

DSP GROUP INC /DE/  
Form DEFA14A  
June 05, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): June 5, 2013**

**DSP GROUP, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**

**(State or Other Jurisdiction of Incorporation)**

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**1-35256**  
(Commission

**94-2683643**  
(I.R.S. Employer

File Number)

Identification No.)

**2580 North First Street, Suite 460**

**San Jose, CA**  
(Address of Principal Executive Offices)

**95131**  
(Zip Code)

**408/986-4300**

(Registrant's Telephone Number, Including Area Code)

*With a copy to:*

**Bruce Alan Mann, Esq.**

**Morrison & Foerster LLP**

**425 Market Street**

**San Francisco, CA 94105**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☒ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 8.01. OTHER EVENTS**

On June 5, 2013, DSP Group, Inc. issued a letter to stockholders announcing the growing support it received from its stockholders as well as endorsements from its customers and suppliers following the positive recommendations by all three proxy advisory services - ISS, Glass Lewis and Egan Jones - in favor of the Company's nominees to the board of directors of the company at the upcoming annual meeting of stockholders to be held on June 10, 2013. A copy of the letter to stockholders is filed herewith as Exhibit 99.1.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

d. Exhibits

| Exhibit<br>No. | Description                                                    |
|----------------|----------------------------------------------------------------|
| 99.1           | Letter to stockholders of DSP Group, Inc., dated June 5, 2013. |

**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 hereunto duly authorized.

DSP GROUP, INC.

Date: June 5, 2013

By: /s/ Dror Levy  
Dror Levy  
Chief Financial Officer and Secretary