

CEVA INC
Form DEFA14A
April 04, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

CEVA, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

N/A

2) Aggregate number of securities to which transaction applies:

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N/A

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

N/A

- 4) Proposed maximum aggregate value of transaction:

N/A

- 5) Total fee paid:

N/A

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:

N/A

- 2) Form, Schedule or Registration Statement No.:

N/A

- 3) Filing Party:

N/A

- 4) Date Filed:

N/A

*** Exercise Your *Right to Vote* ***

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 15, 2017**

CEVA, INC.

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 20, 2017
Date: May 15, 2017 **Time:** 8:30 AM EST
Location: Le Parker Meridien
119 West 56th Street
New York, NY 10019

CEVA, Inc.

1174 Castro Street

Suite 210

Mountain View

CA 94040

You are receiving this communication because you hold
shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Form 10-K 2. Notice & Proxy Statement

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 01, 2017 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting items

The Board of Directors recommends you vote

FOR the following:

1. To elect the following eight directors as specifically set forth below:

Nominees

| | | | | | | | | | |
|----|-----------------------|----|--------------|----|-------------------|----|--------------|----|-----------------|
| 01 | Eliyahu Ayalon | 02 | Zvi Limon | 03 | Bruce A. Mann | 04 | Maria Marced | 05 | Peter McManamon |
| 06 | Sven-Christer Nilsson | 07 | Louis Silver | 08 | Gideon Wertheizer | | | | |

The Board of Directors recommends you

vote FOR proposals 2, 3, 4 and 5.

- 2 To approve an amendment and restatement of the Company's 2002 Employee Stock Purchase Plan to increase the number of shares of common stock reserved for issuance thereunder from 2,500,000 shares to 2,700,000 shares.
- 3 To approve an amendment and restatement of the Company's 2011 Equity Incentive Plan to increase the number of shares of common stock reserved for issuance thereunder from 1,750,000 shares to 2,350,000 shares.
- 4 To ratify the selection of Kost, Forer, Gabbay & Kasierer (a member of Ernst & Young Global) as independent auditors of the Company for the fiscal year ending December 31, 2017.
- 5 Advisory vote to approve named executive officer compensation.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors recommends you vote 1 YEAR on the following proposal:

- 6 Advisory vote on the Frequency Proposal with a recommendation of an annual Say-on-Pay Proposal.