

CEVA INC
Form 4
May 15, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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
____X____ Officer (give title below) ____ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(A) or (D)	Price			
Common Stock	05/11/2017		M		13,875	A	\$ 15.54	52,249	D	
Common Stock	05/11/2017		D		5,015	D	\$ 43.03	47,234	D	
Common Stock	05/11/2017		M		33,541	A	\$ 16.2	80,775	D	
Common Stock	05/11/2017		D		12,637	D	\$ 43	68,138	D	
Common Stock	05/11/2017		S		29,764	D	\$ 43.0089 (1)	38,374	D	

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 15.54	05/11/2017		M		13,875		<u>(2)</u>	07/31/2019	Common Stock	13,875
Stock Appreciation Right	\$ 16.2	05/11/2017		M		33,541		<u>(2)</u>	06/11/2020	Common Stock	33,541
Stock Option (Right to Buy)	\$ 24.17	05/12/2017		M		30,000		01/31/2012 <u>(3)</u>	01/31/2018	Common Stock	30,000

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)
 - (2) 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.
 - (3) 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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