

NILSSON SVEN CHRISTER

Form 4

November 22, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NILSSON SVEN CHRISTER

(Last) (First) (Middle)

CEVA, INC., 1174 CASTRO  
STREET, SUITE 210

(Street)

MOUNTAIN VIEW, CA 94040

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
CEVA INC [CEVA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/20/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        |            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 11/20/2017                           |                                                    | M                              |                                                                   | 13,000 | A          | \$ 30.46                                                                                      | 28,282                                                   | D                                                     |
| Common Stock                    | 11/20/2017                           |                                                    | F <sup>(1)</sup>               |                                                                   | 8,328  | D          | \$ 47.5                                                                                       | 19,954                                                   | D                                                     |
| Common Stock                    | 11/20/2017                           |                                                    | S                              |                                                                   | 4,672  | D          | \$ 47.5                                                                                       | 15,282                                                   | D                                                     |
| Common Stock                    | 11/20/2017                           |                                                    | M                              |                                                                   | 13,000 | A          | \$ 17.61                                                                                      | 28,282                                                   | D                                                     |
| Common Stock                    | 11/20/2017                           |                                                    | F <sup>(2)</sup>               |                                                                   | 4,815  | D          | \$ 47.5                                                                                       | 23,467                                                   | D                                                     |

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|              |            |                  |        |   |          |        |   |
|--------------|------------|------------------|--------|---|----------|--------|---|
| Common Stock | 11/20/2017 | S                | 8,185  | D | \$ 47.5  | 15,282 | D |
| Common Stock | 11/20/2017 | M                | 13,000 | A | \$ 19.36 | 28,282 | D |
| Common Stock | 11/20/2017 | F <sup>(3)</sup> | 5,293  | D | \$ 47.5  | 22,989 | D |
| Common Stock | 11/20/2017 | S                | 7,707  | D | \$ 47.5  | 15,282 | D |
| Common Stock | 11/20/2017 | M                | 9,750  | A | \$ 14.77 | 25,032 | D |
| Common Stock | 11/20/2017 | F <sup>(4)</sup> | 3,029  | D | \$ 47.5  | 22,003 | D |
| Common Stock | 11/20/2017 | S                | 6,721  | D | \$ 47.5  | 15,282 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|--|-------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date | Title                                                         |  | Amount or Number of Shares    |
| Stock Option (Right to Buy)                | \$ 30.46                                               | 11/20/2017                           |                                                    | M                              | 13,000 (5)                                                                              | (6)                                                      | 06/30/2021      | Common Stock                                                  |  | 13,000                        |
| Stock Option (Right to Buy)                | \$ 17.61                                               | 11/20/2017                           |                                                    | M                              | 13,000 (5)                                                                              | (6)                                                      | 06/30/2022      | Common Stock                                                  |  | 13,000                        |
| Stock Option (Right to Buy)                | \$ 19.36                                               | 11/20/2017                           |                                                    | M                              | 13,000 (5)                                                                              | (6)                                                      | 06/30/2023      | Common Stock                                                  |  | 13,000                        |

Buy)

Stock

|                             |          |            |   |       |     |            |                 |       |
|-----------------------------|----------|------------|---|-------|-----|------------|-----------------|-------|
| Option<br>(Right to<br>Buy) | \$ 14.77 | 11/20/2017 | M | 9,750 | (6) | 06/30/2024 | Common<br>Stock | 9,750 |
|-----------------------------|----------|------------|---|-------|-----|------------|-----------------|-------|

## Reporting Owners

| Reporting Owner Name / Address                                                                  | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                 | Director      | 10% Owner | Officer | Other |
| NILSSON SVEN CHRISTER<br>CEVA, INC.<br>1174 CASTRO STREET, SUITE 210<br>MOUNTAIN VIEW, CA 94040 |               |           | X       |       |

## Signatures

/s/ Sven Christer  
Nilsson 11/22/2017

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents a "net exercise" of outstanding stock options. The reporting person received 4,672 shares of common stock on the net exercise of an option to purchase 13,000 shares of common stock. The reporting person forfeited 8,328 shares of common stock underlying the option in payment of the exercise price, based on the market price of CEVA common stock at the time of the option exercise on November 20, 2017 of \$47.50.

(2) Represents a "net exercise" of outstanding stock options. The reporting person received 8,185 shares of common stock on the net exercise of an option to purchase 13,000 shares of common stock. The reporting person forfeited 4,815 shares of common stock underlying the option in payment of the exercise price, based on the market price of CEVA common stock at the time of the option exercise on November 20, 2017 of \$47.50.

(3) Represents a "net exercise" of outstanding stock options. The reporting person received 7,707 shares of common stock on the net exercise of an option to purchase 13,000 shares of common stock. The reporting person forfeited 5,293 shares of common stock underlying the option in payment of the exercise price, based on the market price of CEVA common stock at the time of the option exercise on November 20, 2017 of \$47.50.

(4) Represents a "net exercise" of outstanding stock options. The reporting person received 6,721 shares of common stock on the net exercise of an option to purchase 9,750 shares of common stock. The reporting person forfeited 3,029 shares of common stock underlying the option in payment of the exercise price, based on the market price of CEVA common stock at the time of the option exercise on November 20, 2017 of \$47.50.

(5) The stock option was granted pursuant to the company's 2003 Director Stock Option Plan.

(6) The stock option became exercisable as to 25% of the underlying shares on the first year anniversary of the grant date and 25% each year thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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