

CEVA INC  
Form 8-K  
January 31, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

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**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)

**January 26, 2005**

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**CEVA, INC.**

(Exact name of registrant as specified in its charter)

**State of Delaware**  
(State or other  
jurisdiction  
of incorporation)

**000-49842**  
(Commission File Number)

**77-0556376**  
(IRS Employer  
Identification No.)

**2033 Gateway Place, Suite 150  
San Jose, CA 95110**  
(Address of principal executive offices, including zip code)

**(408) 514-2900**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Section 5. Corporate Governance and Management**

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective January 26, 2005, the Board of Directors of CEVA, Inc. (the **Company** ) amended the Company's Second Amended and Restated Bylaws.

The amendment adopted by the Company's Board of Directors extends the notice period regarding stockholder proposals at annual meetings from not less than forty-five (45) days nor more than seventy-five (75) days prior to the date on which the Company mailed its proxy materials for the previous year's annual meeting of its stockholders to a notice period of not less than ninety (90) days nor more than one hundred twenty (120) days.

**Item 9.01. Financial Statements and Exhibits**

**(c) Exhibits.**

**Exhibit No. Description**

**3.1 Bylaws Amendment to the Second Amended and Restated Bylaws of the Registrant**

**SIGNATURES**

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

**CEVA, INC.**

Date: January 27, 2005

By: /s/ Christine Russell

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Christine Russell  
Chief Financial Officer

**EXHIBIT INDEX**

**Exhibit No. Description**

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