MAGNUM TECHNOLOGY FUND LTD Form SC 13D/A September 05, 2001

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

> Amendment Number 8 to Schedule 13D

Under the Securities Exchange Act of 1934

DSP Group, Inc. (Name of Issuer)

Common Stock, par value \$.025 per share ______ (Title of class of securities)

> 233328-10-6 (CUSIP Number)

Magnum Technology Limited Services, Ltd. P.O. Box 472 St. Peter's House Le Bordage St. Peter Port, Guernsey Channel Islands GY1 6AX Attention: Mr. Nicholas Moss

Henry I. Rothman, Esq. c/o Rothschild Corporate Fiduciary

Jenkens & Gilchrist Parker Chapin LLP The Chrysler Building 405 Lexington Avenue New York, New York 10174 212-704-6000

(Persons Authorized to Receive Notices and Communications)

August 29, 2001 _____ (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box []

CUSIP	NO.	233328-10-6	13D	PAGE	2	OF -	7	PAGES
1		NAME OF REPORTING PERSON SS. OR I.R.S. IDENTIFICAT Magnum Technology Limited		E PERSON				
2		CHECK THE APPROPRIATE BOX	K IF A MEMBER OF	' A GROUP*			(a) (b)	
3		SEC USE ONLY						

4	SOURCE OF FU	NDS*							
5	CHECK BOX IF TO ITEM 2(d)		OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT []						
6	CITIZENSHIP	OR PLAC	CE OF ORGANIZATION						
BRITISH VIRGIN ISLANDS									
	 BER OF ARES	7	SOLE VOTING POWER						
	ICIALLY ED BY		464,500						
Εž	ACH DRTING	8	SHARED VOTING POWER						
PEI	RSON ITH		1,564,000 (held of record by Magnum Telecom Limited, a wholly owned subsidiary)						
		9	SOLE DISPOSITIVE POWER						
			464,500						
		10	SHARED DISPOSITIVE POWER						
			1,564,000 (held of record by Magnum Telecom Limited)						
11			NEFICIALLY OWNED BY REPORTING PERSON Of which is beneficially owned indirectly)						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*								
13	13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)								
	7.6%								
14	TYPE OF REPOR	TING PE	:RSON*						
	*	SEE INS	STRUCTIONS BEFORE FILLING OUT!						
CUSIP No.	233328-10-6		13D Page 3 of 7 Pages						
:	SCHEDULE 13D								
ITEM 1.	SECURITY AND I	SSUER							
	cutive offices		es to the Common Stock of DSP Group, Inc. ("DSP"). ocated at 3120 Scott Boulevard, Santa Clara,						

ITEM 2. IDENTITY AND BACKGROUND

This statement is filed by Magnum Technology Limited ("Magnum" or the

"Reporting Person"), a British Virgin Islands Corporation. Magnum is principally engaged in making investments. The address of the principal business office of Magnum is St. Peter's House, Le Bordage, St. Peter Port, Guernsey, Channel Islands.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person or entity was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or findings of any violation with respect to such laws.
- (f) Not applicable.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Not applicable.

ITEM 4. PURPOSE OF TRANSACTION

The purpose of the previous acquisitions by the Reporting Person was to purchase the shares of Common Stock of DSP ("Shares") for investment purposes. Pursuant to a Stock Purchase Agreement between DSP and the Reporting Person dated as of February 2, 1999 (the

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"Stock Purchase Agreement"), the Reporting Person designated two persons to DSP's Board of Directors and has the right to continue to designate two persons as long as the Reporting Person's ownership of DSP does not fall below (i) 7% of the issued and outstanding Common Stock of DSP (without giving effect to shares of Common Stock issued upon exercise of stock options) and (ii) 1,642,552 shares of the Common Stock of DSP (subject to appropriate adjustment in the event of recapitalization, spin-off, stock split, reverse stock split or other similar transaction). In the event Reporting Person's ownership of Common Stock of DSP falls below the levels described in the preceding sentence, the Reporting Person may only designate one director to its Board of Directors.

The Reporting Person reviews from time to time the performance of its investments and, therefore, may, from time to time, acquire securities of DSP not to exceed 35% of the outstanding Common Stock of DSP or dispose of securities of DSP.

Except as may be provided herein or in the Stock Purchase Agreement, the Reporting Person does not have any other plans or proposals which would result in: (i) an extraordinary corporate transaction, such as a merger, reorganization or liquidation of DSP or any of its subsidiaries; (ii) a sale or transfer of a material amount of assets of DSP or any of its subsidiaries; (iii) any change in the present board of directors or management of DSP, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (iv) any material change in the present capitalization or dividend policy of DSP; (v) any other material change in DSP's business or corporate structure, (vi) any changes in DSP's charter, by-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of DSP by any person; (vii) causing a class of securities of DSP to be delisted from a national securities exchange or cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (viii) causing a class of equity securities of DSP to become eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or (ix) any action similar to any of those enumerated above.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

	Number of	Percent of
Name	Shares	Class
Magnum Technology Limited	2,028,500 (including 1,564,000 shares of Common Stock held of record by Magnum Telecom Limited)	7.6%

During the past 60 days the Reporting Person has effected the following transaction:

The Reporting Person disposed of 906,500 shares of Common Stock of DSP on August 29, 2001 on the open market at a sale price of \$25.00 per share of Common Stock.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

The Reporting Person has agreed that so long as it owns at least 15% of the outstanding shares of Common Stock of the Company (without giving effect to shares of Common Stock issued upon exercise of stock options after February 2, 1999), or a designee of the Reporting Person is a director of DSP, the Reporting Person will vote for the slate of nominees recommended by the Board of Directors of DSP for election as directors at each annual meeting of stockholders of DSP. The Reporting Person has agreed that it will not dispose any of the Shares or any other shares of Common Stock of DSP owned by the Reporting Person during any period in which directors of DSP are subject to a "blackout period" or other prohibitions against the sale or disposition of Common Stock.

On October 31, 2000, Magnum Telecom Limited ("Magnum Telecom") entered into a Sponsor Pledge and Security Agreement (the "SPA") with certain other sponsors in favor of The Chase Manhattan Bank (the "Bank"), acting as collateral agent. Pursuant to the SPA, Magnum Telecom has granted to the Bank a securing

interest and continuing lien on all of Magnum Telecom's right, title and interest in and to 1,564,000 shares of Common Stock of DSP securing Magnum Telecom's obligations to provide certain capital contributions pursuant to a certain Capital Contribution Agreement as shareholder of Global Village Telecom LTDA.

To the knowledge of the Reporting Person on the date hereof, except to the extent set forth herein or in the Exhibit herewith, the Reporting Person does not have any other contracts, arrangements, understandings or relationship (legal or otherwise) with any person with respect to securities issued by DSP, including, but not limited to, transfer or voting of any such securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees or profits, divisions or profits or loss or the giving or withholding of proxies.

A summary of the Stock Purchase Agreement, which is incorporated herein by reference, is provided in Item 4 herein.

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None.

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SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, the Reporting Person certifies that the information set forth in this statement is true, complete and correct.

Dated: August 31, 2001

MAGNUM TECHNOLOGY LIMITED

FIRST BOARD LIMITED (Director of Reporting Person)

By: /s/ Pete Roberts

Name: Pete Roberts Title: Director