

CEVA INC

Form 4

August 10, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WERTHEIZER GIDEON

(Last) (First) (Middle)

**CEVA, INC., 1174 CASTRO
STREET, SUITE 210**

(Street)

MOUNTAIN VIEW, CA 94040

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CEVA INC [CEVA]

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

08/08/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chief Executive Officer

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

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)
Common Stock	08/08/2016		M	40,000 A	\$ 24.17	99,360 ⁽¹⁾	D
Common Stock	08/08/2016		S	40,000 D	\$ 31.4	59,360	D
Common Stock	08/08/2016		M	3,750 A	\$ 15.54	63,110	D
Common Stock	08/08/2016		D	1,836 D	\$ 31.53	61,274	D
Common Stock	08/08/2016		S	1,914 D	\$ 31.53	59,360	D

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Common Stock	08/08/2016	M	2,917	A	\$ 16.2	62,277	D
Common Stock	08/08/2016	D	1,489	D	\$ 31.53	60,788	D
Common Stock	08/08/2016	S	1,428	D	\$ 31.53	59,360	D

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

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SEC 1474
(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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 24.17	08/08/2016		M		40,000		01/31/2012 ⁽²⁾	01/31/2018	Common Stock	40,000
Stock Appreciation Right	\$ 15.54	08/08/2016		M		3,750		⁽³⁾	07/31/2019	Common Stock	3,750
Stock Appreciation Right	\$ 16.2	08/08/2016		M		2,917		⁽³⁾	06/11/2020	Common Stock	2,917

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WERTHEIZER GIDEON CEVA, INC. 1174 CASTRO STREET, SUITE 210 MOUNTAIN VIEW, CA 94040	X Chief Executive Officer

Signatures

/s/ Gideon
Wertheizer

08/10/2016

 Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes shares that were acquired under the CEVA, Inc. 2002 Employee Stock Purchase Plan.
- (2) The stock option became exercisable as to 25% of the underlying shares on the first year anniversary of the grant date and 1/48th each month thereafter.
- (3) The Stock Appreciation Rights became exercisable as to 25% of the underlying shares on the first anniversary of the grant date and 1/48th of underlying shares each month thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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