

CEVA INC  
Form 8-K  
May 21, 2018

**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 17, 2018**

**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.)**

**1174 Castro Street, Suite 210**

**Mountain View, CA**  
**(Address of Principal Executive Offices)**

**94040**  
**(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Security Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On May 17, 2018, 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 6, 2018.

**Proposal 1: Election of Directors**

The following directors were elected at the meeting to serve for a one-year term until the 2019 annual meeting of stockholders:

| Name                  | Votes For  | Votes Withheld | Broker Non-Vote |
|-----------------------|------------|----------------|-----------------|
| Eliyahu Ayalon        | 16,130,788 | 210,138        | 2,435,580       |
| Zvi Limon             | 16,001,656 | 339,270        | 2,435,580       |
| Bruce A. Mann         | 15,601,226 | 739,700        | 2,435,580       |
| Maria Marced          | 16,219,368 | 121,558        | 2,435,580       |
| Peter McManamon       | 16,132,154 | 208,772        | 2,435,580       |
| Sven-Christer Nilsson | 15,414,039 | 926,887        | 2,435,580       |
| Louis Silver          | 16,049,725 | 291,201        | 2,435,580       |
| Gideon Wertheizer     | 16,233,721 | 107,205        | 2,435,580       |

**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, 2018, was ratified as follows:

|                |                 |                 |                   |
|----------------|-----------------|-----------------|-------------------|
| For 18,479,365 | Against 288,660 | Abstained 8,481 | Broker Non-Vote 0 |
|----------------|-----------------|-----------------|-------------------|

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

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

|                |                   |                 |                           |
|----------------|-------------------|-----------------|---------------------------|
| For 15,274,503 | Against 1,057,628 | Abstained 8,795 | Broker Non-Vote 2,435,580 |
|----------------|-------------------|-----------------|---------------------------|

**ITEM 7.01. REGULATION FD DISCLOSURE**

On May 21, 2018, the Company announced the expansion of its share repurchase program in a press release dated of the same date. A copy of such press release is attached and filed herewith as Exhibit 99.1. This information, including Exhibit 99.1 attached hereto, shall not be deemed filed for purposes of Section 18 of the Securities Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference to such filing.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release of CEVA, Inc., dated May 21, 2018.

**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 21, 2018

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