

CEVA INC  
Form 8-K  
May 23, 2014

**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): May 19, 2014**

**CEVA, INC.**

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

**Delaware**

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

**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 May 19, 2014, CEVA, Inc. (the Company) held its annual meeting of stockholders, at which the Company's stockholders approved the following five 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 9, 2014.

**Proposal 1: Election of Directors**

The following directors were elected at the meeting to serve for a one-year term until the 2015 annual meeting of stockholders:

| Name                  | Votes For  | Votes Withheld | Broker Non-Vote |
|-----------------------|------------|----------------|-----------------|
| Eliyahu Ayalon        | 16,278,665 | 546,263        | 1,930,938       |
| Zvi Limon             | 15,516,055 | 1,308,873      | 1,930,938       |
| Bruce A. Mann         | 15,266,334 | 1,558,594      | 1,930,938       |
| Peter McManamon       | 16,507,417 | 317,511        | 1,930,938       |
| Sven-Christer Nilsson | 15,516,186 | 1,308,742      | 1,930,938       |
| Louis Silver          | 15,520,078 | 1,304,850      | 1,930,938       |
| Dan Tocatly           | 16,327,997 | 496,931        | 1,930,938       |
| Gideon Wertheizer     | 16,280,559 | 544,369        | 1,930,938       |

**Proposal 2: Amendment and Restatement of 2003 Director Stock Option Plan**

The proposal to approve an amendment and restatement of the Company's Amended and Restated 2003 Director Stock Option Plan to increase by 250,000 shares the number of shares of common stock reserved for issuance thereunder was approved as follows:

|     |            |         |           |           |         |                 |           |
|-----|------------|---------|-----------|-----------|---------|-----------------|-----------|
| For | 13,393,419 | Against | 3,321,882 | Abstained | 109,627 | Broker Non-Vote | 1,930,938 |
|-----|------------|---------|-----------|-----------|---------|-----------------|-----------|

**Proposal 3: Amendment and Restatement of 2011 Incentive Plan**

The proposal to approve an amendment and restatement of the Company's 2011 Incentive Plan to increase by 650,000 shares the number of shares of common stock reserved for issuance thereunder was approved as follows:

|     |            |         |           |           |         |                 |           |
|-----|------------|---------|-----------|-----------|---------|-----------------|-----------|
| For | 14,236,129 | Against | 2,297,547 | Abstained | 291,252 | Broker Non-Vote | 1,930,938 |
|-----|------------|---------|-----------|-----------|---------|-----------------|-----------|

**Proposal 4: 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, 2014, was ratified as follows:

|     |            |         |         |           |         |                 |   |
|-----|------------|---------|---------|-----------|---------|-----------------|---|
| For | 17,588,937 | Against | 915,384 | Abstained | 251,545 | Broker Non-Vote | 0 |
|-----|------------|---------|---------|-----------|---------|-----------------|---|

**Proposal 5: Compensation of the Named Executive Officers**

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

|     |            |         |           |           |         |                 |           |
|-----|------------|---------|-----------|-----------|---------|-----------------|-----------|
| For | 11,840,133 | Against | 4,828,942 | Abstained | 155,853 | Broker Non-Vote | 1,930,938 |
|-----|------------|---------|-----------|-----------|---------|-----------------|-----------|

**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: May 23, 2014

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