

CEVA INC  
Form 8-K  
June 14, 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 11, 2013**

**CEVA, INC.**

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

**Delaware**

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

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**000-49842**  
(Commission File Number)

**77-0556376**  
(I.R.S. Employer Identification No.)

**1943 Landings Dr. Mountain View, CA**  
(Address of Principal Executive Offices)

**94043**  
(Zip Code)

**650/417-7900**

(Registrant's Telephone Number, Including Area Code)

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 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

On June 11, 2013, CEVA, Inc. (the Company) held its annual meeting of stockholders, at which the Company's stockholders approved the following three proposals. The proposals are described in detail in the proxy statement for the annual meeting that the Company filed with the Securities and Exchange Commission on April 29, 2013.

**Proposal 1: Election of Directors**

The following directors were elected at the meeting to serve for a one-year term until the 2014 annual meeting of stockholders:

| Name                  | Votes For  | Votes Withheld | Broker Non-Vote |
|-----------------------|------------|----------------|-----------------|
| Eliyahu Ayalon        | 14,003,947 | 427,234        | 2,732,065       |
| Zvi Limon             | 11,609,732 | 2,821,449      | 2,732,065       |
| Bruce A. Mann         | 11,725,145 | 2,706,036      | 2,732,065       |
| Peter McManamon       | 14,258,421 | 172,760        | 2,732,065       |
| Sven-Christer Nilsson | 11,439,125 | 2,992,056      | 2,732,065       |
| Louis Silver          | 11,370,945 | 3,060,236      | 2,732,065       |
| Dan Tocatly           | 14,095,082 | 336,099        | 2,732,065       |
| Gideon Wertheizer     | 14,071,457 | 359,724        | 2,732,065       |

**Proposal 2: Ratification of Appointment of Independent Auditors**

The selection of Kost Forer Gabby & Kassierer, a member of Ernst & Young Global, as independent auditors of the company for the fiscal year ending December 31, 2013, was ratified as follows:

|                |                   |                  |                   |
|----------------|-------------------|------------------|-------------------|
| For 14,761,922 | Against 2,315,499 | Abstained 85,825 | Broker Non-Vote 0 |
|----------------|-------------------|------------------|-------------------|

**Proposal 3: Compensation of the Named Executive Officers**

Advisory vote to approve the Company's named executive officer compensation was approved as follows:

|                |                 |                  |                           |
|----------------|-----------------|------------------|---------------------------|
| For 13,968,774 | Against 375,637 | Abstained 86,770 | Broker Non-Vote 2,732,065 |
|----------------|-----------------|------------------|---------------------------|

**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.

CEVA, INC.

Date: June 12, 2013

By: /s/ Yaniv Arieli  
Yaniv Arieli  
Chief Financial Officer