CEVA INC
Form 10-Q
November 09, 2011
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

For the quarterly period ended: September 30, 2011

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

For the transition period from to

Commission file number: 000-49842

CEVA, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**77-0556376**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**
1943 Landings Drive, Mountain View, California	**94043**
(Address of Principal Executive Offices)	**(Zip Code)**

(650) 417-7900

(Registrant s Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every

Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the

preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ¨	Accelerated filer x
Non-accelerated filer ¨	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

Indicate the number of shares outstanding of each of the issuer s classes of common stock as of the latest practicable date: 23,529,700 shares of common stock, $0.001 par value, as of November 4, 2011.

Table of Contents

TABLE OF CONTENTS

		Page
PART I.	FINANCIAL INFORMATION	
Item 1.	Interim Condensed Consolidated Balance Sheets at September 30, 2011 (unaudited) and December 31, 2010	2
	Interim Condensed Consolidated Statements of Operations (unaudited) for the three and nine months ended September 30, 2011 and 2010	3
	Interim Condensed Statements of Changes in Stockholders Equity (unaudited) for the nine months ended September 30, 2011 and 2010	4
	Interim Condensed Consolidated Statements of Cash Flows (unaudited) for the nine months ended September 30, 2011 and 2010	5
	Notes to the Interim Condensed Consolidated Financial Statements	6
Item 2.	Management s Discussion and Analysis of Financial Condition and Results of Operations	14
Item 3.	Quantitative and Qualitative Disclosures about Market Risk	20
Item 4.	Controls and Procedures	21
PART II.	OTHER INFORMATION	
Item 1.	Legal Proceedings	21
Item 1A.	Risk Factors	21
Item 6.	Exhibits	30
SIGNATURES		31

Table of Contents

FORWARD-LOOKING STATEMENTS

FORWARD-LOOKING STATEMENTS AND INDUSTRY DATA

This Quarterly Report contains forward-looking statements that involve risks and uncertainties, as well as assumptions that if they materialize or prove incorrect, could cause the results of CEVA to differ materially from those expressed or implied by such forward-looking statements and assumptions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. Forward-looking statements are generally written in the future tense and/or are preceded by words such as will, may, should, could, expect, suggest, believe, anticipate, intend, plan, or other similar words. Forward-looking statements include the following:

- Our belief that Texas Instruments exit from the baseband market, after historically having been a large player in this market, as well as the emergence of merchant chips from companies such as Broadcom, Intel and Spreadtrum, are strong positive drivers for our future market share expansion;

- Our belief that the majority of growth in the cellular market will come from advanced-feature phones and low-cost smartphones in developing countries and the broader adoption of advanced smartphones in mature markets;

- Our belief that we are well-positioned to capitalize on the growth in the mobile connected devices and machine 2 machine markets;

- Our belief that our operating expenses will be higher in 2011 as compared to 2010;

- Our belief that the penetration of low cost phones be higher in emerging markets such as China, India, Latin America and Africa could generate future growth potential for CEVA;

- Our optimism about customer interest and pipeline for our diverse technology portfolio;

- Our anticipation that our current cash on hand, short-term deposits and marketable securities, along with cash from operations, will provide sufficient capital to fund our operations for at least the next 12 months;

- Our belief that changes in interest rates within our investment portfolio will not have a material affect on our financial position on an annual or quarterly basis; and

- Market data prepared by third parties, including Ericsson, The Linley Group and Strategy Analytics.

Forward-looking statements are not guarantees of future performance and involve risks and uncertainties. The forward-looking statements contained in this report are based on information that is currently available to us and expectations and assumptions that we deem reasonable at the time the statements were made. We do not undertake any obligation to update any forward-looking statements in this report or in any of our other communications, except as required by law. All such forward-looking statements should be read as of the time the statements were made and with the recognition that these forward-looking statements may not be complete or accurate at a later date.

Many factors may cause actual results to differ materially from those expressed or implied by the forward-looking statements contained in this report. These factors include, but are not limited to, those risks set forth in Part II Item 1A Risk Factors of this Form 10-Q.

This report contains market data prepared by third parties, including Ericsson, The Linley Group and Strategy Analytics. Actual market results may differ from the projections of such organizations.

Table of Contents

PART I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS
INTERIM CONDENSED CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands, except share and per share data

	September 30, 2011 Unaudited	December 31, 2010 Audited
ASSETS		
Current assets:		
Cash and cash equivalents	$ 22,695	$ 17,098
Short term bank deposits	34,527	24,807
Marketable securities (see Note 3)	80,010	73,874
Trade receivables (net of allowance for doubtful accounts of $25 at both September 30, 2011 and December 31, 2010)	4,485	5,906
Deferred tax assets	1,973	1,288
Prepaid expenses and other accounts receivable	4,508	4,609
Total current assets	148,198	127,582
Long term bank deposit	18,369	15,173
Severance pay fund	5,525	5,433
Deferred tax assets	893	574
Property and equipment, net	1,192	1,348
Goodwill	36,498	36,498
Total long-term assets	62,477	59,026
Total assets	$ 210,675	$ 186,608
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Trade payables	$ 562	$ 616
Deferred revenues	1,450	616
Accrued expenses and other payables	9,353	10,521
Deferred tax liabilities	136	901
Total current liabilities	11,501	12,654
Long term liabilities:		
Accrued severance pay	5,782	5,486
Stockholders equity:		
Common Stock:		
$0.001 par value: 60,000,000 shares authorized; 23,429,421 and 22,524,449 shares issued and outstanding at September 30, 2011 and December 31, 2010, respectively	23	23
Additional paid in-capital	189,256	176,838
Accumulated other comprehensive income (loss)	(886)	317
Retained earnings (accumulated deficit)	4,999	(8,710)

Total stockholders equity	193,392	168,468
Total liabilities and stockholders equity	$ 210,675	$ 186,608

The accompanying notes are an integral part of the unaudited interim condensed consolidated financial statements.

Table of Contents

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

U.S. dollars in thousands, except share and per share data

	Nine months ended September 30,		Three months ended September 30,	
	2011	2010	2011	2010
Revenues:				
Licensing	$ 15,528	$ 13,774	$ 5,225	$ 4,459
Royalties	26,244	15,372	8,766	5,238
Other revenue	2,515	2,739	856	978
Total revenues	44,287	31,885	14,847	10,675
Cost of revenues	2,635	2,578	811	1,001
Gross profit	41,652	29,307	14,036	9,674
Operating expenses:				
Research and development, net	15,813	13,243	5,158	4,129
Sales and marketing	6,650	5,248	2,099	1,664
General and administrative	5,553	4,709	2,057	1,593
Total operating expenses	28,016	23,200	9,314	7,386
Operating income	13,636	6,107	4,722	2,288
Financial and other income, net	2,046	1,591	784	493
Income before taxes on income	15,682	7,698	5,506	2,781
Income tax expenses (income)	1,973	527	571	(208)
Net income	$ 13,709	$ 7,171	$ 4,935	$ 2,989
Basic net income per share	$ 0.59	$ 0.34	$ 0.21	$ 0.14
Diluted net income per share	$ 0.57	$ 0.32	$ 0.20	$ 0.13
Weighted-average number of shares of Common Stock used in computation of net income per share (in thousands):				
Basic	23,065	20,989	23,390	21,244
Diluted	24,105	22,114	24,253	22,356

The accompanying notes are an integral part of the unaudited interim condensed consolidated financial statements.

Table of Contents

INTERIM CONDENSED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY (UNAUDITED)

U.S. dollars in thousands, except share data

Nine months ended September 30, 2011	Common stock Shares	Common stock Amount	Additional paid-in capital	Accumulated other comprehensive income (loss)	Retained earnings (accumulated deficit)	Total comprehensive income	Total stockholders equity
Balance as of January 1, 2011	22,524,449	$ 23	$ 176,838	$ 317	$ (8,710)		$ 168,468
Net income					13,709	$ 13,709	13,709
Unrealized loss from available-for-sale securities, net				(834)		(834)	(834)
Unrealized loss from hedging activities, net				(369)		(369)	(369)
Total comprehensive income						$ 12,506	
Equity-based compensation			3,540				3,540
Tax benefit related to exercise of stock options			1,223				1,223
Issuance of Common Stock upon exercise of stock options	773,666	(*)	6,419				6,419
Issuance of Common Stock under employee stock purchase plan	131,306	(*)	1,236				1,236
Balance as of September 30, 2011	23,429,421	$ 23	$ 189,256	$ (886)	$ 4,999		$ 193,392

Nine months ended September 30, 2010	Common stock Shares	Common stock Amount	Additional paid-in capital	Treasury stock	Accumulated other comprehensive income (loss)	Accumulated deficit	Total comprehensive income	Total stockholders equity
Balance as of January 1, 2010	20,429,736	$ 20	$ 158,325	$	$ 251	$ (19,500)		$ 139,096
Net income						7,171	$ 7,171	7,171
Unrealized gain from available-for-sale securities, net					81		81	81
Unrealized gain from hedging activities, net					89		89	89
Total comprehensive income							$ 7,341	
Equity-based compensation			1,661					1,661
Tax benefit related to exercise of stock options			1,125					1,125
Issuance of Common Stock upon exercise of stock options	894,897	1	5,642					5,643
Issuance of Common Stock under employee stock purchase plan	133,826	(*)	795					795
Purchase of Treasury Stock	(139,709)	(*)		(1,567)				(1,567)
Issuance of Treasury Stock upon exercise of stock options	91,389	(*)	1	1,027		(340)		688
Issuance of Treasury Stock under employee stock purchase plan	48,320	(*)		540		(248)		292

Balance as of September 30, 2010	21,458,459	$ 21	$ 167,549	$	$ 421	$ (12,917)	$ 155,074

(*) Amount less than $1.

The accompanying notes are an integral part of the unaudited interim condensed consolidated financial statements.

Table of Contents

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

U.S. dollars in thousands

	Nine months ended September 30,	
	2011	**2010**
Cash flows from operating activities:		
Net income	$ 13,709	$ 7,171
Adjustments required to reconcile net income to net cash provided by operating activities:		
Depreciation	377	393
Equity-based compensation	3,540	1,661
Gain from sale of property and equipment	(10)	
Gain on available-for-sale marketable securities	(8)	(34)
Amortization of premiums on available-for-sale marketable securities	1,578	1,135
Accrued interest on short term bank deposits	(751)	(467)
Unrealized foreign exchange gain	(15)	(34)
Changes in operating assets and liabilities:		
Decrease in trade receivables	1,421	995
Decrease in prepaid expenses and other accounts receivable	1,086	1,046
Increase in deferred tax, net	(1,367)	(215)
Decrease in trade payables	(24)	(30)
Increase in deferred revenues	834	334
Decrease in accrued expenses and other payables	(1,310)	(133)
Excess tax benefit from stock-based compensation	(1,223)	(1,125)
Increase in accrued severance pay, net	205	80
Net cash provided by operating activities	18,042	10,777
Cash flows from investing activities:		
Purchase of property and equipment	(221)	(707)
Proceeds from sale of property and equipment	10	
Investment in bank deposits	(25,500)	(27,449)
Proceeds from bank deposits	13,198	38,725
Investment in available-for-sale marketable securities	(34,392)	(46,721)
Proceeds from maturity of available-for-sale marketable securities	21,089	17,551
Proceeds from sale of available-for-sale marketable securities	4,398	12,114
Net cash used in investing activities	(21,418)	(6,487)
Cash flows from financing activities:		
Purchase of Treasury Stock		(1,567)
Proceeds from issuance of Common Stock upon exercise of stock options	6,419	5,643
Proceeds from issuance of Common Stock under employee stock purchase plan	1,236	795
Proceeds from issuance of Treasury Stock upon exercise of stock options		688
Proceeds from issuance of Treasury Stock under employee stock purchase plan		292
Excess tax benefit from stock-based compensation	1,223	1,125
Net cash provided by financing activities	8,878	6,976
Effect of exchange rate movements on cash	95	(236)
Increase in cash and cash equivalents	5,597	11,030
Cash and cash equivalents at the beginning of the period	17,098	12,104

Cash and cash equivalents at the end of the period	$ 22,695	$ 23,134

The accompanying notes are an integral part of the unaudited interim condensed consolidated financial statements.

Table of Contents

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(U.S. dollars in thousands, except share and per share amounts)

NOTE 1: BUSINESS

The financial information in this quarterly report includes the results of CEVA, Inc. and its subsidiaries (the Company or CEVA).

CEVA licenses a family of programmable DSP cores and application-specific platforms, including wireless baseband (both terminal and infrastructure), HD video and imaging, HD audio, Voice over IP, Bluetooth, Serial ATA (SATA) and Serial Attached SCSI (SAS).

CEVA s technologies are licensed to leading semiconductor and original equipment manufacturer (OEM) companies in the form of intellectual property (IP). These companies design, manufacture, market and sell application-specific integrated circuits (ASICs) and application-specific standard products (ASSPs) based on CEVA s technology to OEM companies for incorporation into a wide variety of end products.

NOTE 2: BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the three and nine months ended September 30, 2011 are not necessarily indicative of the results that may be expected for the year ending December 31, 2011. For further information, reference is made to the consolidated financial statements and footnotes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2010.

The interim condensed consolidated financial statements incorporate the financial statements of the Company and all of its subsidiaries. All significant intercompany balances and transactions have been eliminated on consolidation.

The significant accounting policies applied in the annual consolidated financial statements of the Company as of December 31, 2010, contained in the Company s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 15, 2011, have been applied consistently in these unaudited interim condensed consolidated financial statements.

NOTE 3: MARKETABLE SECURITIES

Marketable securities consist of certificates of deposits, corporate bonds and securities and government securities. The Company determines the appropriate classification of marketable securities at the time of purchase and re-evaluates such designation at each balance sheet date. In accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) No. 320 Investments- Debt and Equity Securities, the Company classifies marketable securities as available-for-sale securities. Available-for-sale securities are stated at fair value, with unrealized gains and losses reported in accumulated other comprehensive income (loss), a separate component of stockholders equity, net of taxes. Realized gains and losses on sales of marketable securities, as determined on a specific identification basis, are included in the interim condensed consolidated statements of operations. The Company has classified all marketable securities as short-term, even though the stated maturity date may be one year or more beyond the current balance sheet date, because it may sell these securities prior to maturity to meet liquidity needs or as part of risk versus reward objectives.

The Company periodically assesses whether its investments with unrealized losses are other than temporarily impaired (OTTI). OTTI charges exist when the Company has the intent to sell a security, the Company will more likely than not be required to sell a security before anticipated recovery or the Company does not expect to recover the entire amortized cost basis of a security (that is, a credit loss exists). OTTI is determined based on the specific identification method and is reported in the interim condensed consolidated statements of operations.

Table of Contents

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(U.S. dollars in thousands, except share and per share amounts)

	As at September 30, 2011 (Unaudited)			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Available-for-sale - matures within one year:				
Certificates of deposits	$ 1,033	$ 4	$	$ 1,037
Corporate bonds and securities	28,040	26	(172)	27,894
	29,073	30	(172)	28,931
Available-for-sale - matures after one year through three years:				
Certificates of deposits	1,715		(2)	1,713
Government securities	597		(5)	592
Corporate bonds and securities	49,685	118	(1,029)	48,774
	51,997	118	(1,036)	51,079
Total	$ 81,070	$ 148	$ (1,208)	$ 80,010

	As at December 31, 2010 (Audited)			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Available-for-sale - matures within one year:				
Certificates of deposits	$ 5,358	$ 3	$	$ 5,361
Corporate bonds and securities	25,909	112	(23)	25,998
	31,267	115	(23)	31,359
Available-for-sale - matures after one year through three years:				
Corporate bonds and securities	42,468	216	(169)	42,515
	42,468	216	(169)	42,515
Total	$ 73,735	$ 331	$ (192)	$ 73,874

Of the unrealized losses outstanding as of September 30, 2011, $25 of the unrealized losses was outstanding for more than 12 months and $1,183 of the unrealized losses was outstanding for less than 12 months. The total fair value of marketable securities with outstanding unrealized losses for more than 12 months as of September 30, 2011 amounted to $1,413, and marketable securities with outstanding unrealized losses for less than 12 months as of September 30, 2011 amounted to $53,940. Of the unrealized losses outstanding as of December 31, 2010, $3 of the unrealized losses was outstanding for more than 12 months and $189 of the unrealized losses was outstanding for less than 12 months. The total fair value of marketable securities with outstanding unrealized losses for more than 12 months as of December 31, 2010 amounted to $1,154, and marketable securities with outstanding unrealized losses for less than 12 months as of December 31, 2010 amounted to $27,249.

As of September 30, 2011 and December 31, 2010, management believes the impairments are not other than temporary and therefore the impairment losses were recorded in accumulated other comprehensive income (loss). The Company has no intent to sell these marketable securities and it is more likely than not that the Company will not be required to sell these marketable securities prior to the recovery of the entire amortized cost basis.

Proceeds from maturity and sales of available-for-sale marketable securities during the nine months ended September 30, 2011 were $21,089 and $4,398, respectively, as compared to $17,551 and $12,114 for the comparable period in 2010. Gross realized gains and losses from the sale of available-for sale securities for the three months ended September 30, 2011 were $1 and $0, respectively, as compared to $20 and $0 for the comparable period in 2010. Gross realized gains and losses from the sale of available-for sale securities for the nine months ended September 30, 2011 were $18 and $10, respectively, as compared to $72 and $38 for the comparable period in 2010.

7

Table of Contents

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(U.S. dollars in thousands, except share and per share amounts)

NOTE 4: FAIR VALUE MEASURMENT

FASB ASC No. 820, Fair Value Measurements and Disclosures defines fair value, and establishes a framework for measuring fair value. Fair value is an exit price, representing the amount that would be received for selling an asset or paid for the transfer of a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability. A three-tier fair value hierarchy is established as a basis for considering such assumptions and for inputs used in the valuation methodologies in measuring fair value:

Level 1	Unadjusted quoted prices in active markets that are accessible on the measurement date for identical, unrestricted assets or liabilities;
Level 2	Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and
Level 3	Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The Company measures its bank deposits, marketable securities and foreign currency derivative contracts at fair value. Bank deposits and marketable securities are classified within Level 1 or Level 2 because they are valued using quoted market prices or alternative pricing sources and models utilizing market observable inputs. Foreign currency derivative contracts are classified within Level 2 as the valuation inputs are based on quoted prices and market observable data of similar instruments.

The table below sets forth the Company s assets and liabilities measured at fair value by level within the fair value hierarchy. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Description	September 30, 2011	Level I	Level II	Level III
Assets:				
Short term bank deposits	$ 34,527	$	$ 34,527	$
Marketable securities:				
Certificates of deposits	2,750		2,750	
Government securities	592		592	
Corporate bonds and securities	76,668		76,668	
Long term bank deposits	18,369		18,369	
Total assets	132,906		132,906	
Liabilities:				
Foreign exchange contracts	165		165	
Total liabilities	165		165	

Description	December 31, 2010	Level I	Level II	Level III
Assets:				
Short term bank deposits	$ 24,807	$	$ 24,807	$

Marketable securities:			
Certificates of deposits	5,361	4,316	1,045
Corporate bonds and securities	68,513		68,513
Foreign exchange contracts	241		241
Long term bank deposits	15,173		15,173
Total assets	114,095	4,316	109,779
Liabilities:			
Foreign exchange contracts	709		709
Total liabilities	709		709

Table of Contents

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(U.S. dollars in thousands, except share and per share amounts)

In addition to the assets and liabilities described above, the Company s financial instruments also include cash, cash equivalents, trade receivables, other accounts receivable, trade payables and accrued expenses and other payables. The fair values of these financial instruments were not materially different from their carrying values at September 30, 2011 due to the short-term maturities of these instruments.

NOTE 5: GEOGRAPHIC INFORMATION AND MAJOR CUSTOMER DATA

a. Summary information about geographic areas:

The Company manages its business on the basis of one reportable segment: the licensing of intellectual property to semiconductor companies and electronic equipment manufacturers (see Note 1 for a brief description of the Company s business). The following is a summary of revenues within geographic areas:

	Nine months ended September 30,		Three months ended September 30,	
	2011 (unaudited)	2010 (unaudited)	2011 (unaudited)	2010 (unaudited)
Revenues based on customer location:				
United States	$ 11,362	$ 6,752	$ 4,810	$ 3,038
Europe and Middle East (1) (2)	15,272	14,804	3,967	3,587
Asia Pacific (3) (4)	17,653	10,329	6,070	4,050
	$ 44,287	$ 31,885	$ 14,847	$ 10,675
(1) Germany	$ 9,925	$ 6,724	$ 2,182	$ 1,566
(2) Switzerland	$ 4,496	$ 4,372	*)	$ 2,753
(3) Taiwan	*)	*)	$ 1,677	*)
(4) China	$ 9,951	$ 6,096	$ 3,615	$ 3,199

*) Less than 10%

b. Major customer data as a percentage of total revenues:

The following table sets forth the customers that represented 10% or more of the Company s total revenues in each of the periods set forth below.

	Nine months ended September 30,		Three months ended September 30,	
	2011 (unaudited)	2010 (unaudited)	2011 (unaudited)	2010 (unaudited)
Customer A	14%	(*)	25%	(*)
Customer B	17%	(*)	17%	10%
Customer C	15%	(*)	19%	(*)
Customer D	(*)	17%	(*)	16%
Customer E	(*)	21%		14%
Customer F	(*)	(*)	(*)	15%

(*) Less than 10%

Table of Contents

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(U.S. dollars in thousands, except share and per share amounts)

NOTE 6: NET INCOME PER SHARE OF COMMON STOCK

Basic net income per share is computed based on the weighted average number of shares of common stock outstanding during each period. Diluted net income per share is computed based on the weighted average number of shares of common stock outstanding during each period, plus dilutive potential shares of common stock considered outstanding during the period, in accordance with FASB ASC No. 260, Earnings Per Share.

	Nine months ended September 30,		Three months ended September 30,	
	2011 (unaudited)	2010 (unaudited)	2011 (unaudited)	2010 (unaudited)
Numerator:				
Numerator for basic and diluted net income per share	$ 13,709	$ 7,171	$ 4,935	$ 2,989
Denominator:				
Denominator for basic net income per share	23,065	20,989	23,390	21,244
Effect of stock options	1,040	1,125	863	1,112
Denominator for diluted net income per share	24,105	22,114	24,253	22,356
Basic net income per share	$ 0.59	$ 0.34	$ 0.21	$ 0.14
Diluted net income per share	$ 0.57	$ 0.32	$ 0.20	$ 0.13

The weighted average number of shares related to the outstanding options excluded from the calculation of diluted net income per share since their effect was anti-dilutive was 713,275 and 545,291 shares for the three and nine months ended September 30, 2011, respectively, and 179,000 and 90,657 shares for the corresponding periods of 2010.

NOTE 7: COMMON STOCK AND STOCK-BASED COMPENSATION PLANS

The Company grants stock options to employees and non- employees directors of the Company and its subsidiaries and provides the right to purchase common stock pursuant to the Company s 2002 employee stock purchase plan to employees of the Company and its subsidiaries. The options granted under these plans have been granted at the fair market value of the Company s common stock on grant date. A summary of the Company s stock option activity and related information for the three months ended September 30, 2011, are as follows:

	Number of options	Weighted average exercise price
Outstanding as of June 30, 2011	1,997,114	$ 14.52
Granted	44,000	32.34
Exercised	(46,663)	8.00
Forfeited or expired	(20,795)	20.40
Outstanding as of September 30, 2011	1,973,656	$ 15.01

Exercisable as of September 30, 2011	750,006	$ 8.45

During the three and nine months ended September 30, 2011, the Company issued 36,054 and 131,306 shares of common stock under its employee and director stock purchase plans for an aggregate consideration of $646 and $1,236, respectively.

The following table shows the total equity-based compensation expense included in the interim condensed consolidated statement of operations:

	Nine months ended September 30,		Three months ended September 30,	
	2011 (unaudited)	2010 (unaudited)	2011 (unaudited)	2010 (unaudited)
Cost of revenue	$ 171	$ 56	$ 61	$ 23
Research and development, net	1,372	489	510	183
Sales and marketing	747	300	291	92
General and administrative	1,250	816	553	239
Total equity-based compensation expense	$ 3,540	$ 1,661	$ 1,415	$ 537

Table of Contents

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(U.S. dollars in thousands, except share and per share amounts)

The fair value for the Company s stock options granted to employees was estimated using the following assumptions:

	Three months ended September 30,	
	2011 (unaudited)	2010 (unaudited)
Expected dividend yield	0%	0%
Expected volatility	41%-55%	38%-60%
Risk-free interest rate	0.2%-2.3%	0.3%-2.5%
Expected forfeiture	10%	10%
Contractual term of up to	7 Years	7 Years
Suboptimal exercise multiple	2.0	1.5

No stock options were granted to non-employee directors during the three months ended September 30, 2011 and 2010.

The fair value for rights to purchase shares of common stock under the Company s employee share purchase plan was estimated on the date of grant using the same assumptions set forth above for the three months ended September 30, 2011 and 2010, except the expected life, which was assumed to be six to 24 months, and except the expected volatility, which was assumed to be in a range of 43%-50% for the three months ended September 30, 2011, and in a range of 37%-59% for the three months ended September 30, 2010.

As of September 30, 2011 and 2010, there were balances of $5,991 and $1,518, respectively, of unrecognized compensation expense related to unvested awards. The impact of equity-based compensation expense on basic net income per share was $0.06 and $0.15 for the three and nine months ended September 30, 2011, respectively, and $0.03 and $0.08 for the corresponding periods of 2010. The impact of equity-based compensation expense on diluted net income per share was $0.06 and $0.15 for the three and nine months ended September 30, 2011, respectively, and $0.02 and $0.08 for the corresponding periods of 2010. To the extent the actual forfeiture rate is different from what the Company has estimated, equity-based compensation related to these awards will be different from the Company s expectations.

NOTE 8: DERIVATIVES AND HEDGING ACTIVITIES

The Company implemented the requirements of FASB ASC No. 815, Derivatives and Hedging which requires companies to recognize all of their derivative instruments as either assets or liabilities in the statement of financial position at fair value. The accounting for changes in fair value (i.e., gains or losses) of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging transaction and further, on the type of hedging transaction. For those derivative instruments that are designated and qualify as hedging instruments, a company must designate the hedging instrument, based upon the exposure being hedged, as a fair value hedge, cash flow hedge, or a hedge of a net investment in a foreign operation. Due to the Company s global operations, it is exposed to foreign currency exchange rate fluctuations in the normal course of its business. The Company s treasury policy allows it to offset the risks associated with the effects of certain foreign currency exposures through the purchase of foreign exchange forward or option contracts (Hedging Contracts). The policy, however, prohibits the Company from speculating on such Hedging Contracts for profit. To protect against the increase in value of forecasted foreign currency cash flow resulting from salaries paid in currencies other than the U.S. dollar during the year, the Company instituted a foreign currency cash flow hedging program. The Company hedges portions of the anticipated payroll of its non-U.S. employees denominated in currencies other than the U.S. dollar for a period of one to twelve months with Hedging Contracts. Accordingly, when the dollar strengthens against the foreign currencies, the decline in present value of future foreign currency expenses is offset by losses in the fair value of the Hedging Contracts. Conversely, when the dollar weakens, the increase in the present value of future foreign currency expenses is offset by gains in the fair value of the Hedging Contracts. These Hedging Contracts are designated as cash flow hedges and are all effective as hedges of these expenses.

For derivative instruments that are designated and qualify as a cash flow hedge (i.e., hedging the exposure to variability in expected future cash flows that is attributable to a particular risk), the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income (loss) and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Any gain or loss on a derivative instrument in excess of the cumulative change in the present value of future cash flows of the hedged item is recognized in current earnings during the period of change. As of September 30, 2011 and 2010, the notional principal amount of the

Hedging Contracts to sell U.S. dollars held by the Company was $7,525 and $5,020, respectively.

Other derivative instruments that are not designated as hedging instruments consist of forward contracts that the Company uses to hedge monetary assets denominated in currencies other than the U.S. dollar. Gains and losses on these contracts as well as related costs are included in financial income, net, along with the gains and losses of the related hedged item. As of September 30, 2011 and 2010, the notional principal amount of the foreign exchange contracts to sell New Israeli Shekels (NIS) held by the Company was $0 and $12,827, respectively.

Table of Contents

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(U.S. dollars in thousands, except share and per share amounts)

The fair value of the Company s outstanding derivative instruments is as follows:

	As at September 30, 2011 (Unaudited)	As at December 31, 2010 (Audited)
Derivative assets:		
Derivatives designated as cash flow hedging instruments:		
Foreign exchange option contracts	$	$ 151
Foreign exchange forward contracts		90
Total	$	$ 241
Derivative liabilities:		
Derivatives designated as cash flow hedging instruments:		
Foreign exchange option contracts	$ 47	$
Foreign exchange forward contracts	118	
Total	$ 165	$
Derivatives not designated as hedging instruments:		
Foreign exchange forward contracts		709
Total	$ 165	$ 709

The Company recorded the fair value of derivative assets in prepaid expenses and other accounts receivable and the fair value of derivative liabilities in accrued expenses and other payables in the Company s interim condensed consolidated balance sheet.

The increase (decrease) in gains recognized in accumulated other comprehensive income (loss) on derivatives, before tax effect, is as follows:

	Nine months ended September 30,		Three months ended September 30,	
	2011 (unaudited)	2010 (unaudited)	2011 (unaudited)	2010 (unaudited)
Derivatives designated as cash flow hedging instruments:				
Foreign exchange option contracts	$ 42	$ 114	$ (113)	$ 103
Foreign exchange forward contracts	(165)	41	(225)	264
	$ (123)	$ 155	$ (338)	$ 367

The gains (losses) reclassified from accumulated other comprehensive income (loss) into income, are as follows:

	Nine months ended September 30,		Three months ended September 30,	
	2011 (unaudited)	2010 (unaudited)	2011 (unaudited)	2010 (unaudited)
Derivatives designated as cash flow hedging instruments:				
Foreign exchange option contracts	$ (240)	$ (118)	$ (12)	$
Foreign exchange forward contracts	(43)	55	(29)	20
	$ (283)	$ (63)	$ (41)	$ 20

Table of Contents

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(U.S. dollars in thousands, except share and per share amounts)

The Company recorded in cost of revenues and operating expenses a net gain of $41 and $283 during the three and nine months ended September 30, 2011, respectively, and a net loss of $20 and a net gain of $63 for the comparable periods of 2010, related to its Hedging Contracts. In addition, the Company recorded in financial income, net, a loss of $0 and $284 for the three and nine months ended September 30, 2011, respectively, and a loss of $469 and $248 for the comparable periods of 2010, related to derivatives not designated as hedging instruments.

NOTE 9: RECENTLY ISSUED ACCOUNTING STANDARDS

In June 2011, the FASB issued authoritative guidance requiring most entities to present items of net income and other comprehensive income either in one continuous statement, referred to as the statement of comprehensive income, or in two separate, but consecutive, statements of net income and other comprehensive income. The option to present items of other comprehensive income in the statement of changes in equity was eliminated. This guidance is effective for interim and annual periods beginning after December 15, 2011. Based upon the Company s assessment of the impact of this guidance, the manner in which it presents other comprehensive income in its financial statements will be modified upon adoption.

In September 2011, the FASB amended its accounting guidance on testing goodwill for impairment by providing entities an option to perform a qualitative assessment to determine whether further impairment testing is necessary. The amendments do not change the guidance for how goodwill is calculated or when goodwill is tested for impairment. The amendments are effective for fiscal years beginning after December 15, 2011. The Company does not anticipate material impact on its financial statements upon adoption.

For additional description of recent accounting pronouncements relevant to the Company, please refer to Recently issued accounting standards section included in Note 1 to the Company s Annual Report on Form 10-K for the year ended December 31, 2010.

Table of Contents

Item 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion together with the unaudited financial statements and related notes appearing elsewhere in this quarterly report. This discussion contains forward-looking statements that involve risks and uncertainties. Any or all of our forward-looking statements in this quarterly report may turn out to be wrong. These forward-looking statements can be affected by inaccurate assumptions we might make or by known or unknown risks and uncertainties. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. Factors which could cause actual results to differ materially include those set forth under in Part II Item 1A Risk Factors, as well as those discussed elsewhere in this quarterly report. See Forward-Looking Statements.

BUSINESS OVERVIEW

The financial information presented in this quarterly report includes the results of CEVA, Inc. and its subsidiaries. CEVA is the world s leading licensor of DSP cores and platform solutions. Our technologies are widely licensed and power some of the world s leading semiconductor and original equipment manufacturer (OEM) companies. In 2010, our licensees shipped 613 million CEVA-powered chipsets targeted for a wide range of diverse end markets. During the first nine months of 2011, our licensees shipped more than 730 million CEVA-powered chipsets, illustrating continued, strong market deployment of our technology. In 2010, The Linley Group reported CEVA s share of the licensable DSP market at 78%.

During the past five years, our business has shown profitability growth and market share expansion as a result of the widespread deployment of our DSP cores with all major handset OEMs Huawei, LG Electronics, Motorola, Nokia, Samsung, Sony-Ericsson, ZTE and a major U.S.-based smartphone manufacturer. This positive trend is evident from our royalty revenues which increased by 71% for the first nine months of 2011 as compared to the first nine months of 2010. Based on internal data and Strategy Analytics worldwide shipment data, CEVA s worldwide market share of cellular baseband chips that incorporate our technologies reached approximately 41% of the worldwide shipment volume based on second quarter 2011 worldwide shipments. Revenues derived from the handsets and mobile broadband markets accounted for approximately 81% of our total revenues for the first nine months of 2011. Nonetheless, we believe the full scale migration to our DSP cores and technologies in the handsets and mobile broadband markets has not been fully realized and continues to progress. The mobile broadband space is a category of wireless-enabled products, among which are data cards, tablets, netbooks, eReader, automotive and smart grids. We believe Texas Instruments exit from the baseband market, after historically having been a large player in this market, as well as the emergence of merchant chips from companies such as Broadcom, Intel and Spreadtrum, are strong positive drivers for our future market share expansion.

Strategy Analytics forecasts that worldwide cellular baseband shipments will grow by 10.5% in 2011 to reach 2.08 billion units. We believe that the majority of this growth will come from advanced-feature phone and low-cost smartphone demands in developing countries and the broader adoption of advanced smartphones in mature markets. We are well positioned to capitalize on the growth in the above segments, as well as growth from other mobile connected devices such as tablets, eReaders, and other machine 2 machine devices as key chip suppliers serving these markets use our technologies broadly. Ericsson projects there will be one billion personal mobile broadband connections at the end of 2011 and five billion in 2016. The source of this substantial growth is primarily due to new categories of devices that utilize cellular connectivity.

Beyond products enabled by our technologies in handsets and mobile broadband markets, during the third quarter of 2011, there was a higher contribution in our licensing revenue from our multimedia product lines targeting new applications such as video, imaging and audio. During the third quarter, we completed the first licensing agreement for our CEVA-MM3000 video and imaging platform, as well as a strategic licensing agreement for our audio DSP with a Tier 1 handset and tablet Japanese OEM.

Notwithstanding the various growth opportunities we have outlined above, our business operates in a highly competitive environment. Competition has historically increased pricing pressures for our products and decreased our average selling prices. Some of our competitors have reduced their licensing and royalty fees to attract customers and expand their market share. In order to penetrate new markets and maintain our market share with our existing products, we may need to offer our products in the future at lower prices which may result in lower profits. In addition, our future growth is dependent not only on the continued success of our existing products but also the successful introduction of new products, which requires the dedication of resources into research and development which in turn may increase our operating expenses. We anticipate that our operating expenses will be higher for during 2011 in comparison to 2010, mainly due to: (1) an increase in non-cash equity-based compensation expenses due to new option grants to employees; (2) increased investments in research and development in next generation CEVA-XC DSP for our wireless, as well as new MM3000 HD video and imaging platforms, including the addition of new engineers, higher salaries and related expenses; and (3) to some extent currency exchange expenses as the U.S. dollar is currently devalued against the New Israeli Shekel (NIS), the Euro and the British Pound, which are the primary currencies for our employee salary expenses. Furthermore, since our products are incorporated into end products of our OEM customers, our business is very dependent on our OEM customers ability to achieve market acceptance of their end products in the handsets and consumer electronic markets, which are similarly very competitive.

14

Table of Contents

The ever-changing nature of the market also affects our continued business growth potential. For example, the success of our video and audio products is highly dependent on the market adoption of new services and products, such as smartphones, tablets, connected TVs and set-top boxes. In addition, our business is affected by market conditions in emerging markets, such as China, India, Latin America and Africa, where the penetration of handsets, especially low-cost phones, could generate future growth potential for our business. The maintenance of our competitive position and our future growth also are dependent on our ability to adapt to ever-changing technologies, short product life cycles, evolving industry standards, changing customer needs and the trend towards cellular connectivity, and voice, audio and video convergence in the markets that we operate.

Moreover, due to the uncertainty about the sustainability of the market recovery, it is extremely difficult for our customers, our vendors and us to accurately forecast and plan future business activities. Therefore, current economic conditions, and specifically the volatility in the semiconductor and consumer electronics industries, could seriously impact our revenue and harm our business, financial condition and operating results. As a result, our past operating results should not be relied upon as an indication of future performance.

RESULTS OF OPERATIONS

Total Revenues

Total revenues were $14.8 million and $44.3 million for the third quarter and first nine months of 2011, respectively, representing an increase of 39% for both periods, as compared to the corresponding periods in 2010. The increase in total revenues for the third quarter of 2011 and for the first nine months of 2011 reflected significantly higher royalty revenues and higher licensing revenues offset by lower other revenues. Five largest customers accounted for 78% and 62% of our total revenues for the third quarter and first nine months of 2011, respectively, as compared to 63% and 57% for the comparable periods in 2010. Three customers accounted for 25%, 17% and 19% of our total revenues for the third quarter of 2011, as compared to four customers that accounted for 10%, 16%, 14% and 15% of our total revenues for the third quarter of 2010. Three customers accounted for 14%, 17% and 15% of our total revenues for the first nine months of 2011, as compared to two customers that accounted for 17% and 21% of our total revenues for the first nine months of 2010. Because of the nature of our license agreements and the associated large initial payments due, the identity of major customers generally varies from quarter to quarter and we do not believe that we are materially dependent on any one specific customer or any specific small number of licensees. Our total revenues derived from the handsets market represented 81% of our total revenues for both the third quarter and first nine months of 2011, as compared to 66% and 69% for the comparable periods in 2010.

We generate our revenues from licensing our technology, which in certain circumstances is modified to customer-specific requirements. We account for our IP license revenues and related services in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codifications (ASC) No. 985-605, Software Revenue Recognition. Revenues from license fees that involve significant customization of our IP to customer-specific specifications are recognized in accordance with the principles set out in FASB ASC No. 605-35-25 Construction-Type and Production-Type Contracts Recognition.

We generate royalty revenue from our customers based on two models: royalties paid by our customers during the period in which they ship units of chipsets incorporating our technology, which we refer to as per unit royalties, and royalties which are paid in a lump sum and in advance to cover a pre-determined fixed number of future unit shipments, which we refer to as prepaid royalties. In either case, these royalties are non-refundable payments and are recognized when payment becomes due, provided no future obligation exists. Prepaid royalties are recognized under our licensing revenue line. No prepaid royalty revenue was generated during the third quarter and first nine months ended September 30, 2011. Prepaid royalties accounted for 3% and 2% of our total revenues for the third quarter and first nine months of 2010, respectively. Only royalty revenue from customers who are paying as they ship units of chipsets incorporating our technology is recognized in our royalty revenue line. These per unit royalties are invoiced and recognized on a quarterly basis in arrears as we receive quarterly shipment reports from our licensees.

Licensing Revenues

Licensing revenues were $5.2 million and $15.5 million for the third quarter and first nine months of 2011, respectively, an increase of 17% and 13% from the third quarter and first nine months of 2010. The increase in licensing revenues for the third quarter of 2011, as compared to the corresponding period of 2010, resulted mainly from higher revenues from our newest CEVA-XC DSP core and our BlueTooth IP, partially offset by lower revenues from our older CEVA-X DSP core. The increase in licensing revenues for the first nine months of 2011, as compared to the corresponding period of 2010, resulted mainly from higher revenues from our newest CEVA-XC DSP core, our BlueTooth IP, and our SAS/SATA IP, partially offset by lower revenues from our older CEVA-X DSP core and our CEVA-TeakLite DSP core family of products. We also concluded strategic licensing agreements with a high volume semiconductor vendor for our new CEVA-MM3000 platform to be used for smartphones and smart-TVs and with a tier one Japanese handset and tablet OEM for our audio platform.

15

Table of Contents

Licensing revenues accounted for 35% of our total revenues for both the third quarter and first nine months of 2011, compared to 42% and 43% for the comparable periods of 2010. During the third quarter of 2011, we concluded eight new license agreements. Six agreements were for CEVA DSP cores, platforms and software, one agreement was for our CEVA SATA/SAS product lines and one agreement was for our CEVA Bluetooth technology. Target applications for customer deployment are 4G baseband processors, video, imaging and audio in application processors, power line communications (PLC), connectivity and solid state drives (SSDs). Geographically, two of the agreements signed were in the U.S. and six were in Asia Pacific, including Japan.

Royalty Revenues

Royalty revenues were $8.8 million and $26.2 million for the third quarter and first nine months of 2011, respectively, an increase of 67% and 71% from the third quarter and first nine months of 2010. Royalty revenues accounted for 59% of our total revenues for both the third quarter and first nine months of 2011, compared to 49% and 48% for the comparable periods of 2010. Royalty revenues for the first nine months of 2010 included $0.4 million of catch-up royalties on past shipments from two existing customers in the consumer space. Excluding the catch up royalties, the increase in royalty revenues for the third quarter and first nine months of 2011 reflected the continued expansion of our DSPs across both handset and non-handset cellular-enabled products, which was driven by large volume 2G, 3G and TD-SCDMA phones, partially offset by a decrease in the average per unit royalty rate. Our per unit and prepaid royalty customers reported sales of 250 million and 731 million chipsets incorporating our technologies for the third quarter and first nine months of 2011, respectively, compared to 141 million and 391 million for the comparable periods of 2010. The five largest customers paying per unit royalty accounted for 82% and 75% of our total royalty revenues for the third quarter and first nine months of 2011, respectively, compared to 80% and 79% for the comparable periods of 2010.

As of September 30, 2011, 29 licensees were shipping products incorporating our technologies pursuant to 38 licensing arrangements. As of September 30, 2010, 26 licensees were shipping products incorporating our technologies pursuant to 34 licensing arrangements.

Other Revenues

Other revenues were $0.9 million and $2.5 million for the third quarter and first nine months of 2011, respectively, a decrease of 12% and 8% from the third quarter and first nine months of 2010, respectively. The decrease in other revenues for the third quarter of 2011 reflected principally lower support-related revenues. The decrease in other revenues for the first nine months of 2011 reflected principally lower sales of development systems. Other revenues accounted for 6% of our total revenues for both the third quarter and first nine months of 2011, compared to 9% for both comparable periods of 2010. Other revenues include support and training for licensees and sale of development systems.

Geographic Revenue Analysis

	Nine months 2011		Nine months 2010		Third Quarter 2011		Third Quarter 2010	
	(in millions, except percentages)				(in millions, except percentages)			
United States	$ 11.4	*26%*	$ 6.8	*21%*	$ 4.8	*32%*	$ 3.0	*28%*
Europe and Middle East (1) (2)	$ 15.3	*34%*	$ 14.8	*47%*	$ 4.0	*27%*	$ 3.6	*34%*
Asia Pacific (3) (4)	$ 17.6	*40%*	$ 10.3	*32%*	$ 6.0	*41%*	$ 4.1	*38%*
(1) Germany	$ 9.9	*22%*	$ 6.7	*21%*	$ 2.2	*15%*	$ 1.6	*15%*
(2) Switzerland	$ 4.5	*10%*	$ 4.4	*14%*	$ *)	*)*	$ 2.8	*26%*
(3) Taiwan	$ *)	*)*	$ *)	*)*	$ 1.7	*11%*	$ *)	*)*
(4) China	$ 10.0	*22%*	$ 6.1	*19%*	$ 3.6	*24%*	$ 3.2	*30%*

*) Less than 10%

Due to the nature of our license agreements and the associated potential large individual contract amounts, the geographic split of revenues both in absolute and percentage terms generally varies from quarter to quarter.

Cost of Revenues

Cost of revenues were $0.8 million and $2.6 million for the third quarter and first nine months of 2011, respectively, compared to $1.0 million and $2.6 million for the comparable periods of 2010. Cost of revenues accounted for 5% and 6% of our total revenues for the third quarter and first nine months of 2011, respectively, compared to 9% and 8% for the comparable periods of 2010. The

16

Table of Contents

decrease for the third quarter of 2011 principally reflected lower customization work for our licensees. The slight increase for the first nine months of 2011 principally reflected higher salary and related costs and higher non-cash equity-based compensation expenses, partially offset by lower customization work for our licensees. Included in cost of revenues for the third quarter and first nine months of 2011 was a non-cash equity-based compensation expense of $61,000 and $171,000, respectively, compared to $23,000 and $56,000 for the comparable periods of 2010.

Gross Margin

Gross margin for the third quarter and first nine months of 2011 were 95% and 94%, respectively, compared to 91% and 92% for the comparable periods of 2010. The increase in gross margin for the third quarter and first nine months of 2011 principally reflected higher royalty revenues which have higher gross margins.

Operating Expenses

Total operating expenses were $9.3 million and $28.0 million for the third quarter and first nine months of 2011, respectively, compared to $7.4 million and $23.2 million for the comparable periods of 2010. The increase in total operating expenses for the third quarter of 2011 principally reflected higher salary and related costs, higher currency exchange expenses as a result of the devaluation of the U.S. dollar against the Israeli NIS, higher project-related expenses, and higher non-cash equity-based compensation expenses, partially offset by higher research grants received from the Office of Chief Scientist of Israel. The increase in total operating expenses for the first nine months of 2011 principally reflected higher salary and related costs, higher currency exchange expenses as a result of the devaluation of the U.S. dollar against the Israeli NIS, and higher non-cash equity-based compensation expenses.

We currently anticipate that our operating expenses will be higher in 2011 in comparison to 2010, mainly due to: (1) an increase in non-cash equity-based compensation expenses due to new option grants to employees; (2) increased investments in research and development in next generation CEVA-XC DSP for our wireless, as well as new MM3000 HD video and imaging platforms, including the addition of new engineers, higher salaries and related expenses; and (3) to some extent currency exchange expenses as the U.S. dollar is currently devalued against the NIS, the Euro and the British Pound, which are the primary currencies for our employee salary expenses.

Research and Development Expenses, Net

Our research and development expenses were $5.1 million and $15.8 million for the third quarter and first nine months of 2011, respectively, compared to $4.1 million and $13.2 million for the comparable periods of 2010. The net increase for the third quarter of 2011 principally reflected higher salary and related costs, higher currency exchange expenses as a result of the devaluation of the U.S. dollar against the Israeli NIS, higher project-related expenses and higher non-cash equity-based compensation expenses, partially offset by higher research grants received from the Office of Chief Scientist of Israel. The net increase for the first nine months of 2011 principally reflected higher salary and related costs, higher currency exchange expenses as a result of the devaluation of the U.S. dollar against the Israeli NIS and higher non-cash equity-based compensation expenses. Included in research and development expenses for the third quarter and first nine months of 2011 were non-cash equity-based compensation expenses of $510,000 and $1,372,000, respectively, compared to $183,000 and $489,000 for the comparable periods of 2010. Research and development expenses as a percentage of our total revenues were 35% and 36% for the third quarter and first nine months of 2011, respectively, compared to 39% and 42% for the comparable periods of 2010.

The number of research and development personnel was 131 at September 30, 2011, compared to 125 at September 30, 2010.

Sales and Marketing Expenses

Our sales and marketing expenses were $2.1 million and $6.6 million for the third quarter and first nine months of 2011, respectively, compared to $1.7 million and $5.2 million for the comparable periods of 2010. The increase for the third quarter of 2011 principally reflected higher salary and related expenses, and higher non-cash equity-based compensation expenses. The increase for the first nine months of 2011 principally reflected higher salary and related expenses, higher commission expenses and higher non-cash equity-based compensation expenses. Included in sales and marketing expenses for the third quarter and first nine months of 2011 were non-cash equity-based compensation expenses of $291,000 and $747,000, respectively, compared to $92,000 and $300,000 for the comparable periods of 2010. Sales and marketing expenses as a percentage of our total revenues were 14% and 15% for the third quarter and first nine months of 2011, respectively, compared to 16% for both comparable periods of 2010.

The total number of sales and marketing personnel was 23 at September 30, 2011, compared to 22 at September 30, 2010.

17

Table of Contents

General and Administrative Expenses

Our general and administrative expenses were $2.1 million and $5.6 million for the third quarter and first nine months of 2011, respectively, compared to $1.6 million and $4.7 million for the comparable periods of 2010. The increase for the third quarter of 2011 principally reflected higher salary and related expenses and higher non-cash equity-based compensation expenses. The increase for the first nine months of 2011 principally reflected higher salary and related expenses, higher professional services cost and higher non-cash equity-based compensation expenses. Included in general and administrative expenses for the third quarter and first nine months of 2011 were non-cash equity-based compensation expenses of $553,000 and $1,250,000, respectively, compared to $239,000 and $816,000 for the comparable periods of 2010. General and administrative expenses as a percentage of total revenues were 14% and 13% for the third quarter and first nine months of 2011, respectively, compared to 15% for both comparable periods of 2010.

The number of general and administrative personnel was 24 at September 30, 2011, compared to 22 at September 30, 2010.

Financial and Other Income, Net (in millions)

	Nine Months 2011	Nine Months 2010	Third Quarter 2011	Third Quarter 2010
Financial income, net	$ 2.04	$ 1.59	$ 0.78	$ 0.49
of which:				
Interest income and gains and losses from marketable securities, net	$ 2.08	$ 1.58	$ 0.73	$ 0.55
Foreign exchange gain (loss)	$ (0.04)	$ 0.01	$ 0.05	$ (0.06)
Other income				
Gain from sale of equipment	$ 0.01	$	$	$

Financial income, net, consists of interest earned on investments, gains and losses from marketable securities, amortization of discounts and premiums on marketable securities and foreign exchange movements. The increase in interest income and gains and losses from marketable securities, net, during the third quarter and first nine months of 2011 principally reflected higher combined cash, bank deposits and marketable securities balances held.

We review our monthly expected non-U.S. dollar denominated expenditures and look to hold equivalent non-U.S. dollar cash balances to mitigate currency fluctuations. This has resulted in a foreign exchange gain of $49,000 and a foreign exchange loss of $44,000 for the third quarter and first nine months of 2011, respectively, and a foreign exchange loss of $54,000 and a foreign exchange gain of $12,000 for the comparable periods of 2010.

Provision for Income Taxes

Our income tax expenses were $571,000 and $1,973,000 for the third quarter and first nine months of 2011, respectively, compared to a tax benefit of $208,000 and a tax expense of $527,000 for the comparable periods of 2010. The increase for the third quarter of 2011 primarily reflected (i) an increase in income before taxes, and (ii) a tax benefit in the third quarter of 2010 which was primarily associated with adjustments related to international cost allocations, as well as tax planning strategies to utilize certain deferred tax assets. The increase for the first nine months of 2011 primarily reflected (i) an increase in income before taxes and (ii) a tax benefit in the third quarter of 2010 which was primarily associated with adjustments related to international cost allocations, as well as tax planning strategies to utilize certain deferred tax assets, offset by withholding tax expenses which we were unable to obtain a refund from a certain tax authority during the first nine months of 2010. We have significant operations in Israel and the Republic of Ireland, and a substantial portion of our taxable income is generated there. Currently, our Israeli and Irish subsidiaries are taxed at rates substantially lower than U.S. tax rates.

Our Irish operating subsidiaries qualified for a 10% tax rate on its trade until December 31, 2010. Since January 1, 2011, a new tax rate of 12.5% is in effect going forward.

Our Israeli operating subsidiary s production facilities have been granted Approved Enterprise status under Israeli law in connection with six separate investment plans. Accordingly, Income from an Approved Enterprise is tax-exempt for a period of two or four years and is subject to a reduced corporate tax rate of 10% to 25% (based on percentage of foreign ownership) for an additional period of six or eight years. The tax benefit under the first, second, third and fourth plans have expired and are subject to corporate tax of 24% in 2011. However, the Israeli operating subsidiary received in 2008 an approval for the erosion of tax basis in respect to its second, third and fourth plans, and as a result no

taxable income was attributed to these plans.

Table of Contents

On April 1, 2005, an amendment to the Israeli Investment Law came into effect (the Amendment) and significantly changed the provisions of the Investment Law. The Amendment included revisions to the criteria for investments qualified to receive tax benefits as an Approved Enterprise. The Amendment applies to new investment programs and investment programs commencing after 2004, and does not apply to investment programs approved prior to December 31, 2004, and therefore benefits included in any certificate of approval that was granted before the Amendment came into effect will remain subject to the provisions of the Investment Law as they were on the date of such approval. Our Israeli subsidiary s seventh plan (commenced in 2007) and eighth plan (commenced in 2010) are subject to the provisions of the Amendment. We believe that we are currently in compliance with the requirements of the Amendment. However, if we fail to meet these requirements, we would be subject to corporate tax in Israel at the regular statutory rate of 24% for 2011. We could also be required to refund tax benefits, with interest and adjustments for inflation based on the Israeli consumer price index.

On December 29, 2010, a new Economic Policy Law for 2011-2012 was approved, which included an amendment to the Investment Law (the New Amendment). The New Amendment allows companies to continue compliance with the Investment Law as in effect prior to enactment of the New Amendment until the end of the benefits period for the applicable investment plans in lieu of compliance with the New Amendment. We do not intend to implement the New Amendment in the foreseeable future, and intend to continue to comply with the Investment Law as in effect prior to enactment of the New Amendment.

Certain expenditures pursuant to Israeli law are permitted to be recognized as a tax deduction over a three year period which has resulted in the recognition of deferred tax assets during the third quarter and first nine months of 2011.

LIQUIDITY AND CAPITAL RESOURCES

As of September 30, 2011, we had approximately $22.7 million in cash and cash equivalents, $34.5 million in short term bank deposits, $80.0 million in marketable securities, and $18.4 million in long term bank deposits, totaling $155.6 million, compared to $131.0 million at December 31, 2010. During the first nine months of 2011, we invested $59.9 million of cash in bank deposits and available-for-sale marketable securities with maturities up to 36 months. In addition, during the same period, bank deposits and available-for-sale marketable securities were sold or redeemed for cash amounting to $38.7 million. Tradable certificates of deposits and corporate bonds and securities are classified as available-for-sale marketable securities. The purchase and sale or redemption of available-for-sale marketable securities are considered part of investing cash flow. Available-for-sale marketable securities are stated at fair value, with unrealized gains and losses reported in accumulated other comprehensive income (loss), a separate component of stockholders equity, net of taxes. Realized gains and losses on sales of investments, as determined on a specific identification basis, are included in the consolidated statements of operations. Determining whether the decline in fair value is other-than-temporary requires management judgment based on the specific facts and circumstances of each investment. We periodically assess whether our investments with unrealized losses are other than temporarily impaired (OTTI). OTTI charges exist when we have the intent to sell the security, we will more likely than not be required to sell the security before anticipated recovery or we do not expect to recover the entire amortized cost basis of the security (that is, a credit loss exists). OTTI is determined based on the specific identification method and is reported in the consolidated statements of operations. We did not recognize any OTTI charges on marketable securities during the first nine months of 2011.

Bank deposits are classified as short-term bank deposits and long-term bank deposits. Short-term bank deposits are non-tradable deposits with maturities of more than three months but less than one year, whereas long-term bank deposits are non-tradable deposits with maturities of more than one year. Non-tradable deposits are presented at their cost, including accrued interest, and purchases and sales are considered part of cash flows from investing activities.

Net cash provided by operating activities for the first nine months of 2011 was $18.0 million, compared to $10.8 million of net cash provided by operating activities for the comparable period of 2010.

Cash flows from operating activities may vary significantly from quarter to quarter depending on the timing of our receipts and payments. Our ongoing cash outflows from operating activities principally relate to payroll-related costs and obligations under our property leases and design tool licenses. Our primary sources of cash inflows are receipts from our accounts receivable and interest earned from our cash, deposits and marketable securities. The timing of receipts of accounts receivable from customers is based upon the completion of agreed milestones or agreed dates as set out in the contracts.

Net cash used in investing activities for the first nine months of 2011 was $21.4 million, compared to $6.5 million of net cash used in investing activities for the comparable period of 2010. We had a cash outflow of $34.4 million and a cash inflow of $25.5 million in respect of investments in marketable securities during the first nine months of 2011, as compared to cash outflow of $46.7 million and a cash inflow of $29.7 million in respect of investments in marketable securities during the first nine months of 2010. For the first nine months of 2011, we had net investment of $12.3 million in bank deposits, as compared to net proceeds of $11.3 million from bank deposits for the comparable period of 2010.

19

Table of Contents

Net cash provided by financing activities for the first nine months of 2011 was $8.9 million, compared to $7.0 million net cash provided by financing activities for the comparable period of 2010.

During the first nine months of 2010, we repurchased 139,709 shares of common stock pursuant to our share repurchase program, at an average purchase price of $11.2 per share for an aggregate purchase price of $1.6 million. No repurchases were done during the first nine months of 2011.

During the first nine months of 2011, we received $7.7 million from the issuance of common stock upon exercises of stock options and purchases under our employee stock purchase plan, as compared to $7.4 million received during the first nine months of 2010 from the issuance of common stock and treasury stock upon exercises of stock options and purchases under our employee stock purchase plan. During the first nine months of 2011 and 2010, we classified $1.2 and $1.1 million, respectively, of excess tax benefit from equity-based compensation as financing cash flows.

We believe that our current cash on hand, short-term deposits and marketable securities, along with cash from operations, will provide sufficient capital to fund our operations for at least the next 12 months. We cannot provide assurances, however, that the underlying assumed levels of revenues and expenses will prove to be accurate.

In addition, as part of our business strategy, we occasionally evaluate potential acquisitions of businesses, products and technologies. Accordingly, a portion of our available cash may be used at any time for the acquisition of complementary products or businesses. Such potential transactions may require substantial capital resources, which may require us to seek additional debt or equity financing. We cannot assure you that we will be able to successfully identify suitable acquisition candidates, complete acquisitions, integrate acquired businesses into our current operations, or expand into new markets. Furthermore, we cannot provide assurances that additional financing will be available to us in any required time frame and on commercially reasonable terms, if at all. See Risk Factors We may seek to expand our business through acquisitions that could result in diversion of resources and extra expenses. for more detailed information.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

A majority of our revenues and a portion of our expenses are transacted in U.S. dollars and our assets and liabilities together with our cash holdings are predominately denominated in U.S. dollars. However, the majority of our expenses are denominated in currencies other than the U.S. dollar, principally the Euro, the NIS and the British Pound. Increases in volatility of the exchange rates of currencies other than the U.S. dollar versus the U.S. dollar could have an adverse effect on the expenses and liabilities that we incur when remeasured into U.S. dollars. We review our monthly expected non-U.S. dollar denominated expenditures and look to hold equivalent non-U.S. dollar cash balances to mitigate currency fluctuations. This has resulted in a foreign exchange gain of $49,000 and a foreign exchange loss of $44,000 for the third quarter and first nine months of 2011, respectively, and a foreign exchange loss of $54,000 and a foreign exchange gain of $12,000 for the comparable periods of 2010.

As a result of currency fluctuations and the remeasurement of non-U.S. dollar denominated expenditures in U.S. dollars for financial reporting purposes, we may experience fluctuations in our operating results on an annual and quarterly basis. To protect against the increase in value of forecasted foreign currency cash flow resulting from salaries paid in currencies other than the U.S. dollar during the year, we instituted a foreign currency cash flow hedging program starting in the second quarter of 2007. We hedge portions of the anticipated payroll for our non-U.S. employees denominated in currencies other than the U.S. dollar for a period of one to twelve months with forward and option contracts. During the third quarter and first nine months of 2011, we recorded accumulated other comprehensive loss of $345,000 and $369,000, respectively, from our forward and option contracts, net of taxes, with respect to anticipated payroll expenses for our non-U.S. employees. During the third quarter and first nine months of 2010, we recorded accumulated other comprehensive gain of $362,000 and $89,000, respectively, from our forward and option contracts, net of taxes, with respect to anticipated payroll expenses for our non-U.S. employees. As of September 30, 2011, the amount of other comprehensive loss from our forward and option contracts, net of taxes, was $150,000, which will be recorded in the consolidated statements of operations during the following 10 months. We recognized a net gain of $41,000 and $283,000 for the third quarter and first nine months of 2011, respectively, and a net loss of $20,000 and a net gain of $63,000 for the comparable periods of 2010, related to forward and options contracts. We note that hedging transactions may not successfully mitigate losses caused by currency fluctuations. We expect to continue to experience the effect of exchange rate and currency fluctuations on an annual and quarterly basis.

The majority of our cash and cash equivalents are invested in high grade certificates of deposits with major U.S., European and Israeli banks. Generally, cash and cash equivalents and bank deposits may be redeemed and therefore minimal credit risk exists with respect to them. Nonetheless, deposits with these banks exceed the Federal Deposit Insurance Corporation (FDIC) insurance limits or similar limits in foreign jurisdictions, to the extent such deposits are even insured in such foreign jurisdictions. While we monitor on a systematic basis the cash and cash

equivalent balances in the operating accounts and adjust the balances as appropriate, these balances could be impacted if one or more of the financial institutions with which we deposit our funds fails or is subject to other

Table of Contents

adverse conditions in the financial or credit markets. To date, we have experienced no loss of principal or lack of access to our invested cash or cash equivalents; however, we can provide no assurance that access to our invested cash and cash equivalents will not be affected if the financial institutions that we hold our cash and cash equivalents fail.

We hold an investment portfolio consisting principally of corporate bonds and securities. We intend, and have the ability, to hold such investments until recovery of temporary declines in market value or maturity; accordingly, as of September 30, 2011, we believe the losses associated with our investments are temporary and no impairment loss was recognized during the first nine months of 2011. However, we can provide no assurance that we will recover present declines in the market value of our investments.

Interest income and gains and losses from marketable securities, net, were $0.73 million and $2.08 million for the third quarter and first nine months of 2011, respectively, compared to $0.55 million and $1.58 million for the comparable periods of 2010.

We are exposed primarily to fluctuations in the level of U.S. and EMU (European Monetary Union) interest rates. To the extent that interest rates rise, fixed interest investments may be adversely impacted, whereas a decline in interest rates may decrease the anticipated interest income for variable rate investments. We typically do not attempt to reduce or eliminate our market exposures on our investment securities because the majority of our investments are short-term. We currently do not have any derivative instruments but may put them in place in the future. Fluctuations in interest rates within our investment portfolio have not had, and we do not currently anticipate such fluctuations will have, a material effect on our financial position on an annual or quarterly basis.

Item 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2011.

There has been no change in our internal control over financial reporting that occurred during our most recent fiscal quarter that has materially affected or is reasonably likely to materially affect our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

We are not a party to any litigation or other legal proceedings that we believe could reasonably be expected to have a material effect on our business, results of operations and financial condition.

Item 1A. RISK FACTORS

This Form 10-Q contains forward-looking statements concerning our future products, expenses, revenue, liquidity and cash needs as well as our plans and strategies. These forward-looking statements are based on current expectations and we assume no obligation to update this information. Numerous factors could cause our actual results to differ significantly from the results described in these forward-looking statements, including the following risk factors.

There are no material changes to the Risk Factors described under the title Factors That May Affect Future Performance in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 other than (1) changes to the Risk Factor below entitled The markets in which we operate are highly competitive, and as a result we could experience a loss of sales, lower prices and lower revenue; (2) changes to the Risk Factor below entitled Our quarterly operating results fluctuate from quarter to quarter due to a variety of factors, including our lengthy sales cycle, and may not be a meaningful indicator of future performance; (3) changes to the Risk Factor below entitled We rely significantly on revenue derived from a limited number of customers; (4) changes to the Risk Factor below entitled Royalty rates could decrease for existing and future license agreements which could materially adversely affect our operating results; (5) changes to the Risk Factor below entitled We generate a significant amount of our total revenues from the cellular market and our business and operating results may be materially adversely affected if we do not continue to succeed in this highly competitive market; (6) changes to the Risk Factor below entitled Because we have

significant international operations, we may be subject to political, economic and other conditions relating to our international operations that could increase our operating expenses and disrupt our revenues and business; (7) changes to the Risk Factor below entitled Our operations in Israel may be adversely affected by instability in the Middle East region; (8) changes to the Risk Factor below entitled Our research and development expenses may increase if the grants we currently receive from the Israeli government are reduced or withheld; and (9) changes to the Risk Factor below entitled The Israeli tax benefits that we currently receive and the government programs in which we participate require us to meet certain conditions and may be terminated or reduced in the future, which could increase our tax expenses.

Table of Contents

The markets in which we operate are highly competitive, and as a result we could experience a loss of sales, lower prices and lower revenue.

The markets for the products in which our technology is incorporated are highly competitive. Aggressive competition could result in substantial declines in the prices that we are able to charge for our intellectual property. Many of our competitors are striving to increase their share of the growing DSP market and are reducing their licensing and royalty fees to attract customers. The following factors may have a significant impact on our competitiveness:

- We compete directly in the DSP cores space with Cognovo, Coresonic and Verisilicon;
- We compete with CPU IP providers, such as ARM Holdings, MIPS Technologies, Synopsys (through its acquisition of Virage Logic), and Tensilica, who offer DSP and DSP extensions to their IP;
- Our video solution is software-based and competes with hardware implementations offered by companies such as Imagination Technologies and Chips & Media, as well as internal engineering teams at companies such as Mediatek, Qualcomm and ST Ericsson that may design programmable DSP core products in-house and therefore not license our technologies; and
- SATA and SAS IP markets are highly standardized with several vendors, such as Gennum s Snowbush IP group, Silicon Image and Synopsys, that offer similar products, thereby leading to pricing pressures for both licensing and royalty revenue.

In addition, we may face increased competition from smaller, niche semiconductor design companies in the future. Some of our customers also may decide to satisfy their needs through in-house design. We compete on the basis of DSP performance, overall chip cost, power consumption, flexibility, reliability, communication and multimedia software availability, design cycle time, tool chain, customer support, name recognition, reputation and financial strength. Our inability to compete effectively on these bases could have a material adverse effect on our business, results of operations and financial condition.

Our quarterly operating results fluctuate from quarter to quarter due to a variety of factors, including our lengthy sales cycle, and may not be a meaningful indicator of future performance.

In some quarters our operating results could be below the expectations of securities analysts and investors, which could cause our stock price to fall. Factors that may affect our quarterly results of operations in the future include, among other things:

- the timing of the introduction of new or enhanced technologies by us and our competitors, as well as the market acceptance of such technologies;
- the timing and volume of orders and production by our customers, as well as fluctuations in royalty revenues resulting from fluctuations in unit shipments by our licensees and shifts by our customers from prepaid royalty arrangements to per unit royalty arrangements;
- royalty pricing pressures and reduction in royalty rates due to an increase in volume shipments by customers, end-product price erosion and competitive pressures;
- the mix of revenues among licensing revenues, per unit and prepaid royalties and service revenues;

our lengthy sales cycle and specifically in the third quarter of any fiscal year during which summer vacations slow down decision-making processes of our customers in executing contracts;

the gain or loss of significant licensees, partly due to our dependence on a limited number of customers generating a significant amount of quarterly revenues;

any delay in execution of any anticipated licensing arrangement during a particular quarter;

delays in the commercialization of end products that incorporate our technology;

currency fluctuations of the Euro and NIS versus the U.S. dollar;

fluctuations in operating expenses and gross margins associated with the introduction of new or enhanced technologies and adjustments to operating expenses resulting from restructurings;

the timing of certain R&D government grant payments;

our ability to scale our operations in response to changes in demand for our technologies;

entry into new markets, including China, India and Latin America;

changes in our pricing policies and those of our competitors;

restructuring, asset and goodwill impairment and related charges, as well as other accounting changes or adjustments; and

general economic conditions, including the current economic conditions, and its effect on the semiconductor industry and sales of consumer products into which our technologies are incorporated.

Table of Contents

Each of the above factors is difficult to forecast and could harm our business, financial condition and results of operations. Also, we license our technology to OEM customers for incorporation into their end products for consumer markets, including handsets and consumer electronics products. The royalties we generate are reported by our customers and invoiced by us one quarter in arrears. As a result, our royalty revenues are affected by seasonal buying patterns of consumer products sold by our OEM customers that incorporate our technology and the market acceptance of such ends products supplied by our OEM customers. The fourth quarter in any given year is usually the strongest quarter for sales by our OEM customers in the consumer markets, and thus, the first quarter in any given year is usually the strongest quarter for royalty revenues as our royalties are reported and invoiced one quarter in arrears. By contrast, the second quarter in any given year is usually the weakest quarter for us in relation to royalty revenues. However, this general quarterly fluctuation may be impacted by global economic conditions.

We currently anticipate that our operating expenses will be higher for 2011, in comparison to 2010, mainly due to: (1) an increase in non-cash equity-based compensation expenses due to new option grants to employees; (2) increased investments in research and development in next generation CEVA-XC DSP for our wireless, as well as new MM3000 HD video and imaging, platforms, including the addition of new engineers, higher salaries and related expenses; and (3) to some extent currency exchange expenses as the U.S. dollar is currently devalued against the NIS, the Euro and the British Pound, which are the primary currencies for our employee salary expenses.

We rely significantly on revenue derived from a limited number of customers.

We expect that a limited number of customers, generally varying in identity from period-to-period, will account for a substantial portion of our revenues in any period. Three customers, varying in identity from period-to-period, accounted for 25%, 17% and 19% of our total revenues for the third quarter of 2011 and 14%, 17% and 15% of our total revenues for the first nine months of 2011. Our five largest customers, varying in identity from period-to-period, accounted for 78% and 62% of our total revenues for the third quarter and first mime months of 2011, respectively. Our five largest customers paying per unit royalties, varying in identity from period-to-period, accounted for 82% and 75% of our total royalty revenues for the third quarter and first nine months of 2011, respectively. Moreover, license agreements for our DSP cores have not historically provided for substantial ongoing license payments. Significant portions of our anticipated future revenue, therefore, will likely depend upon our success in attracting new customers or expanding our relationships with existing customers. Our ability to succeed in these efforts will depend on a variety of factors, including the performance, quality, breadth and depth of our current and future products, as well as our sales and marketing skills. In addition, some of our licensees may in the future decide to satisfy their needs through in-house design and production. Our failure to obtain future licensing customers would impede our future revenue growth and could materially harm our business.

Royalty rates could decrease for existing and future license agreements which could materially adversely affect our operating results.

Royalty payments to us under existing and future license agreements could be lower than currently anticipated for a variety of reasons. Average selling prices for semiconductor products generally decrease over time during the lifespan of a product. In addition, there is increasing downward pricing pressures in the semiconductor industry on end products incorporating our technology, especially end products for the cellular and consumer electronics markets. As a result, notwithstanding the existence of a license agreement, our customers may demand that royalty rates for our products be lower than our historic royalty rates. We have in the past and may be pressured in the future to renegotiate existing license agreements with our customers. In addition, certain of our license agreements provide that royalty rates may decrease in connection with the sale of larger quantities of products incorporating our technology. Furthermore, our competitors may lower the royalty rates for their comparable products to win market share which may force us to lower our royalty rates as well. As a consequence of the above referenced factors, as well as unforeseen factors in the future, the royalty rates we receive for use of our technology could decrease, thereby decreasing future anticipated revenue and cash flow. Royalty revenues were 59% of our total revenues for both the third quarter and first nine months of 2011. Therefore, a significant decrease in our royalty revenues could materially adversely affect our operating results.

We generate a significant amount of our total revenues from the cellular market and our business and operating results may be materially adversely affected if we do not continue to succeed in this highly competitive market.

Revenues derived from the cellular market accounted for approximately 81% of our total revenues for both the third quarter and first nine months of 2011, respectively. Any adverse change in our ability to compete and maintain our competitive position in the cellular market, including through the introduction by competitors of enhanced technologies that attract OEM customers that target the cellular market, would harm our business, financial condition and results of operations. Moreover, the cellular market is extremely competitive and is facing intense pricing pressures, and we expect that competition and pricing pressures will only increase. Our existing OEM customers may fail to introduce new handsets that attract consumers, or encounter significant delays in developing, manufacturing or shipping new or enhanced handsets in this market. The inability of our OEM customers to compete would result in lower shipments of handsets powered by our technologies which in turn would have a material adverse effect on our business, financial condition and results of operations.

23

Table of Contents

We depend on market acceptance of third-party semiconductor intellectual property.

The semiconductor intellectual property (SIP) industry is a relatively small and emerging industry. Our future growth will depend on the level of market acceptance of our third-party licensable intellectual property model, the variety of intellectual property offerings available on the market, and a shift in customer preference away from in-house development of proprietary DSPs towards licensing open DSP cores. Furthermore, the third-party licensable intellectual property model is highly dependent on the market adoption of new services and products, such as smartphones, mobile broad band, ultra-low-cost phones in emerging markets, Personal Multimedia Players (PMP), Blu-ray DVDs, connected digital TVs and set-top boxes with high definition audio and video. Such market adoption is important because the increased cost associated with ownership and maintenance of the more complex architectures needed for the advanced services and products may motivate companies to license third-party intellectual property rather than design them in-house.

The trends that would enable our growth are largely beyond our control. Semiconductor customers also may choose to adopt a multi-chip, off-the-shelf chip solution versus licensing or using highly-integrated chipsets that embed our technologies. If the above referenced market shifts do not materialize or third-party SIP does not achieve market acceptance, our business, results of operations and financial condition could be materially harmed.

Because our IP solutions are components of end products, if semiconductor companies and electronic equipment manufacturers do not incorporate our solutions into their end products or if the end products of our customers do not achieve market acceptance, we may not be able to generate adequate sales of our products.

We do not sell our IP solutions directly to end-users; we license our technology primarily to semiconductor companies and electronic equipment manufacturers, who then incorporate our technology into the products they sell. As a result, we rely on our customers to incorporate our technology into their end products at the design stage. Once a company incorporates a competitor s technology into its end product, it becomes significantly more difficult for us to sell our technology to that company because changing suppliers involves significant cost, time, effort and risk for the company. As a result, we may incur significant expenditures on the development of a new technology without any assurance that our existing or potential customers will select our technology for incorporation into their own product and without this design win, it becomes significantly difficult to sell our IP solutions. Moreover, even after a customer agrees to incorporate our technology into its end products, the design cycle is long and may be delayed due to factors beyond our control, which may result in the end product incorporating our technology not reaching the market until long after the initial design win with such customer. From initial product design-in to volume production, many factors could impact the timing and/or amount of sales actually realized from the design-in. These factors include, but are not limited to, changes in the competitive position of our technology, our customers financial stability, and our ability to ship products according to our customers schedule. Moreover, current economic conditions may further prolong a customer s decision-making process and design cycle.

Further, because we do not control the business practices of our customers, we do not influence the degree to which they promote our technology or set the prices at which they sell products incorporating our technology. We cannot assure you that our customers will devote satisfactory efforts to promote our IP solutions. In addition, our unit royalties from licenses are dependent upon the success of our customers in introducing products incorporating our technology and the success of those products in the marketplace. The primary customers for our products are semiconductor design and manufacturing companies, system OEMs and electronic equipment manufacturers, particularly in the telecommunications field. These industries are highly cyclical and have been subject to significant economic downturns at various times, particularly in recent periods, including the global economic downturn that started in the second half of 2008. These downturns are characterized by production overcapacity and reduced revenues, which at times may encourage semiconductor companies or electronic product manufacturers to reduce their expenditure on our technology. If we do not retain our current customers and continue to attract new customers, our business may be harmed.

Because we have significant international operations, we may be subject to political, economic and other conditions relating to our international operations that could increase our operating expenses and disrupt our revenues and business.

Approximately 74% of our total revenues for the first nine months of 2011 were derived from customers located outside of the United States. We expect that international customers will continue to account for a significant portion of our revenue for the foreseeable future. As a result, the occurrence of any negative international political, economic or geographic events could result in significant revenue shortfalls. These shortfalls could cause our business, financial condition and results of operations to be harmed. Some of the risks of doing business internationally include:

- unexpected changes in regulatory requirements;

24

Table of Contents

fluctuations in the exchange rate for the U.S. dollar;

imposition of tariffs and other barriers and restrictions;

burdens of complying with a variety of foreign laws, treaties and technical standards;

uncertainty of laws and enforcement in certain countries relating to the protection of intellectual property;

multiple and possibly overlapping tax structures and potentially adverse tax consequences;

political and economic instability; and

changes in diplomatic and trade relationships.

We depend on a limited number of key personnel who would be difficult to replace.

Our success depends to a significant extent upon certain of our key employees and senior management, the loss of which could materially harm our business. Competition for skilled employees in our field is intense. We cannot assure you that in the future we will be successful in attracting and retaining the required personnel.

The sales cycle for our IP solutions is lengthy, which makes forecasting of our customer orders and revenues difficult.

The sales cycle for our IP solutions is lengthy, often lasting three to nine months. Our customers generally conduct significant technical evaluations, including customer trials, of our technology as well as competing technologies prior to making a purchasing decision. In addition, purchasing decisions also may be delayed because of a customer s internal budget approval process. Furthermore, given the current market conditions, we have less ability to predict the timing of our customers purchasing cycle and potential unexpected delays in such a cycle. Because of the lengthy sales cycle and potential delays, our dependence on a limited number of customers to generate a significant amount of revenues for a particular period and the size of customer orders, if orders forecasted for a specific customer for a particular period do not occur in that period, our revenues and operating results for that particular quarter could suffer. Moreover, a portion of our expenses related to an anticipated order is fixed and difficult to reduce or change, which may further impact our operating results for a particular period.

We may dispose of or discontinue existing product lines and technology developments, which may adversely impact our future results.

On an ongoing basis, we evaluate our various product offerings and technology developments in order to determine whether any should be discontinued or, to the extent possible, divested. In December 2008, we restructured our SATA activities to better fit SATA s operating expense levels to its overall revenue contribution. We cannot guarantee that we have correctly forecasted, or will correctly forecast in the future, the right product lines and technology developments to dispose or discontinue or that our decision to dispose of or discontinue various investments, products lines and technology developments is prudent if market conditions change. In addition, there are no assurances that the discontinuance of various product lines will reduce our operating expenses or will not cause us to incur material charges associated with such decision. Furthermore, the discontinuance of existing product lines entails various risks, including the risk that we will not be able to find a purchaser for a product line or the purchase price obtained will not be equal to at least the book value of the net assets for the product line. Other risks include managing the expectations of, and maintaining good relations with, our customers who previously purchased products from our disposed or discontinued product lines, which could prevent us from selling other products to them in the future. We may also incur other significant liabilities and costs associated with our disposal or discontinuance of product lines, including employee severance costs and excess facilities costs.

Because our IP solutions are complex, the detection of errors in our products may be delayed, and if we deliver products with defects, our credibility will be harmed, the sales and market acceptance of our products may decrease and product liability claims may be made against us.

Our IP solutions are complex and may contain errors, defects and bugs when introduced. If we deliver products with errors, defects or bugs, our credibility and the market acceptance and sales of our products could be significantly harmed. Furthermore, the nature of our products may also delay the detection of any such error or defect. If our products contain errors, defects and bugs, then we may be required to expend significant capital and resources to alleviate these problems. This could result in the diversion of technical and other resources from our other development efforts. Any actual or perceived problems or delays may also adversely affect our ability to attract or retain customers. Furthermore, the existence of any defects, errors or failure in our products could lead to product liability claims or lawsuits against us or against our customers. A successful product liability claim could result in substantial cost and divert management s attention and resources, which would have a negative impact on our financial condition and results of operations.

Table of Contents

Our operating results are affected by general economic conditions and the highly cyclical nature of the semiconductor industry.

During the global downturn that started in the second half of 2008 and continued throughout 2009, general worldwide economic conditions significantly deteriorated, and resulted in decreased consumer confidence and spending, reduced corporate profits and capital spending, adverse business conditions and liquidity concerns. Notwithstanding improvements in business conditions since the second half of 2009 and in 2010, there continues to be uncertainty about the global economy and outlook, which continue to make it difficult for our customers, the end-product customers, our vendors and us to accurately forecast and plan future business activities and make reliable projections.

Moreover, we operate within the semiconductor industry which experiences significant fluctuations in sales and profitability. The industry was materially adversely affected by the 2008-2009 global downturn. Downturns in the semiconductor industry are characterized by diminished product demand, excess customer inventories, accelerated erosion of prices and excess production capacity. These factors could cause substantial fluctuations in our revenues and in our results of operations.

If global economic and market conditions remain uncertain or deteriorate, we could experience a material adverse impact on our business and results of operations.

Our success will depend on our ability to successfully manage our geographically dispersed operations.

Most of our employees are located in Israel and Ireland. Accordingly, our ability to compete successfully will depend in part on the ability of a limited number of key executives located in geographically dispersed offices to integrate management, address the needs of our customers and respond to changes in our markets. If we are unable to effectively manage and integrate our remote operations, our business may be materially harmed.

Our operations in Israel may be adversely affected by instability in the Middle East region.

One of our principal research and development facilities is located in, and our executive officers and some of our directors are residents of, Israel. Although substantially all of our sales currently are being made to customers outside Israel, we are nonetheless directly influenced by the political, economic and military conditions affecting Israel. Any major hostilities involving Israel could significantly harm our business, operating results and financial condition.

In addition, certain of our officers and employees are currently obligated to perform annual reserve duty in the Israel Defense Forces and are subject to being called to active military duty at any time. Although we have operated effectively under these requirements since our inception, we cannot predict the effect of these obligations on the company in the future. Our operations could be disrupted by the absence, for a significant period, of one or more of our key officers or key employees due to military service.

Our research and development expenses may increase if the grants we currently receive from the Israeli government are reduced or withheld.

We currently receive research grants from programs of the Office of the Chief Scientist of Israel of the Israeli Ministry of Industry and Trade. We received an aggregate of $1,968,000 for the first nine months of 2011. To be eligible for these grants, we must meet certain development conditions and comply with periodic reporting obligations. Although we have met such conditions in the past, should we fail to meet such conditions in the future our research grants may be repayable, reduced or withheld. The repayment or reduction of such research grants may increase our research and development expenses which in turn may reduce our operating income.

We are exposed to fluctuations in currency exchange rates.

A significant portion of our business is conducted outside the United States. Although most of our revenue is transacted in U.S. dollars, we may be exposed to currency exchange fluctuations in the future as business practices evolve and we are forced to transact business in local currencies. Moreover, the majority of our expenses are denominated in foreign currencies, mainly New Israeli Shekel (NIS), Euro and British Pound, which subjects us to the risks of foreign currency fluctuations. Our primary expenses paid in the NIS, Euro and British Pound are employee salaries. Increases in the volatility of the exchange rates of the NIS, Euro and British Pound versus the U.S. dollar could have an adverse effect on the expenses and liabilities that we incur in NIS, Euro and British Pound when remeasured into U.S. dollars for financial reporting purposes. We have instituted a foreign cash flow hedging program to minimize the effects of currency fluctuations. However, hedging transactions may not successfully mitigate losses caused by currency fluctuations, and our hedging positions may be partial or may not exist at all in the future. We also review our monthly expected non-U.S. dollar denominated expenditure and look to hold equivalent non-U.S. dollar cash balances to mitigate currency fluctuations. We expect to continue to experience the effect of exchange rate currency fluctuations on an annual and quarterly

basis.

Table of Contents

If we are unable to meet the changing needs of our end-users or address evolving market demands, our business may be harmed.

The markets for programmable DSP cores and application IP are characterized by rapidly changing technology, emerging markets and new and developing end-user needs, and requiring significant expenditure for research and development. We cannot assure you that we will be able to introduce systems and solutions that reflect prevailing industry standards on a timely basis, meet the specific technical requirements of our end-users or avoid significant losses due to rapid decreases in market prices of our products, and our failure to do so may seriously harm our business.

We may seek to expand our business through acquisitions that could result in diversion of resources and extra expenses.

We may pursue acquisitions of businesses, products and technologies, or establish joint venture arrangements in the future that could expand our business. We are unable to predict whether or when any other prospective acquisition will be completed. The process of negotiating potential acquisitions or joint ventures, as well as the integration of acquired or jointly developed businesses, technologies or products may be prolonged due to unforeseen difficulties and may require a disproportionate amount of our resources and management s attention. We cannot assure you that we will be able to successfully identify suitable acquisition candidates, complete acquisitions or integrate acquired businesses or joint ventures with our operations. If we were to make any acquisitions or enter into a joint venture, we may not receive the intended benefits of the acquisition or joint venture or such an acquisition or joint venture may not achieve comparable levels of revenues, profitability or productivity as our existing business or otherwise perform as expected. The occurrence of any of these events could harm our business, financial condition or results of operations. Future acquisitions or joint venture may require substantial capital resources, which may require us to seek additional debt or equity financing.

Future acquisitions or joint venture by us could result in the following, any of which could seriously harm our results of operations or the price of our stock:

- issuance of equity securities that would dilute our current stockholders percentages of ownership;
- large one-time write-offs;
- incurrence of debt and contingent liabilities;
- difficulties in the assimilation and integration of operations, personnel, technologies, products and information systems of the acquired companies;
- diversion of management s attention from other business concerns;
- contractual disputes;
- risks of entering geographic and business markets in which we have no or only limited prior experience; and
- potential loss of key employees of acquired organizations.

We may not be able to adequately protect our intellectual property.

Our success and ability to compete depend in large part upon the protection of our proprietary technologies. We rely on a combination of patent, copyright, trademark, trade secret, mask work and other intellectual property rights, confidentiality procedures and licensing arrangements to establish and protect our proprietary rights. These agreements and measures may not be sufficient to protect our technology from third-party

infringement or protect us from the claims of others. As a result, we face risks associated with our patent position, including the potential need to engage in significant legal proceedings to enforce our patents, the possibility that the validity or enforceability of our patents may be denied, the possibility that third parties will be able to compete against us without infringing our patents and the possibility that our products may infringe patent rights of third parties.

Our trade names or trademarks may be registered or utilized by third parties in countries other than those in which we have registered them, impairing our ability to enter and compete in these markets. If we were forced to change any of our brand names, we could lose a significant amount of our brand identity.

Our business will suffer if we are sued for infringement of the intellectual property rights of third parties or if we cannot obtain licenses to these rights on commercially acceptable terms.

We are subject to the risk of adverse claims and litigation alleging infringement of the intellectual property rights of others. There are a large number of patents held by others, including our competitors, pertaining to the broad areas in which we are active. We have not, and cannot reasonably, investigate all such patents. From time to time, we have become aware of patents in our technology areas and have sought legal counsel regarding the validity of such patents and their impact on how we operate our business, and we will continue to seek such counsel when appropriate in the future. In addition, patent infringement claims are increasingly being asserted by patent holding companies (so-called patent trolls), which do not use technology and whose sole

Table of Contents

business is to enforce patents against companies, such as us, for monetary gain. Because such patent holding companies do not provide services or use technology, the assertion of our own patents by way of counter-claim may be ineffective. Infringement claims may require us to enter into license arrangements or result in protracted and costly litigation, regardless of the merits of these claims. Any necessary licenses may not be available or, if available, may not be obtainable on commercially reasonable terms. If we cannot obtain necessary licenses on commercially reasonable terms, we may be forced to stop licensing our technology, and our business would be seriously harmed.

Our business depends on our customers and their suppliers obtaining required complementary components.

Some of the raw materials, components and subassemblies included in the products manufactured by our OEM customers are obtained from a limited group of suppliers. Supply disruptions, shortages or termination of any of these sources could have an adverse effect on our business and results of operations due to the delay or discontinuance of orders for products containing our IP, especially our DSP cores, until those necessary components are available.

The future growth of our business depends in part on our ability to license to system OEMs and small-to-medium-sized semiconductor companies directly and to expand our sales geographically.

Historically, a substantial portion of our licensing revenues has been derived in any given period from a relatively small number of licensees. Because of the substantial license fees we charge, our customers tend to be large semiconductor companies or vertically integrated system OEMs. Part of our current growth strategy is to broaden the adoption of our products by small and mid-size companies by offering different versions of our products targeted at these companies. If we are unable to develop and market effectively our intellectual property through these models, our revenues will continue to be dependent on a smaller number of licensees and a less geographically dispersed pattern of licensees, which could materially harm our business and results of operations.

The Israeli tax benefits that we currently receive and the government programs in which we participate require us to meet certain conditions and may be terminated or reduced in the future, which could increase our tax expenses.

We enjoy certain tax benefits in Israel, particularly as a result of the Approved Enterprise and the Benefited Enterprise status of our facilities and programs. To maintain our eligibility for these tax benefits, we must continue to meet certain conditions, relating principally to adherence to the investment program filed with the Investment Center of the Israeli Ministry of Industry and Trade and to periodic reporting obligations. Should we fail to meet such conditions in the future, however, these benefits would be cancelled and we would be subject to corporate tax in Israel at the standard corporate rate of 24% in 2011 and could be required to refund tax benefits already received. In addition, we cannot assure you that these tax benefits will be continued in the future at their current levels or otherwise. The tax benefits under our first four investment programs have expired and are subject to corporate tax of 24% in 2011. However, our Israeli operating subsidiary received in 2008 an approval for the erosion of tax basis in respect to its second, third and fourth investment programs, and as a result no taxable income was attributed to these investment programs. The tax benefits under our other investment programs are scheduled to gradually expire starting in 2012. The termination or reduction of certain programs and tax benefits (particularly benefits available to us as a result of the Approved Enterprise and the Benefited Enterprise status of our facilities and programs) or a requirement to refund tax benefits already received may seriously harm our business, operating results and financial condition.

Our corporate tax rate may increase, which could adversely impact our cash flow, financial condition and results of operations.

We have significant operations in Israel and the Republic of Ireland and a substantial portion of our taxable income historically has been generated there. Currently, some of our Israeli and Irish subsidiaries are taxed at rates substantially lower than the U.S. tax rates. If our Israeli and Irish subsidiaries were no longer to qualify for these lower tax rates or if the applicable tax laws were rescinded or changed, our operating results could be materially adversely affected. In addition, because our Israeli and Irish operations are owned by subsidiaries of our U.S. parent corporation, distributions to the U.S. parent corporation, and in certain circumstances undistributed income of the subsidiaries, may be subject to U.S. taxes. Moreover, if U.S. or other authorities were to change applicable tax laws or successfully challenge the manner in which our subsidiaries profits are currently recognized, our overall tax expenses could increase, and our business, cash flow, financial condition and results of operations could be materially adversely affected. Also our taxes on the Irish interest income may be double taxed both in Ireland and in the U.S. due to U.S. tax regulations and Irish tax restrictions on NOLs to off-set interest income.

Legislative action in the United States could materially and adversely affect us from a tax perspective.

Legislative action may be taken by the U.S. Congress which, if ultimately enacted, would adversely affect our effective tax rate and/or require us to take further action, at potentially significant expense, to seek to preserve our effective tax rate. For 2009, 2010 and 2011, President Obama s administration announced budgets, which included proposed future tax legislation that could substantially modify the rules governing the U.S.

taxation of certain non-U.S. affiliates. These potential changes include, but are not

Table of Contents

limited to, curbing the deferral of U.S. taxation of certain foreign earnings and limiting the ability to use foreign tax credits. Many details of the proposal remain unknown, and any legislation enacting such modifications would require Congressional support and approval. We cannot predict the outcome of any specific legislative proposals. However, if any of these proposals are enacted into law, they could significantly impact our effective tax rate.

Our stock price may be volatile so you may not be able to resell your shares of our common stock at or above the price you paid for them.

Announcements of developments related to our business, announcements by competitors, quarterly fluctuations in our financial results, changes in the general conditions of the highly dynamic industry in which we compete or the national economies in which we do business, and other factors could cause the price of our common stock to fluctuate, perhaps substantially. In addition, in recent years, the stock market has experienced extreme price fluctuations, which have often been unrelated to the operating performance of affected companies. These factors and fluctuations could have a material adverse effect on the market price of our common stock.

Table of Contents

Item 6. EXHIBITS

Exhibit No.	Description
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
32	Section 1350 Certification of Chief Executive Officer and Chief Financial Officer
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CEVA, INC.

Date: November 9, 2011

By: /s/ GIDEON WERTHEIZER
Gideon Wertheizer
Chief Executive Officer

(principal executive officer)

Date: November 9, 2011

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

(principal financial officer and principal accounting officer)