

CEVA INC
Form SC 13G

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No.)

(Name of Issuer)

(Title of Class of Securities)

(CUSIP Number)

Austin W. Marxe Allen B. Levithan, Esq.
527 Madison Avenue, Suite 2600 Lowenstein Sandler PC
New York, New York 10022 65 Livingston Avenue
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 (973) 597-2406

December 31, 2005

(Date of Event which Requires Filing of this Statement)

_____ Rule 13d-1 (b)
 x Rule 13d-1 (c)
_____ Rule 13d-1 (d)

The information required on the remainder of this cover page shall not be deemed

to be ?filed? for the purpose of Section 18 of the Securities Exchange Act of 1934 (?Act?) or otherwise subject to the liabilities of that section of the Act.

but shall be subject to all other provisions of the Act (however, see the Notes).

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1.Names of Reporting Persons. I.R.S. Identification Nos. of above persons
(entities only):

1

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2. Check the Appropriate Box if a Member of a Group (See Instructions):
 (a) ☐ Not Applicable
 (b) ☐
3. SEC Use Only
4. Source of Funds (See Instructions): 00
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
 Not Applicable
6. Citizenship or Place of Organization: United States
- Number of 7. Sole Voting Power: 0
 Shares Beneficially 8. Shared Voting Power: 1,129,717*
 Owned by
 Each Reporting 9. Sole Dispositive Power: 0
 Person With 10. Shared Dispositive Power: 1,129,717*_____
11. Aggregate Amount Beneficially Owned by Each Reporting Person:
 1,129,717*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): Not Applicable
13. Percent of Class Represented by Amount in Row (11): 6.0%*
14. Type of Reporting Person (See Instructions): IA, IN

* This is a joint filing by Austin W. Marx (Marx) and David M. Greenhouse (Greenhouse). Marx and Greenhouse share sole voting and investment power over 4,000 shares of Common Stock owned by Special Situations Cayman Fund, L.P., 6,979 shares of Common Stock owned by Special Situations Fund III, L.P., 79,620 shares of Common Stock owned by Special Situations Fund III QP, L.P. 144,200 shares of Common Stock owned by Special Situations Technology Fund, L.P. and 894,918 shares of Common Stock owned by Special Situations Technology Fund II, L.P. See Items 2 and 4 of this Schedule for additional information.

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Item 1. Security and Issuer:

- (a) Ceva, Inc.
 (b) 2033 Gateway Place, Suite 150, San Jose, CA 95110

Item 2. (a) Name of Person Filing:

The persons filing this report are Austin W. Marx (Marx) and David M. Greenhouse (Greenhouse), who are the controlling principals of AWM Investment Company, Inc. (AWM), the general partner of and investment adviser to Special Situations Cayman Fund, L.P. (Cayman). AWM also serves as the general partner of MGP Advisers Limited Partnership (MGP), the general partner of and investment adviser to Special Situations Fund III, L.P. (SSF3) and Special Situations Fund III QP, L.P. (SSFQP). Marx and Greenhouse are also members of SST Advisers, L.L.C. (SSTA), the general partner of and investment adviser to Special Situations Technology Fund, L.P. (Technology) and Special Situations Technology Fund II, L.P. (Technology II). (SSF3, SSFQP, Cayman, Technology and Technology II will hereafter be referred to as, the Funds). The principal business of each Fund is to invest in equity and equity-related securities and other securities of any kind or nature.

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(b) Address of Principal Business Office or, if none, Residence:

The principal business address for Marx and Greenhouse is 527 Madison Avenue, Suite 2600, New York, NY 10022.

(c) Citizenship:

Austin W. Marx and David M. Greenhouse are United States citizens.

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 157210105.

Item 3. If this statement is filed pursuant to §240.13d-1(b) or 240.13d-2(b), check whether

the person filing is a: Not Applicable

- (a) ☐ Broker or Dealer registered under section 15 of the Act;
- (b) ☐ Bank as defined in section 3(a) (6) of the Act;
- (c) ☐ Insurance Company as defined in section 3(a) (19) of the Act;
- (d) ☐ Investment Company registered under section 8 of the Investment Company Act of 1940;
- (e) ☐ An Investment Adviser in accordance with §240.13d-1(b) (I) (ii) (E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b) (I) (ii) (F);

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(g) ☐ A parent holding company or control person in accordance with §240.13d-

1(b) (1) (ii) (G);

(h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance

Act;

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940;

(j) ☐ Group, in accordance with §240.13d-1(b) (1) (ii) (J).

Item 4. Ownership:

(a) Amount Beneficially Owned: Messrs. Marx and Greenhouse beneficially own a total of 1,129,717 shares of Common Stock. This amount includes 4,000 shares of Common Stock owned by Cayman, 144,200 shares of Common Stock owned by Technology, 894,918 shares of Common Stock owned by Technology II, 79,620 shares of Common Stock owned by SSFQP and 6,979 shares of Common Stock owned by SSF3.

(b) Percent of Class: Messrs. Marx and Greenhouse beneficially own 6.0% of the shares outstanding. Cayman owns 0.0% of the outstanding shares, Technology owns 0.8% of the outstanding shares, Technology II owns 4.7% of the outstanding shares, SSFQP owns 0.4% of the outstanding shares and SSF3 owns 0.0% of the outstanding shares.

(c) Number of Shares as to which the person has:

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- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 1,129,717
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of:
1,129,717

Item 5. Ownership of Five Percent or Less of a Class: If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ____.

Item 6. Ownership of More than Five Percent on Behalf of Another Person: Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security being Reported on By the Parent Holding Company: Not Applicable.

Item 8. Identification and Classification of Members of the Group: Not applicable

Item 9. Notices of Dissolution of Group: Not applicable.

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Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2006

/s/ Austin W. Marx
AUSTIN W. MARXE

/s/ David M Greenhouse

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DAVID M. GREENHOUSE

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).

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JOINT FILING AGREEMENT

Austin W. Marx and David M. Greenhouse hereby agree that the Schedule 13G to which this agreement is attached is filed on behalf of each of them.

/s/_Austin W. Marx
Austin W. Marx

/s/_David M. Greenhouse
David M. Greenhouse

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