017, contained in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 16, 2018, have been applied consistently in these unaudited interim condensed consolidated financial statements, except for changes associated with recent accounting standards for revenue recognition as detailed below in "Recently Adopted Accounting Pronouncements."

*Recently Adopted Accounting Pronouncements.*

In May 2014, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2014-09, "Revenue from Contracts with Customers (Topic 606)" ("ASU 2014-09"), which amends the existing accounting standards for revenue recognition. On January 1, 2018, the Company adopted Accounting Standards Codification ("ASC") 606, "Revenue from Contracts with Customers" and all the related amendments (collectively "ASC 606") using the modified retrospective method. The Company recognized the cumulative effect of initially applying ASC 606 as an adjustment to the opening balance of retained earnings. The comparative information has not been restated and continues to be reported under the revenue recognition standards in effect for those periods. The reported results for

the first nine months of 2018 reflect the application of ASC 606 guidance while the reported results for 2017 were prepared under the guidance of ASC 605, "Revenue Recognition (ASC 605)". The impact of the Company's adoption of ASC 606 on the Company's balance sheet was a decrease in accumulated deficit as of January 1, 2018 of \$94.

Under ASC 606, certain product sales through the Company's distributors where revenue was previously deferred until the distributors resold the Company's products to the end customers are now recognized when products are delivered to the distributor. Revenues are recognized when control of the promised goods or services are transferred to our customers in an amount that reflects the consideration that we expect to receive in exchange for those goods or services.

The Company determines revenue recognition through the following steps:

identification of the contract with a customer;

identification of the performance obligations in the contract;

determination of the transaction price;

allocation of the transaction price to the performance obligations in the contract; and

recognition of revenue when, or as, the Company satisfies a performance obligation.

The Company's contracts with customers for the sale of products generally include one performance obligation. The Company has concluded that revenue from sale of products should be recognized at the point in time when control of the asset is transferred to the customer, generally on delivery of the products.

In accordance with the ASC 606 requirements, the disclosure of the impact of adoption of ASC 606 on the Company's consolidated income statement and balance sheet was as follows (in thousands):

<b>For the three months ended September 30, 2018</b>			
	<b>As</b>	<b>Prior to Adoption</b>	<b>Effect of Change Higher/(Lower)</b>
	<b>Reported of ASC 606</b>		
<b>Income statement</b>			
Revenues	\$32,619	\$ 31,553	\$ 1,066
Cost of revenues	16,315	15,934	382
Gross margin:	16,304	15,619	684
Operating expenses:			
Research and development, net	9,614	9,614	-
Sales and marketing	3,640	3,579	60
General and administrative	2,362	2,362	-
Intangible assets amortization	425	425	-
Total operating expenses:	16,041	15,980	60
Operating loss:	263	(361 )	624
Financial income	492	492	-
Loss before taxes on income	755	131	624
Taxes on income	350	350	-
Net income (loss)	405	(219 )	624

<b>For the nine months ended September 30, 2018</b>			
	<b>As</b>	<b>Prior to Adoption</b>	<b>Effect of Change Higher/(Lower)</b>
	<b>Reported</b>		

**of ASC  
606**

**Income statement**

Revenues	\$91,381	\$ 89,335	\$ 2,046
Cost of revenues	46,311	45,553	758
Gross margin:	45,070	43,782	1,288
Operating expenses:			
Research and development, net	27,503	27,503	-
Sales and marketing	11,468	11,357	111
General and administrative	7,612	7,612	-
Intangible assets amortization	1,276	1,276	-
Total operating expenses:	47,859	47,748	111
Operating loss:	(2,789 )	(3,966 )	1,177
Financial income	1,291	1,291	-
Loss before taxes on income	(1,498 )	(2,675 )	1,177
Taxes on income	139	139	-
Net loss	(1,637 )	(2,814 )	1,177

	September 30, 2018		
	As	Prior to Adoption	Effect of
	Reported	of ASC 606	Change Higher/(Lower)
<b>Balance Sheet</b>			
<b><u>Assets</u></b>			
Trade receivables	\$21,448	\$19,285	\$ 2,163
Inventories	8,247	9,023	(776 )
Other accounts receivable and prepaid expenses	2,843	2,959	(116 )
<b><u>Liabilities</u></b>			
Accrued expenses and other accounts payable	(3,783 )	(3,783 )	-
<b><u>Equity</u></b>			
Accumulated deficit	(110,873)	(112,143)	1,271

In November 2016, FASB issued ASU 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash. This standard requires the presentation of the statement of cash flows to show the changes in the aggregate of cash, cash equivalents, restricted cash and restricted cash equivalents. The standard is effective for fiscal years and the interim periods within those fiscal years beginning after December 15, 2017. The Company adopted the standard retrospectively for all periods presented effective as of January 1, 2018.

#### *Recent Accounting Pronouncements*

In February 2016, FASB issued ASU 2016-02-Leases (ASC 842), which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract (i.e. lessees and lessors). The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight line basis over the term of the lease, respectively. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than twelve months regardless of their classification. Leases with a term of twelve months or less will be accounted for similar to existing guidance for operating leases. The new standard requires lessors to account for leases using an approach that is substantially equivalent to existing guidance for sales-type leases, direct financing leases and operating leases. ASC 842 supersedes the previous leases standard, ASC 840. The standard is effective on January 1, 2019, with early adoption permitted. The Company currently anticipates adopting the new standard effective January 1, 2019 and is evaluating the impact of the adoption of this standard on its consolidated financial statements.



In June 2018, FASB issued ASU 2018-07 to expand the scope of ASC Topic 718, Compensation - Stock Compensation, to include share-based payment transactions for acquiring goods and services from non-employees. The pronouncement is effective for fiscal years and for interim periods within those fiscal years beginning after December 15, 2018, with early adoption permitted. The Company is evaluating the effects of this standard on its consolidated financial statements.

*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 the 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—INVENTORIES**

Inventories are stated at the lower of cost or net realizable 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:

	<b>September 30,  2018 (Unaudited)</b>	<b>December 31,  2017 (Audited)</b>
Work-in-process	\$ 5,419	\$ 3,577
Finished goods	2,827	5,845
	\$ 8,247	\$ 9,422

For the nine months ended September 30, 2018 and 2017, the Company recorded \$17 and \$20 of income, respectively, due to the utilization of inventory that was previously written off.

**NOTE C—NET EARNINGS (LOSS) PER SHARE**

Basic net earnings (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 earnings (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 earnings (loss) per share:

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
	Unaudited			
Net income (loss)	\$405	\$578	\$(1,637 )	\$(2,874 )
Loss per share:				
Basic	\$0.02	\$0.03	\$(0.07 )	\$(0.13 )
Diluted	\$0.02	\$0.02	\$(0.07 )	\$(0.13 )
Weighted average number of shares of common stock outstanding during the period used to compute basic net earnings (loss) per share (in thousands)	22,449	22,276	22,603	22,186
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)	889	967	-	-
Weighted average number of shares of common stock used to compute diluted net earnings (loss) per share (in thousands)	23,338	23,243	22,603	22,186

**NOTE D — 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. 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 September 30, 2018 and December 31, 2017:

	Amortized cost		Unrealized losses, net		Fair value	
	September 30,	December 31,	September 30,	December 31,	September 30,	December 31,
	2018 (Unaudited)	2017 (Audited)	2018 (Unaudited)	2017 (Audited)	2018 (Unaudited)	2017 (Audited)
Short-term deposits	7,394	\$ 5,481	\$ -	\$ -	\$ 7,394	\$ 5,481
Long-term deposits	5,100	5,013	-	-	5,100	5,013
U.S. GSE securities	21,759	22,359	(454 )	(315 )	21,305	22,044
Corporate obligations	75,525	75,722	(1,516)	(894 )	74,009	74,828
	\$ 109,778	\$ 108,575	\$ (1,970)	\$ (1,209 )	\$ 107,808	\$ 107,366

The amortized cost of marketable debt securities and term deposits at September 30, 2018, by contractual maturities, is shown below:

Amortized cost	Unrealized gains (losses)	Fair value
	Gains Losses	

Edgar Filing: DSP GROUP INC /DE/ - Form 10-Q

Due in one year or less	\$ 34,489	\$1	\$(80 )	\$34,410
Due after one year to five years	75,289	1	(1,892)	73,398
	\$ 109,778	\$2	\$(1,972)	\$107,808

16

---

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 September 30, 2018, 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 September 30, 2018.

The total fair value of marketable securities with outstanding unrealized losses as of September 30, 2018 amounted to \$91,841, while the unrealized losses for these marketable securities amounted to \$1,972. Of the \$1,972 unrealized losses outstanding as of September 30, 2018, a portion of which in the amount of \$1,636 related to marketable securities that were in a loss position for more than 12 months and the remaining portion in the amount of \$336 was related 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 nine months ended September 30, 2018 and 2017 were \$14,399 and \$18,474, respectively. Proceeds from sales of available-for-sale marketable securities during the nine months ended September 30, 2018 and 2017 were \$4,810 and \$12,988, respectively. Net realized losses from the sale of available-for-sale securities for the nine months ended September 30, 2018 were \$36 compared to net realized losses for the nine months ended September 30, 2017 of \$59. 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 e—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 \$1,306 and \$1,273 at September 30, 2018 and December 31, 2017, respectively. The Company accrues interest and penalties, relating to unrecognized tax benefits, in its provision for income taxes. At September 30, 2018 and December 31, 2017, the Company had accrued interest and penalties relating to unrecognized tax benefits of \$103 and \$68, 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 f—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 and nine month periods ended September 30, 2018 and 2017, of the Company's significant customers:

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>September 30, Unaudited</b>		<b>September 30,</b>	
<b>Major customers/ distributors</b>	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
VTech Holdings Ltd.	21%	24%	23%	28%
Nexty Electronics <sup>1</sup>	12%	15%	12%	12%
				<sup>2</sup>
Ascend Technology Inc. <sup>1 3</sup>	29%	24%	27%	22%

<sup>1</sup> Distributor.



<sup>2</sup> Nexty Electronics sells the Company's products to a limited number of customers; one of those customers – Panasonic – accounted for 10% and 13% of the Company's total revenues for the three month periods ended September 30, 2018 and 2017, respectively, and 10% of the Company's total revenues for both the nine month periods ended September 30, 2018 and 2017, respectively.

<sup>3</sup> Ascend Technology sells the Company's products to a limited number of customers; one of those customers – Avaya – accounted for 10% and 6% of the Company's total revenues for the three month periods ended September 30, 2018 and 2017, respectively, and 6% and 4% of the Company's total revenues for the nine month periods ended September 30, 2018 and 2017, respectively.

## **NOTE G—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 September 30, 2018, the Company had no outstanding option or foreign exchange forward contracts.

The amount recorded as an expense in research and development expenses, sales and marketing expenses and general and administrative expenses in the condensed consolidated statements of income for the nine months ended September 30, 2018 that resulted from the above referenced hedging transactions was \$5, \$1 and \$1, respectively.

The company had no outstanding derivative instruments at September 30, 2018.

The effect of derivative instruments in cash flow hedging transactions on income and other comprehensive income ("OCI") for the three and nine months ended September 30, 2018 and 2017 is summarized below (unaudited):

	Gains (Losses) on Derivatives Recognized in OCI			
	for the		for the	
	three		nine months	
	months		ended	
	ended		September	
	September 30,		2018	
	Unaudited		2017	
	2018	2017	2018	2017
Foreign exchange forward and option contracts	\$13	\$(29)	\$(16)	\$163

**Gains (Losses) Reclassified from OCI into  
Income**

	<b>for the three months</b>		<b>for the nine months ended</b>	
	<b>ended September 30</b>		<b>September 30,</b>	
	Unaudited			
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
Foreign exchange forward and option contracts				
Operating expenses	\$ (7)	\$ 19	\$ (16)	\$ 172

**NOTE h—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 i—EQUITY-BASED COMPENSATION**

**Grants for the three months ended September 30, 2018:**

The weighted average estimated fair value of employee restricted stock units (“RSUs”) granted during the three months ended September 30, 2018 was \$10.93 per share (using the weighted average pre vest cancellation rate of 4.36% for the three months ended September 30, 2018, on an annual basis).

Employee stock benefit plans

As of September 30, 2018, the Company had two equity incentive plans from which the Company may grant future equity awards and three 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 September 30, 2018, approximately 479,000 shares of common stock remain available for grant under the Company's employee stock purchase plan and approximately 797,000 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:

	<b>Number of</b>	<b>Weighted</b>	<b>Weighted</b>	<b>Aggregate</b>
	<b>Options/SARs/RSUs</b>	<b>average</b>	<b>average</b>	<b>value</b>
		<b>exercise</b>	<b>remaining</b>	<b>(*)</b>
		<b>price</b>	<b>contractual</b>	
			<b>term</b>	
			<b>(years) (3)</b>	
	<b>in thousands</b>			<b>in thousands</b>
Outstanding at June 30, 2018	2,107	\$ 4.55		
RSUs granted	7	-		
Options / SARs / RSUs cancelled/forfeited/expired	(20 )	5.33		
Options / SARs exercised and RSUs vested	(79 )	\$ 0.42		
Outstanding at September 30, 2018 (1)	2,015	\$ 4.68	4.08	\$ 14,640
Exercisable at September 30, 2018 (2)	817	\$ 8.83	3.55	\$ 2,560

(\*) Calculation of aggregate intrinsic value is based on the share price of the Company's common stock on September 30, 2018 (\$11.90 per share).

(1) Due to the ceiling imposed on the stock appreciation right ("SAR") grants, the outstanding amount above can be exercised for a maximum of 1,922 shares of the Company's common stock as of September 30, 2018. 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 785 shares of the Company's common stock as of September 30, 2018.

(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 September 30, 2018 with exercise prices above \$11.90 per share (the closing price of the Company's common stock on September 30, 2018) is as follows:

Exercise prices	Exercisable		Unexercisable		Total	
	Number of	Weighted	Number of	Weighted	Number of	Weighted
	Options/	average	Options/	average	Options/	average
	SARs		SARs		SARs	
	/ exercise		/ exercise		/ exercise	
	RSUs		RSUs		RSUs	
	price		price		price	
	(in		(in		(in	
	thousands)		thousands)		thousands)	
Less than \$11.90	763	\$ 8.54	1,133	\$ 1.24	1,896	\$ 4.18
Above \$11.90	54	\$ 12.97	65	\$ 12.46	119	\$ 12.69
Total	817	\$ 8.83	1,198	\$ 1.85	2,015	\$ 4.68

The Company's aggregate equity-based compensation expense for the three months ended September 30, 2018 and 2017 totaled \$1,752 and \$1,438, respectively.

As of September 30, 2018, there was \$6,290 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 2018 through 2022.

**NOTE j—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 nine months ended September 30, 2018 and 2017 are as follows:

	<b>Nine months ended September 30, 2018    2017</b>	
Components of net periodic benefit cost:		
Service cost and amortization of loss	\$ 18	\$ 19
Interest cost	12	10
Net periodic benefit cost	\$ 30	\$ 29

The net pension liability as of September 30, 2018 amounted to \$868.

**NOTE k—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 September 30, 2018:

Description	Balance as of September 30,  2018 (Unaudited)	Fair value measurements		
		Level 1	Level 2	Level 3
<b>Assets:</b>				
<b>Cash equivalents:</b>				
Money market mutual funds	\$ 661	\$661	-	-
<b>Short-term marketable securities:</b>				
Corporate debt securities	\$ 24,988	-	\$24,988	-
U.S. GSE securities	\$ 2,028		\$2,028	
<b>Long-term marketable securities:</b>				
U.S. GSE securities	\$ 19,277	-	\$19,277	-
Corporate debt securities	\$ 49,021	-	\$49,021	-



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, 2017.

Description	Balance as of December 31,  2017 (Audited)	Fair value measurements		
		Level 1	Level 2	Level 3
<b>Assets</b>				
<b>Cash equivalents</b>				
Money market mutual funds	\$ 2,998	\$2,998	-	-
<b>Short-term marketable securities</b>				
U.S. GSE securities	\$ 786	-	\$786	-
Corporate debt securities	\$ 18,430	-	\$18,430	-
<b>Long-term marketable securities</b>				
U.S. GSE securities	\$ 21,258	-	\$21,258	-
Corporate debt securities	\$ 56,398	-	\$56,398	-

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 September 30, 2018 due to the short-term maturity of these instruments.

## NOTE I—STOCKHOLDERS' EQUITY

During the first nine months of 2018, the Company repurchased 803,762 shares of common stock at an average purchase price of \$12.23 per share for an aggregate purchase price of \$9,827. As of September 30, 2018, 651,627 shares of common stock 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.

During the first nine months of 2018, the Company issued approximately 703,000 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 M—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, Office 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.

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 47% and 55% of the Company's total revenues for the first nine months of 2018 and 2017, respectively, and 42% and 53% of the Company's total revenues for the third quarter of 2018 and 2017, respectively, and (ii) revenues from SmartHome products amounted to 13% and 15% of the Company's total revenues for the first nine months of 2018 and 2017, respectively, and 12% and 13% of the Company's total revenues for the third quarter of 2018 and 2017, respectively.

Office - Comprehensive solution for Voice-over-IP (VoIP) office 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 VoIP products represented 33% and 27% of its total revenues for the first nine months of 2018 and 2017, respectively, and 37% and 30% of the Company's revenues for the third quarter of 2018 and 2017, respectively. No revenues derived from other products in the office segment exceeded 10% of the Company's total revenues for the first nine months of 2018 and 2017.

SmartVoice - Products that provide voice activation and recognition, voice enhancement, always-on and far-end noise elimination that target mobile phones, SmartSpeakers, wearables, mobile headsets and other devices that incorporate the Company's noise suppression and voice quality enhancement HDClear technology. Revenues derived from products in the SmartVoice segment represented 7% and 3% of the Company's total revenues for the first nine months of 2018 and 2017, respectively, and 9% and 4% of the Company's total revenues for the third quarter of 2018 and 2017, respectively. No revenues derived from other products in the SmartVoice segment exceeded 10% of the Company's total consolidated revenues for both first nine months of 2018 and 2017.

**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 September 30, 2018 and 2017 (unaudited):

<b>Three months ended September 30,</b>				
	<b>Revenues</b>		<b>Income (loss) from operations</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
<b>Home</b>	\$17,472	\$22,787	\$3,990	\$4,565
<b>Office</b>	\$12,125	\$10,136	\$4,474	\$3,117
<b>SmartVoice</b>	\$3,022	\$1,354	\$(5,525)	\$(5,157)
<b>Total</b>	\$32,619	\$34,277	\$2,939	\$2,525

Selected operating results information for each business segment was as follows for the nine months ended September 30, 2018 and 2017 (unaudited):

<b>Nine months ended September 30,</b>				
	<b>Revenues</b>		<b>Income (loss) from operations</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
<b>Home</b>	\$54,311	\$65,531	\$11,752	\$12,474
<b>Office</b>	\$30,269	\$25,355	\$9,737	\$6,162
<b>SmartVoice</b>	\$6,801	\$2,625	\$(16,296)	\$(15,639)
<b>Total</b>	\$91,381	\$93,511	\$5,193	\$2,997

The reconciliation of segment operating results information to the Company's consolidated financial information was as follows for the three and nine months periods ended September 30, 2018:

	<b>Three months</b>	<b>Nine months</b>
Income from operations	\$2,939	\$5,193
Unallocated corporate, general and administrative expenses	(499 )	(1,595 )
Equity-based compensation expenses	(1,752 )	(5,111 )
Intangible assets amortization expenses	(425 )	(1,276 )
Financial income, net	492	1,291

Total consolidated income (loss) before taxes	\$ 755	\$(1,498 )
---	--------	------------

The reconciliation of segment operating results information to the Company's consolidated financial information was as follows for the three and nine months ended September 30, 2017:

	<b>Three months</b>	<b>Nine months</b>
Income from operations	\$ 2,525	\$ 2,997
Unallocated corporate, general and administrative expenses	(412 )	(1,267 )
Equity-based compensation expenses	(1,438 )	(4,526 )
Intangible assets amortization expenses	(425 )	(1,275 )
Financial income, net	382	1,216
Total consolidated income (loss) before taxes	\$ 632	\$(2,855 )

**NOTE N —ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)**

The following table summarizes the changes in accumulated balances of other comprehensive income for the three months ended September 30, 2018:

	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	\$ (1,996 )	\$ (20 )	\$ (399 )	\$ (283 )	\$(2,698)
Other comprehensive income (loss) before reclassifications	26	13	-	(10 )	29
Losses (gains) reclassified from accumulated other comprehensive income (loss)	(1 )	7	5	-	11
Net current period other comprehensive income (loss)	25	20	5	(10 )	40
Ending balance	\$ (1,971 )	\$ -	\$ (394 )	\$ (293 )	\$(2,658)

The following table provides details about reclassifications out of accumulated other comprehensive income for the three months ended September 30, 2018:

Details about accumulated other comprehensive income (loss) components	Losses (gains) reclassified from	Affected line item in the statement of income
--	----------------------------------	---

**accumulated  
other  
comprehensive  
income (loss)**

Gains on available-for-sale marketable securities	\$ (1	)Financial income, net
	-	Provision for income taxes
	(1	)Total, net of income taxes
Losses on cash flow hedges		
	5	Research and development
	1	Sales and marketing
	1	General and administrative
	7	Total, before income taxes
	-	Provision for income taxes
	7	Total, net of income taxes
Losses on components of defined benefit plans	3	Research and development
	2	Sales and marketing
	5	Total, before income taxes
	-	Provision for income taxes
	5	Total, net of income taxes
Total reclassifications for the period	\$ 11	Total, net of income taxes



The following table summarizes the changes in accumulated balances of other comprehensive income (loss) for the nine months ended September 30, 2018:

	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 gains (losses) on foreign currency translation	Total
Beginning balance	\$ (1,209 )	\$ -	\$ (409 )	\$ (256 )	\$(1,874)
Other comprehensive income (loss) before reclassifications	(797 )	(16 )	-	(38 )	(851 )
Losses reclassified from accumulated other comprehensive income (loss)	36	16	15	-	67
Net current period other comprehensive income	(761 )	-	15	(38 )	(784 )
Ending balance	\$ (1,970 )	\$ -	\$ (394 )	(294 )	\$(2,658)

The following table provides details about reclassifications out of accumulated other comprehensive income for the nine months ended September 30, 2018:

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	\$ 36	Financial income, net

Edgar Filing: DSP GROUP INC /DE/ - Form 10-Q

	-	Provision for income taxes
	36	Total, net of income taxes
Losses on cash flow hedges		
	13	Research and development
	1	Sales and marketing
	2	General and administrative
	16	Total, before income taxes
	-	Provision for income taxes
	6	Total, net of income taxes
Losses on components of defined benefit plans		
	10	Research and development
	5	Sales and marketing
	15	Total, before income taxes
	-	Provision for income taxes
	15	Total, net of income taxes
Total reclassifications for the period	\$ 67	Total, net of income taxes

## **NOTE O—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 \$200 for both three month periods ended September 30, 2018 and 2017.

The Company recorded grants in the amount of \$1,200 million for both nine month periods ended September 30, 2018 and 2017.

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 VoIP and SmartVoice products, will continue to increase in 2018 and expect such revenues to represent a higher percentage of 2018 total revenues, as compared to 2017;*

*Our anticipation that our gross margin on an annual basis will continue to increase, as compared to previous periods, 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 2018;*

*Our belief that the market will remain price sensitive for 2018 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 September 30, 2018 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. During 2017, within our Home segment, which includes cordless telephony products, we consolidated our home gateway and home automation products into a new product line called SmartHome. Our Office segment consists of a comprehensive set of solutions for unified office communication (VoIP office products). In addition, our SmartVoice segment products consist 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.

For the first nine months of 2018, revenues from our growth initiatives, namely sales from our Office/VoIP, SmartHome and SmartVoice products, were \$48.7 million and accounted for 53% of our total revenues. Year-over-year, the Office segment revenues grew by 19%, revenues from the SmartVoice segment grew by 159% and Home segment revenue decreased by 17%, and specifically, revenues from SmartHome products decreased by 16%. Revenue derived from products targeted for digital cordless telephony represented 47% of our total revenues for the first nine months of 2018 and declined by 17% in the first nine months of 2018, as compared to the same period in 2017.

Our revenues were \$91.4 million for the first nine months of 2018, a 2% decrease compared to the corresponding period of 2017. The decrease for the first nine months of 2018 was primarily as a result of a decrease in sales of our digital cordless products and our SmartHome products, partially offset by increased sales of our VoIP and SmartVoice products. Revenues from our growth initiatives accounted for 53% of our total revenues for the first nine months of 2018, as compared to 45% of our total revenues for the first nine months of 2017.

Revenues derived from the sale of cordless telephony products represented 47% of our total revenues for the first nine months of 2018, as compared to 55% of our total revenues for the first nine months of 2017. Sales of our VoIP products represented 33% of our total revenues for the first nine months 2018, as compared to 27% of our total revenues for the first nine months of 2017. Revenues from our SmartVoice products represented 7% of our total revenues for the first nine months of 2018, as compared to 3% of our total revenues for the first nine months of 2017. Revenues from our SmartHome products accounted for 13% of our revenues for the first nine months of 2018, as compared to 15% of our revenues for the first nine months of 2017. We expect that revenues from VoIP and SmartVoice products, to increase in 2018 and expect such revenues to represent a higher percentage of 2018 total revenues, as compared to 2017.

Our gross margin increased to 49.3% of our total revenues for the first nine months of 2018 from 45.7% for the first nine months of 2017, primary due to (i) an improvement in direct contribution and production yield of certain of our products, and (ii) a change in the mix of products sold and mix of customers. We anticipate that our gross margin on an annual basis will continue to increase, as compared to previous periods, as our product mix shifts in favor of growth initiative products, which generally have higher gross margins.

Our operating loss was \$2.8 million for the first nine months of 2018, as compared to an operating loss of \$4.1 million for the first nine months of 2017. The decrease in our operating loss is attributed to an increase in our gross margins for the first nine months of 2018, as compared to the corresponding period of 2017. This was partially offset by an increase in total operating expenses and a decrease in revenues for the first nine months of 2018, as compared to the corresponding period of 2017.

Our operating expenses increased by 2% to \$47.9 million for the first nine months of 2018, as compared to \$46.8 million for the first nine months of 2017, mainly as a result of (i) an increase in equity-based compensation expenses for the first nine months of 2018, as compared to the first nine months of 2017, (ii) an increase in payroll and related expenses, partially due to the devaluation of the U.S. Dollar vs. the Israeli Shekel in the first nine months of 2018 as compared to the first nine months of 2017, and (iii) an increase in sales commission expenses for the first nine months of 2018, as compared to the first nine months of 2017. This increase was partially offset by a decrease in research and development subcontractor expenses in the first nine months of 2018, as compared to the first nine months of 2017.

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

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.

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. Aggregate revenues derived from our growth initiatives were 53% and 45% of our total revenues for the first nine months of 2018 and 2017, respectively. Based on a strong pipeline of design wins, our current mix of growth initiative products and anticipated commercialization schedules of customers incorporating our such products, we anticipate annual revenues generated from our growth initiatives to increase in 2018 as compared to 2017.



As of September 30, 2018, our principal source of liquidity consisted of cash and cash equivalents of \$11.4 million and marketable securities, short and long-term deposits of \$107.8 million, totaling \$119.2 million.

## RESULTS OF OPERATIONS

The following tables represent our total revenues and our revenues by product family for the three and nine month periods ended September 30, 2018 and 2017 (dollars in millions):

	Three months ended September 30,				Nine months ended September 30,			
	2018	2017	Change		2018	2017	Change	
Total revenues (1)	\$32.6	\$34.3	(5	%)	\$91.4	\$93.5	(2	%)
Cordless (2)	\$13.7	\$18.2	(25	%)	\$42.6	\$51.6	(17	%)
Percentage of total revenues	42	53	%	%	47	55	%	%
SmartHome (3)	\$3.8	\$4.6	(17	%)	\$11.7	\$14.0	(16	%)
Percentage of total revenues	12	13	%	%	13	15	%	%
VoIP (4)	\$12.1	\$10.1	20	%	\$30.3	\$25.3	19	%
Percentage of total revenues	37	30	%	%	33	27	%	%
SmartVoice (5)	\$3.0	\$1.4	123	%	\$6.8	\$2.6	159	%
Percentage of total revenues	9	4	%	%	7	3	%	%

The decrease in revenues for the third quarter and first nine months of 2018, as compared to the same periods in 1. 2017, was primarily as a result of a decrease in sales of our cordless telephony and SmartHome products, offset to some extent by increased sales of our VoIP and SmartVoice products.

2. The decrease in cordless revenues for the first three and nine months of 2018, as compared to the same periods in 2017, was mainly attributable to decreased demand from our customers in all markets.

3. The decrease of our SmartHome product sales for the comparable periods is attributable to a decrease in customer demand for our SmartHome products.

4. The increase in our VoIP sales for both comparable periods is mainly attributable to a growth in market demand for our VoIP products that resulted from the growth of our market share within this market.

5. The increase in our SmartVoice product sales for both comparable periods was attributed mostly to an increase in demand from our tier one mobile customer.

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):

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
United States	\$1,442	\$1,052	\$4,498	\$3,798
Japan	4,045	5,641	11,532	12,839
Europe	2,379	2,283	7,169	7,265
Hong-Kong	8,656	11,707	28,407	35,627
China	5,015	5,498	12,135	11,975
Taiwan	7,745	6,477	19,100	16,118
Korea	1,966	623	4,790	2,592
Other	1,371	996	3,750	3,297
Total revenues	\$32,619	\$34,277	\$91,381	\$93,511

Sales to our customers in Japan decreased for the third quarter and first nine months of 2018 as compared to the same periods of 2017, representing a decrease of 28% and 10% in absolute dollars. The decrease in our sales to Japan for the comparable periods resulted mainly from a decrease in sales through our distributor, Nexty Electronics Corporation (“Nexty Electronics” previously called Tomen Electronics Corporation) to Panasonic Communications Ltd (“Panasonic”), representing a decrease of 26% and 9% in absolute dollars for the third quarter and the first nine months of 2018, respectively, as compared to the same periods of 2017.

Sales to our customers in Hong Kong decreased for the third quarter and first nine months of 2018, as compared to the same periods of 2017, representing a decrease of 26% and 20% in absolute dollars, resulting mainly from a decrease in sales to our customer VTech Holdings Ltd. (“VTech”), representing a 17% decrease in sales for both comparable periods.

Sales to our customers in Taiwan increased for the third quarter and first nine months of 2018, as compared to the same periods of 2017, representing an increase of 20% and 19%, respectively, 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 14% and 19% increase in sales for the comparable periods.

Sales to our customers in Korea increased for the third quarter and first nine months of 2018, as compared to the same periods of 2017, representing an increase of 216% and 85% in absolute dollars, which resulted mainly from an increase in sales to our tier one mobile customer.

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 and nine months periods ended September 30, 2018 and 2017:

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>September 30, 2018</b>		<b>September 30, 2017</b>	
VTech	21 %	24 %	23 %	28 %

The following table represents our total revenues, as a percentage of our total revenues, through our main distributors for the three and nine-month periods ended September 30, 2018 and 2017:

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
Nexty Electronics (1)	12 %	15 %	12 %	12 %
Ascend Technology (2)	29 %	24 %	27 %	22 %

Our distributor, Japan-based Nexty Electronics, sells our products to a limited number of customers; One of those customers – Panasonic – accounted for 10% and 13% of our total revenues for the three month periods ended  
(1) September 30, 2018 and 2017, respectively, and 10% of our total revenues for both nine month periods ended September 30, 2018 and 2017.

Ascend Technology sells our products to a limited number of customers; one of those customers – Avaya –  
(2) accounted for 10% and 6% of our total revenues for the three month periods ended September 30, 2018 and 2017, respectively, and 6% and 4% of our total revenues for the nine month periods ended September 30, 2018 and 2017.

**Significant products.** Revenues from our digital cordless telephony products represented 47% and 55% of our total revenues for the nine months ended September 30, 2018 and 2017, respectively. Revenues from our digital cordless telephony products represented 42% and 53% of our total revenues for the third quarter of 2018 and 2017, respectively. We believe that sales of digital cordless telephony products will represent a substantial percentage of our revenues for 2018.

Revenues from our VoIP products represented 33% and 27% of our total revenues for the nine months ended September 30, 2018 and 2017, respectively. Revenues from our VoIP products represented 37% and 30% of our total revenues for the third quarter of 2018 and 2017, respectively. Revenues from our SmartHome products represented 13% and 15% of our total revenues for the nine months ended September 30, 2018 and 2017, respectively. Revenues from our SmartHome products represented 12% and 13% of our total revenues for the third quarter of 2018 and 2017, respectively.

**Gross profit.** Gross profit as a percentage of revenues was 50.0 % for the third quarter of 2018 and 46.7% for the third quarter of 2017. Gross profit as a percentage of revenues was 49.3% for the first nine months of 2018 and 45.7% for the first nine months of 2017. 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, and (ii) a change in the mix of products sold and mix of customers.

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 obsolescence and logistics personnel.

**Research and development expenses, net.** Our research and development expenses, net, increased to \$9.6 million for the third quarter of 2018 from \$9.2 million for the third quarter of 2017. The increase for the third quarter of 2018 was mainly due to (i) an increase in tape out and IP expenses in the amount of \$0.5 million, as compared to the third quarter of 2017, and (ii) an increase in equity-based compensation expense of \$0.2 million, as compared to the third quarter of 2017. Those increases were partially offset by a decrease in subcontractor and development software tool expenses of \$0.2 million, as compared to the third quarter of 2017.

Our research and development expenses, net, decreased to \$27.5 million for the first nine months of 2018 from \$27.6 million for the first nine months of 2017. The decrease for the first nine months of 2018 was mainly due to (i) a decrease in subcontractor expense of \$0.6 million, as compared to the first nine months of 2017, (ii) a decrease in tape outs and IP expenses in the amount of \$0.2 million, as compared to the first nine months of 2017, and (iii) a decrease in other project related expenses, such as materials and development software tool expenses in the amount of \$0.3 million. Those decreases were partially offset by an increase of \$0.7 million in salaries and related expenses, as compared to the first nine months of 2017, partially due to the devaluation of the U.S dollar against the NIS and an increase in equity-based compensation expense of \$0.3 million, as compared to the first nine months of 2017.

Our research and development expenses, net, as a percentage of our total revenues were 29% and 27% for the three months ended September 30, 2018 and 2017, respectively, and 30% and 29% for the nine months ended September 30, 2018 and 2017, respectively. The increase in research and development expenses, net, as a percentage of our total revenues for the three-month period ended September 30, 2018 and 2017, was mainly due to a increase in research and development expenses and decrease in revenues for the comparable periods. The increase in research and development expenses, net, as a percentage of our total revenues for the nine month period ended September 30, 2018 and 2017, was mainly due a decrease in revenues for the comparable periods.

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 amounted to \$3.6 million for both third quarters of 2018 and 2017.

Our sales and marketing expenses increased to \$11.5 million for the first nine months of 2018 from \$10.6 million for the first nine months of 2017. The increase in sales and marketing expenses for the first nine months of 2018, compared to the comparable period of 2017, was mainly due to (i) an increase in sales commissions in the amount of \$0.6 million for the first nine months of 2018, as compared to the first nine months of 2017, mainly related to sales of SmartVoice products, (ii) an increase of \$0.1 million in equity-based compensation expenses for the first nine months of 2018, as compared to the first nine months of 2017, (iii) an increase in travel and trade show expenses in the amount of \$0.1 million for the first nine months of 2018, as compared to the first nine months of 2017, and (iv) an increase of \$0.1 million in salaries and related expenses, as compared to the first nine months of 2017,

Our sales and marketing expenses, net, as a percentage of our total revenues were 11% for both three months ended September 30, 2018 and 2017, and 13% and 11% for the first nine months of 2018 and 2017, respectively. The increase as a percentage of our total revenues for the nine month periods ended September 30, 2018 was mainly due to an increase in sales and marketing expenses and a decrease in revenues 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 \$2.4 million and \$2.5 million for the third quarter of 2018 and 2017, respectively. The decrease in general and administrative expenses for the third quarter of 2018, as compared to the comparable period of 2017, was mainly due to (i) a \$0.2 million decrease in employee-related expenses, and (ii) a \$0.1 million decrease in legal expenses for the third quarter of 2018, as compared to the third quarter of 2017. The decreases were partially offset by an increase of \$0.1 million in equity-based compensation expenses for the third quarter of 2018, as compared to the third quarter of 2017.

Our general and administrative expenses were \$7.6 million and \$7.3 million for the first nine months of 2018 and 2017, respectively. The increase in general and administrative expenses for the first nine months of 2018, as compared to the comparable period of 2017, was mainly due to an increase in (i) equity-based compensation expenses for the first nine months of 2018, as compared to the first nine months of 2017, and (ii) an increase in professional expenses (mainly accounting, consultants and legal) for the first nine months of 2018, as compared to the first nine months of 2017.

General and administrative expenses as a percentage of our total revenues were 7% for both three months ended September 30, 2018 and 2017, and 8% for both first nine months of 2018 and 2017.

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, Office 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. During 2017, we consolidated our 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 our total revenues and amounted to 47% and 55% of our total revenues for the first nine months of 2018 and 2017, respectively, and 42% and 53% of our total revenues for the third quarter of 2018 and 2017, respectively, and (ii) revenues from SmartHome products amounted to 13% and 15% of our total revenues for the first nine months of 2018 and 2017, respectively, and 12% and 13% of our total revenues for the third quarter of 2018 and 2017, respectively.

Office - Comprehensive solution for Voice-over-IP (VoIP) office products, including office solutions that offer businesses of all sizes low-cost VoIP terminals with converged voice and data applications. Revenues from our VoIP products represented 33% and 27% of its total revenues for the first nine months of 2018 and 2017, respectively and 37% and 30% of our revenues for the third quarter of 2018 and 2017, respectively. No revenues derived from other products in the office segment exceeded 10% of our total revenues for the first nine months of 2018 and 2017.

SmartVoice - Products that provide voice activation and recognition, voice enhancement, always-on and far-end noise elimination that target mobile phones, SmartSpeakers, wearables, mobile headsets and other devices that incorporate the Company's noise suppression and voice quality enhancement HDClear technology. Revenues derived from products in the SmartVoice segment represented 7% and 3% of our total revenues for the first nine months of 2018 and 2017, respectively, and 9% and 4% of our total revenues for the third quarter of 2018 and 2017, respectively. No revenues derived from other products in the SmartVoice segment exceeded 10% of our total consolidated revenues for both first nine months of 2018 and 2017.

**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 September 30, 2018 and 2017 (unaudited):

	Three months ended September 30,			
	Revenues		Income (loss) from operations	
	2018	2017	2018	2017
Home	\$17,472	\$22,787	\$3,990	\$4,565
Office	\$12,125	\$10,136	\$4,474	\$3,117
SmartVoice	\$3,022	\$1,354	\$(5,525)	\$(5,157)
<b>Total</b>	<b>\$32,619</b>	<b>\$34,277</b>	<b>\$2,939</b>	<b>\$2,525</b>

Selected operating results information for each business segment was as follows for the nine months ended September 30, 2018 and 2017 (unaudited):

	Nine months ended September 30,			
	Revenues		Income (loss) from operations	
	2018	2017	2018	2017
<b>Home</b>	\$54,311	\$65,531	\$11,752	\$12,474
<b>Office</b>	\$30,269	\$25,355	\$9,737	\$6,162
<b>SmartVoice</b>	\$6,801	\$2,625	\$(16,296)	\$(15,639)
<b>Total</b>	\$91,381	\$93,511	\$5,193	\$2,997

Sales to our customers in the home segment decreased for the third quarter and the first nine months of 2018, as compared to the third quarter and first nine months of 2017, representing a decrease of 23% and 17%, respectively, in absolute dollars for the comparable periods. The decrease in sales in the home segment for the comparable periods was mainly attributable to decreased demands for cordless telephony products and SmartHome products.

Sales to our customers in the office segment increased for the third quarter and first nine months of 2018 as compared to the third quarter and first nine months of 2017, representing an increase of 20% and 19% in absolute dollars, respectively. The increase in sales in the Office 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 third quarter and the first nine months of 2018 as compared to the third quarter and first nine months of 2017, representing an increase of 123% and 159% in absolute dollars, respectively. The increase in sales to our customers in the SmartVoice segment for the comparable periods was mainly due to an increase in sales to our tier one mobile customer.

The reconciliation of segment operating results information to our consolidated financial information is included in Note M to our condensed consolidated financial statements.

***Amortization of intangible assets.*** During both the third quarter of 2018 and 2017, we recorded an expense of \$0.4 million, relating to the amortization of intangible assets associated with previous acquisitions. During both the first nine months of 2018 and 2017, we recorded an expense of \$1.3 million relating to the amortization of intangible assets associated with previous acquisitions.

***Financial income, net.*** Financial income, net, amounted to \$0.5 and \$0.4 million for the third quarter ended September 30, 2018 and 2017, respectively, and \$1.3 and \$1.2 million for the first nine months of 2018 and 2017, respectively. The increase in financial income for both comparable periods was mainly due to an increase in marketable securities and deposit interest in 2018 as compared to 2017.

***Provision for income taxes.*** We had \$0.35 million of tax expenses for the third quarter of 2018 as compared to \$0.1 million of tax expenses in the third quarter of 2017. We had \$0.1 million of tax expenses in the first nine months of 2018, as compared to less than \$0.1 million of tax expenses for the first nine months of 2017.

In the third quarter of 2018, we had tax expenses of less than \$0.1 million, that resulted from changes in deferred taxes related to intangible assets acquired in previous acquisitions and equity-based compensation expenses. In addition,

current tax expenses amounted to \$0.3 million for the third quarter of 2018. In the third quarter of 2017, we had \$0.2 million of current tax expenses, offset to some extent by income in the amount \$0.1 million, resulting from changes in deferred taxes related to intangible assets acquired in previous acquisitions and equity-based compensation expenses. In the first nine months of 2018, we had \$0.5 million of current tax expenses, offset to some extent by income in the amount of \$0.3 million resulting from changes in deferred taxes related to intangible assets acquired in previous acquisitions and equity-based compensation expenses. In the first nine months of 2017, we had income of \$0.3 million, resulting from changes in deferred taxes related to intangible assets acquired in previous acquisitions and equity-based compensation expenses, fully offset by tax expenses for the first nine months of 2017.

## LIQUIDITY AND CAPITAL RESOURCES

**Operating activities.** During the first nine months of 2018, we generated \$2.0 million of cash and cash equivalents from our operating activities, as compared to \$1.4 million of cash generated from our operating activities for the first nine months of 2017. The increase in net cash generated from operating activities for the first nine months of 2018, as compared to the first nine months of 2017, was mainly as a result of a decrease in net loss for the first nine months of 2018 as compared to the first nine months of 2017, offset to some extent by changes in working capital during the first nine months of 2018 as compared to the first nine months of 2017.

**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 nine months of 2018, we purchased \$24.0 million of marketable securities and short-term deposits, as compared to \$31.8 million purchased during the first nine months of 2017. During the first nine months of 2018, \$17.4 million of marketable securities and short-term deposits matured and were called by the issuers, as compared to \$18.9 million during the first nine months of 2017. During the first nine months of 2018 and 2017, \$4.8 million and \$13.0 million, respectively, of marketable securities were sold. As of September 30, 2018, the amortized cost of our marketable securities and deposits was \$109.8 million and their stated market value was \$107.8, representing \$2.0 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 \$0.9 and \$0.7 million, for the first nine months of 2018 and 2017, respectively.

**Financing activities.** During the first nine months of 2018, we paid an aggregate purchase price of \$9.6 million to repurchase 785,000 shares of common stock at an average purchase price of \$12.23 per share. During the first nine months of 2017, we repurchased 379,000 shares of common stock at an average purchase price of \$11.52 per share for an aggregate purchase price of \$4.4 million.

In addition, during the first nine months of 2018, we received \$0.5 million upon the exercise of employee and directors stock options. During the first nine months of 2017, we received \$1 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.

At September 30, 2018, approximately 0.7 million shares of our common stock were available for repurchase under our board authorized share repurchase program.

As of September 30, 2018, we had cash and cash equivalents totaling approximately \$11.4 million and marketable securities and time deposits of approximately \$107.8 million. Out of total cash, cash equivalents and marketable securities of \$119.2 million, \$108.8 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 September 30, 2018 was approximately \$57.1 million, compared to \$53.4 as of September 30, 2017. The increase in working capital was mainly due to (i) a net cash of \$9.2 million generated from operating activities from September 30, 2017 through September 30, 2018, and (ii) the replacement of long term marketable securities with short term marketable securities and deposits. The above-mentioned increases were offset to some extent by the repurchase of our common stock in the amount of \$9.7 million from September 30, 2017 through September 30, 2018. 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. 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 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 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 2018, 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 2 to notes to our consolidated financial statements for the period ended September 30, 2018. 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 September 30, 2018.

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, 2017 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 “We rely on a few distributors for a significant portion of our total revenues and the failure of those distributors to perform as expected would materially reduce our future sales and revenues;” (4) 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;” (5) 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;” (6) 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 (7) changes to the Risk Factor below entitled “We are exposed to fluctuations in currency exchange rates.” In addition, we added Risk Factors below entitled “*A breach of our information technology systems could subject us to liability, reputational damage or interrupt the operation of our business.*” and “*New tariffs and other trade measures could adversely affect our consolidated results of operations, financial position and cash flows.*”

***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 47% of our total revenues for the first nine months of 2018 and 55% for the same period of 2017. Any adverse change in the digital cordless market or in our ability to compete and maintain our competitive position in that market would harm our business, financial condition and results of operations.

With the rapid deployment of new communication access methods, including mobile, wireless broadband, cable and other connectivity, the traditional cordless telephony market using fixed-line telephony is declining and will continue to decline, which reduces our revenues derived from, and unit sales of, cordless telephony products. Moreover, macro-economic trends in the consumer electronics industry may adversely impact our future revenues.

Furthermore, the decline in fixed line telephony together with the prevalence of new communication access methods, including mobile, wireless broadband, cable and other connectivity, has sales of products using fixed-line telephony. A significant majority of our revenues are currently generated from sales of chipsets used in cordless phones that are based on fixed-line telephony, and the continued decline in fixed-line telephony would reduce our revenues derived from, and unit sales of, our digital cordless telephony products.

In addition, the digital cordless telephony market is competitive and is facing pricing pressures, and we expect that competition and pricing pressures will continue. It is possible that we may one day be unable to respond to increased pricing competition for digital cordless telephony processors or other products through the introduction of new products or reduction of manufacturing costs. This inability to compete would have a material adverse effect on our business, financial condition and results of operations. Likewise, any significant delays by us in developing, manufacturing or shipping new or enhanced products in this market also would have a material adverse effect on our business, financial condition and results of operations.

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

We expect that a limited number of customers, varying in identity from period-to-period, will account for a substantial portion of our revenues in any period. Our four largest customers – VTech Holdings Ltd (“VTech”), Panasonic through Nexty Electronics Corporation (“Nexty Electronics,” previously called Tomen Electronics Corporation), Cisco Systems, Inc. through Ascend Technology Inc. (“Ascend Technology”) and Avaya through Ascend Technology, accounted for approximately 48% of our total revenues for both the first nine months of 2018 and 2017.

The following table represents our sales from our main customers as a percentage of our total revenues for the nine months ended September 30, 2018 and 2017:

	<b>Nine months ended</b>	
<b>Major Customers</b>	<b>September 30, 2018</b>	<b>2017</b>
VTech Holdings Ltd.	23 %	28 %

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) in the cordless digital market. This industry is highly cyclical and has been subject to significant economic downturns at various times, particularly in recent periods. 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.

*We rely on a few distributors for a significant portion of our total revenues and the failure of those distributors to perform as expected would materially reduce our future sales and revenues.*

The following table represents our sales as a percentage of our total revenues through our main distributors Nexty Electronics and Ascend Technology, for the nine months ended September 30, 2018 and 2017:

	<p><b>Nine months ended September 30,</b></p>	
<b>Major Distributors</b>	<b>2018</b>	<b>2017</b>
Nexty Electronics	12 %	12 %
Ascend Technology	27 %	22 %

The loss of Nexty Electronics and/or Ascend Technology as our distributors and our inability to obtain satisfactory replacements in a timely manner would materially harm our sales and results of operations.

*Our future success is dependent on market acceptance of our HDClear product family targeted for the mobile device market and on market acceptance of our VoIP products, 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 HDClear and VoIP product families. Moreover, we are targeting a new market with our HDClear product family, a market with dominant and established players selling to OEM

customers with whom they have established relationships. We will need to win over such customers, with whom we do not have established relationships, to gain market share. If we are unable to generate significant revenues from our HDClear 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 HDClear product family relates only to the voice and audio subsystem of a mobile device and there are only a limited number of OEMs targeted for this market. Our main competitors include Audience (acquired by Knowles Corporation), Conexant (recently acquired by 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 HDClear 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 gain design wins, both of which would adversely impact our operating results.

***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, they are components of end products. As a result, we rely upon OEMs 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 HDClear 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. 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.



***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  
IIA;

entry into new markets, including China, 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;

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 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 have lower average gross margins than other 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 “over-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.

***There are several emerging market trends that may challenge our ability to continue to grow our business.***

New technological developments in the home connectivity market may adversely affect our operating results. For example, the prevalence of new communication access methods, including mobile, wireless broadband, cable and other connectivity, as well as the lack of growth in products using fixed-line telephony would reduce our total revenues derived from, and unit sales of, cordless fixed-line telephony products. Our ability to maintain our growth will depend on the expansion of our product lines to capitalize on the emerging access methods and on our success in developing and selling a portfolio of “system-on-a-chip” solutions targeted at wider markets, including the intensively competitive mobile devices market. We cannot assure you that we will succeed in expanding our product lines or portfolio of “system-on-a-chip” solutions, or that they would receive market acceptance.

Furthermore, there is continued threat from alternative technologies accelerating the decline of the fixed-line telephony market. This competition comes from mobile telephony, including emerging dual-mode mobile Wi Fi phones and other innovative applications, such as Skype and iChat. Given that we derive a significant amount of revenues from chipsets incorporated into fixed-line telephony products, if we are unable to develop new technologies in the face of the decline of this market, our business could be materially adversely affected.

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

Our HDClear product family is designed to enhance the sound quality and eliminate background voices 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 HDClear product family. Moreover, users may also be satisfied with existing sound quality or blame poor quality on their 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 HDClear 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.

***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 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 nine months of 2018 and 2017, 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 United States 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.

***In order to sustain the future growth of our business, we must penetrate new markets and our new products must achieve widespread market acceptance.***

In order to increase our sales volume and expand our business, we must penetrate new markets and introduce new products, especially our HDClear product family. We are exploring opportunities to expand sales of our products in China, Japan, Korea and South America. However, there are no assurances that we will gain significant market share in those competitive markets. In addition, due to the cyclical nature of manufacturing capacity issues, the increasing cost of silicon integrated circuits, the continued decline of average selling prices of chipsets and other industry-wide factors, many North American, European and Japanese OEMs are moving their manufacturing sites to Asia. This

trend may cause the mix of our OEM customers to change in the future, thereby further necessitating our need to penetrate new markets. Furthermore, to sustain the future growth of our business, we need to introduce new products as sales of our older products taper off. Moreover, the penetration of new competitive markets and introduction of new products could require us to reduce the sale prices of our products or increase the cost per product and thus reducing our total gross profit in future periods. Our revenue growth is dependent on the successful deployment of our new VoIP and HDClear products. 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.

***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 substantially 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 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, demand for higher levels of integration, growing competition and new product introductions. This is especially the case for the mobile device market. 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.

Because of changing customer requirements and emerging industry standards, we may not be able to achieve broad market acceptance of our products. Our success is dependent, in part, on our ability to:

successfully develop, introduce and market new and enhanced products at competitive prices and in a timely manner in order to meet changing customer needs;

convince leading OEMs to select our new and enhanced products for design into their own new products;

respond effectively to new technological changes or new product announcements by others;



effectively use and offer leading technologies; and

maintain close working relationships with our key customers.

There are no assurances that we will be successful in these pursuits, that the demand for our products will continue or that our products will achieve market acceptance. Our failure to develop and introduce 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 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 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. Over-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 their relationship with us 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 them, 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 and make reliable projections. Moreover, we operate within the semiconductor industry which experiences significant fluctuations in sales 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 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. 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' 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.

***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, 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 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.

***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 September 30, 2018, 197 of our 320 employees were located in Israel, including 130 out of 195 of our research and development personnel. In addition, although we are incorporated in Delaware, a majority of our directors and 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 provides for significant and wide-ranging changes to the U.S. Internal Revenue Code. The reforms are complex, and it will take some time to assess the implications thoroughly. Broadly, the implications most relevant to the company include: a) a reduction in the U.S. federal corporate income tax rate from 35% to 21%, with various “base erosion” rules that may effectively limit the tax deductibility of certain payments made by U.S. entities to non-U.S. affiliates and additional limitations on deductions attributable to interest expense; and b) adopting elements of a territorial tax system. To transition into the territorial tax system, the Tax Cuts and Jobs Act includes a one-time tax on cumulative retained earnings and profits of U.S.-owned (directly or indirectly) foreign subsidiaries, at a rate of 15.5% for earnings represented by cash or cash equivalents and 8.0% for the balance of such earnings. Taxpayers may make an election to pay this tax over eight years. These tax reforms will give rise to significant consequences, both immediately in terms of one-off impacts relating to the transition tax and the measurement of deferred tax assets and liabilities and going forward in terms of the company’s taxation expense. An initial review and estimate has been undertaken by us, which will be updated over the coming weeks and months as we work through these complex changes with its advisors. The Tax Act could be subject to potential amendments and technical corrections, any of which could lessen or increase adverse impacts of the law. The final transitional impact of the Tax Act may differ from our previously provided estimates due to, among other things, changes in interpretations of the Tax Act, any legislative action to address questions that arise because of the Tax Act, any changes in accounting standards for income taxes or related interpretations in response to the Tax Act, or any updates or changes to estimates we utilized to calculate the transitional impacts, including impacts related to changes to current year earnings estimates and the amount of the repatriation tax. Given the unpredictability of these and other tax laws and related regulations, and their potential interdependency, it is difficult to currently assess the overall effect of such changes. Nonetheless, any material negative effect of such changes to our earnings and cash flow could adversely impact our financial results.

***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 2018) 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. We cannot assure you 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 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 nine months of 2018 and 2017, 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.

***Because the markets in which we compete are highly competitive, and many of our competitors 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 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 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 Lantiq (acquired by Intel) and Dialog Semiconductors. Our principal competitors in the VoIP market include Broadcom (acquired by Avago Technologies), Dialog Semiconductors, Infineon, Texas Instruments and new Taiwanese IC vendors. Our principal competitors in the smart audio and noise reduction market include Audience (acquired by Knowles Corporation), Cirrus Logic, Conexant (recently acquired by Synaptics) and developers of noise cancellation software running on mobile phones such as



NXP and ForteMedia.

As discussed above, various new developments in the home residential market may 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 and develop a portfolio of “system-on-a-chip” solutions that integrate video, voice, data and communication technologies in a wider multimedia market may increase our operating expenses and reduce our gross profit. We cannot assure you that we will succeed in developing and introducing new products that are responsive to market demands.

***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 constantly 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.

***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 you may not be able to resell your shares of our common stock at or above the price you 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 third quarter of 2018, we repurchased 317,340 shares of common stock at an average purchase price of \$12.47 per share for approximately \$4.0 million. The table below sets forth the information with respect to repurchases of our common stock during the third quarter ended September 30, 2018.

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 (July 1, 2018 to July 31, 2018)	129,070	12.73	129,070	132,518
Month #2 (August 1, 2018 to August 31, 2018)	99,275	12.69	99,275	740,622
Month #3 (September 1, 2018 to September 30, 2018)	88,995	11.85	88,995	651,627 (1)

(1) The number represents the number of shares of our common stock that remained available for repurchase as of September 30, 2018 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.

At September 30, 2018, 651,627 shares of our common stock are available for repurchase under our board authorized share repurchase programs. 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)

/s/ Dror Levy

Date: November 9, 2018 By:

Dror Levy, Chief Financial Officer and Secretary

(Principal Financial Officer and Principal Accounting Officer)