

CEVA INC
Form 4
May 15, 2017

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 *
Arieli Yaniv

(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)
05/11/2017

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 Financial 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	05/11/2017		M		13,875	A	\$ 15.54
Common Stock	05/11/2017		D		5,015	D	\$ 43.03
Common Stock	05/11/2017		M		33,541	A	\$ 16.2
Common Stock	05/11/2017		D		12,637	D	\$ 43
Common Stock	05/11/2017		S		29,764	D	\$ 43.0089
							<u>(1)</u>

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Common Stock	05/12/2017	M	30,000	A	\$ 24.17	68,374	D
Common Stock	05/12/2017	S	30,000	D	\$ 42.82	38,374	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)
Stock Appreciation Right	\$ 15.54	05/11/2017		M	13,875	<u>(2)</u> 07/31/2019	Common Stock
Stock Appreciation Right	\$ 16.2	05/11/2017		M	33,541	<u>(2)</u> 06/11/2020	Common Stock
Stock Option (Right to Buy)	\$ 24.17	05/12/2017		M	30,000	01/31/2012 ⁽³⁾ 01/31/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arieli Yaniv CEVA, INC. 1174 CASTRO STREET, SUITE 210 MOUNTAIN VIEW, CA 94040			Chief Financial Officer	

Signatures

/s/ Yaniv Arieli

05/15/2017

**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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.00 to \$43.03, inclusive. The reporting person undertakes to provide to CEVA, Inc., any security holder of CEVA, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes to this Form 4.
- (1) The Stock Appreciation Rights became exercisable as to 25% of the underlying shares on the first year anniversary of the grant date and 1/48th of the underlying shares each month thereafter.
 - (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.

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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