

DSP GROUP INC /DE/
Form 4/A
July 26, 2013

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Starboard Value LP

2. Issuer Name and Ticker or Trading Symbol
DSP GROUP INC /DE/ [DSPG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
830 THIRD AVENUE, 3RD FLOOR,
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/22/2013

____ Director
____ Officer (give title below) Other (specify below)
Former 10% Owner

NEW YORK, NY 10022

4. If Amendment, Date Original Filed (Month/Day/Year)
07/24/2013

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock, \$0.001 Par Value (1) (2) (3)	07/22/2013		S	13,501 D \$ 8.3167	1,619,124	I	By Starboard Value and Opportunity Master Fund Ltd (4)
Common Stock, \$0.001 Par Value (1) (2) (3)	07/22/2013		S	4,874 D \$ 8.3167	584,580	I	By Starboard Value and Opportunity S LLC (5)
	07/23/2013		S	6,395 D	1,612,729	I	

Common Stock, \$0.001 Par Value <u>(1)</u> <u>(2)</u> <u>(3)</u>					\$					By Starboard Value and Opportunity Master Fund Ltd <u>(4)</u>
Common Stock, \$0.001 Par Value <u>(1)</u> <u>(2)</u> <u>(3)</u>	07/23/2013		S	2,309	D	\$ 8.0799	582,271		I	By Starboard Value and Opportunity S LLC <u>(5)</u>

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

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Starboard Value LP 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022				Former 10% Owner
Starboard Value GP LLC 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022				Former 10% Owner

STARBOARD VALUE & OPPORTUNITY S LLC 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022	Former 10% Owner
Starboard Principal Co LP 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022	Former 10% Owner
Starboard Principal Co GP LLC 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022	Former 10% Owner
Smith Jeffrey C C/O STARBOARD VALUE LP 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022	Former 10% Owner
MITCHELL MARK R C/O STARBOARD VALUE LP 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022	Former 10% Owner
Feld Peter A C/O STARBOARD VALUE LP 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022	Former 10% Owner
STARBOARD VALUE & OPPORTUNITY MASTER FUND LTD 830 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10022	Former 10% Owner

Signatures

Starboard Value LP; By: Starboard Value GP LLC; By: /s/ Jeffrey C. Smith, Authorized Signatory	07/26/2013
__Signature of Reporting Person	Date
Starboard Value and Opportunity Master Fund Ltd; By: Starboard Value LP; By: /s/ Jeffrey C. Smith, Authorized Signatory	07/26/2013
__Signature of Reporting Person	Date
Starboard Value and Opportunity S LLC; By: Starboard Value LP; By: /s/ Jeffrey C. Smith, Authorized Signatory	07/26/2013
__Signature of Reporting Person	Date
Starboard Value GP LLC; By: Starboard Principal Co LP; By: /s/ Jeffrey C. Smith, Authorized Signatory	07/26/2013
__Signature of Reporting Person	Date
Starboard Principal Co LP; By: Starboard Principal Co GP LLC; By: /s/ Jeffrey C. Smith, Authorized Signatory	07/26/2013
__Signature of Reporting Person	Date
Starboard Principal Co GP LLC; By: /s/ Jeffrey C. Smith, Authorized Signatory	07/26/2013
__Signature of Reporting Person	Date

