

MAGNUM TECHNOLOGY FUND LTD
Form SC 13D/A
September 05, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Amendment Number 8 to
Schedule 13D

Under the Securities Exchange Act of 1934

DSP Group, Inc.

(Name of Issuer)

Common Stock, par value \$.025 per share

(Title of class of securities)

233328-10-6

(CUSIP Number)

Magnum Technology Limited
c/o Rothschild Corporate Fiduciary
Services, Ltd.
P.O. Box 472
St. Peter's House
Le Bordage
St. Peter Port, Guernsey
Channel Islands GY1 6AX
Attention: Mr. Nicholas Moss

Henry I. Rothman, Esq.
Jenkins & Gilchrist Parker Chapin LLP
The Chrysler Building
405 Lexington Avenue
New York, New York 10174
212-704-6000

(Persons Authorized to Receive Notices and Communications)

August 29, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box []

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1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Magnum Technology Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) []

3 SEC USE ONLY

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4 SOURCE OF FUNDS*
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
BRITISH VIRGIN ISLANDS

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 464,500
	8	SHARED VOTING POWER 1,564,000 (held of record by Magnum Telecom Limited, a wholly owned subsidiary)
	9	SOLE DISPOSITIVE POWER 464,500
	10	SHARED DISPOSITIVE POWER 1,564,000 (held of record by Magnum Telecom Limited)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
2,028,500 (1,564,000 of which is beneficially owned indirectly)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.6%

14 TYPE OF REPORTING PERSON*
IV

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13D

ITEM 1. SECURITY AND ISSUER

This statement relates to the Common Stock of DSP Group, Inc. ("DSP"). DSP's executive offices are located at 3120 Scott Boulevard, Santa Clara, California 95054.

ITEM 2. IDENTITY AND BACKGROUND

This statement is filed by Magnum Technology Limited ("Magnum" or the

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Except as may be provided herein or in the Stock Purchase Agreement, the Reporting Person does not have any other plans or proposals which would result in: (i) an extraordinary corporate transaction, such as a merger, reorganization or liquidation of DSP or any of its subsidiaries; (ii) a sale or transfer of a material amount of assets of DSP or any of its subsidiaries; (iii) any change in the present board of directors or management of DSP, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (iv) any material change in the present capitalization or dividend policy of DSP; (v) any other material change in DSP's business or corporate structure, (vi) any changes in DSP's charter, by-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of DSP by any person; (vii) causing a class of securities of DSP to be delisted from a national securities exchange or cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (viii) causing a class of equity securities of DSP to become eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or (ix) any action similar to any of those enumerated above.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Name	Number of Shares	Percent of Class
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Magnum Technology Limited	2,028,500 (including 1,564,000 shares of Common Stock held of record by Magnum Telecom Limited)	7.6%

During the past 60 days the Reporting Person has effected the following transaction:

The Reporting Person disposed of 906,500 shares of Common Stock of DSP on August 29, 2001 on the open market at a sale price of \$25.00 per share of Common Stock.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

The Reporting Person has agreed that so long as it owns at least 15% of the outstanding shares of Common Stock of the Company (without giving effect to shares of Common Stock issued upon exercise of stock options after February 2, 1999), or a designee of the Reporting Person is a director of DSP, the Reporting Person will vote for the slate of nominees recommended by the Board of Directors of DSP for election as directors at each annual meeting of stockholders of DSP. The Reporting Person has agreed that it will not dispose any of the Shares or any other shares of Common Stock of DSP owned by the Reporting Person during any period in which directors of DSP are subject to a "blackout period" or other prohibitions against the sale or disposition of Common Stock.

On October 31, 2000, Magnum Telecom Limited ("Magnum Telecom") entered into a Sponsor Pledge and Security Agreement (the "SPA") with certain other sponsors in favor of The Chase Manhattan Bank (the "Bank"), acting as collateral agent. Pursuant to the SPA, Magnum Telecom has granted to the Bank a securing

