

CEVA INC  
Form 4  
August 10, 2016

**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 \*  
**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 08/08/2016                           |  | M                              | 40,000 A \$ 24.17   | 99,360 <sup>(1)</sup>   | 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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(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 |
| Stock Option (Right to Buy)                | \$ 24.17   | 08/08/2016                           |  | M                              |   | 40,000   |   | 01/31/2012 <sup>(2)</sup> | 01/31/2018      | Common Stock | 40,000              |
| Stock Appreciation Right                   | \$ 15.54   | 08/08/2016                           |  | M                              |   | 3,750  |   | <sup>(3)</sup>            | 07/31/2019      | Common Stock | 3,750               |
| Stock Appreciation Right                   | \$ 16.2  | 08/08/2016                           |  | M                              |   | 2,917  |   | <sup>(3)</sup>            | 06/11/2020      | Common Stock | 2,917               |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| WERTHEIZER GIDEON<br>CEVA, INC.<br>1174 CASTRO STREET, SUITE 210<br>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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