

CEVA INC  
Form 10-K  
March 15, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the fiscal year ended December 31, 2010**  
**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number: 000-49842**

**CEVA, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**77-0556376**

(I.R.S. Employer Identification No.)

**1943 Landings Drive, Mountain View, California**

(Address of principal executive offices)

**94043**

(Zip Code)

**(650) 417-7900**

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Common Stock, \$0.001 par value per share

NASDAQ GLOBAL MARKET

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting

company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 30, 2010, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$172,418,000 based on the closing sale price as reported on the National Association of Securities Dealers Automated Quotation System National Market System. Shares of common stock held by each officer, director, and holder of 5% or more of the outstanding common stock of the Registrant have been excluded from this calculation in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at March 8, 2011
Common Stock, \$0.001 par value per share	22,801,028 shares

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive Proxy Statement for its Annual Meeting of Stockholders to be held on May 17, 2011 (the 2011 Proxy Statement) are incorporated by reference into Item 5 of Part II and Items 10, 11, 12, 13, and 14 of Part III.

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**FORWARD-LOOKING STATEMENTS AND INDUSTRY DATA**

This Annual Report contains forward-looking statements that involve risks and uncertainties, as well as assumptions that if they materialize or prove incorrect, could cause the results of CEVA to differ materially from those expressed or implied by such forward-looking statements and assumptions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. Forward-looking statements are generally written in the future tense and/or are preceded by words such as will, may, should, could, expect, suggest, believe, intend, plan, or other similar words. Forward-looking statements include the following:

Our belief that there is an industry shift towards licensing DSP technology from third party IP providers as opposed to developing it in-house;

Our belief that the penetration of ultra-low-cost (ULC) handsets in emerging markets such as China, India and Africa could generate future growth potential for CEVA;

Our belief that the full scale migration to our DSP cores and technologies in the handsets market has not been fully realized and continues to progress;

Our optimism about adoption of our technologies for new categories of products;

Our belief that Texas Instruments and Freescale's announcement of their intent to exit the baseband market, after historically having been large players in this market, is a strong positive driver for our future market share expansion;

Our belief that both the handsets and mobile broadband markets continue to present significant growth opportunities for us;

Our belief that we are well-positioned to capitalize on the growth in the smartphone, feature phone and mobile broadband markets;

Our belief that our operating expenses will increase in 2011 as compared to 2010;

Our belief that our new DSP core, CEVA-XC 323, is well positioned to expand our licensee base in both existing wireless handsets and new wireless infrastructure markets;

Our anticipation that our current cash on hand, short-term deposits and marketable securities, along with cash from operations, will provide sufficient capital to fund our operations for at least the next 12 months; and

Our belief that changes in interest rates within our investment portfolio will not have a material affect on our financial position on an annual or quarterly basis.

Forward-looking statements are not guarantees of future performance and involve risks and uncertainties. The forward-looking statements contained in this report are based on information that is currently available to us and expectations and assumptions that we deem reasonable at the time the statements were made. We do not undertake any obligation to update any forward-looking statements in this report or in any of our other communications, except as required by law. All such forward-looking statements should be read as of the time the statements were made and with the recognition that these forward-looking statements may not be complete or accurate at a later date.

Many factors may cause actual results to differ materially from those expressed or implied by the forward-looking statements contained in this report. These factors include, but are not limited to, those risks set forth in Item 1A: Risk Factors.

This report contains market data prepared by third parties, including ABI Research, Ericsson, The Linley Group and Strategy Analytics. Actual market results may differ from the projections of such organizations. This report includes trademarks and registered trademarks of CEVA. Products or service names of other companies mentioned in this Annual Report on Form 10-K may be trademarks or registered trademarks of their respective owners.

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**PART I**

**ITEM 1. BUSINESS**

**Company Overview**

Headquartered in Mountain View, California, CEVA is the world's leading licensor of silicon intellectual property (SIP) primarily for the handset, portable and consumer electronics markets. For more than fifteen years, CEVA has been licensing a portfolio of DSP cores, subsystems and platforms to leading semiconductor and original equipment manufacturer (OEM) companies worldwide. These technologies include:

- a family of programmable Digital Signal Processor (DSP) cores with a range of cost, power-efficiency and performance points; and
- a portfolio of application-specific platforms, including wireless baseband, multimedia (HD video and audio), voice (Voice over Internet Protocols (VoIP)), Bluetooth and Serial Storage technology (Serial ATA (SATA) and Serial Attached SCSI (SAS)).

In 2010, The Linley Group reported CEVA's share of the licensable DSP market at 78%.

Our technology is licensed to leading semiconductor and OEM companies throughout the world. These companies incorporate our IP into application-specific integrated circuits (ASICs) and application-specific standard products (ASSPs) that they manufacture, market and sell to consumer electronics companies. Our IP is primarily deployed in high volume markets, including handsets (e.g. GSM/GPRS/EDGE/WCDMA/LTE/WiMAX, CDMA and TD-SCDMA), mobile broadband (e.g. notebooks, eReaders, mobile Internet devices, tablets and smart metering equipment), portable multimedia (e.g. tablets, smartphones and feature phones, portable media players, MobileTVs, personal navigation devices, and MP3/MP4 players), home entertainment (e.g. DVD/Blu-ray players, set-top boxes and digital TVs), game consoles (portable and home systems), storage (e.g. hard disk drives and Solid Storage Devices (SSD)) and telecommunication devices (e.g. residential gateways, femtocells, VoIP phones and network infrastructure).

Our revenue mix comprises of primarily IP licensing fees, per unit and prepaid royalties, and other revenues. Other revenues include revenues from support, training and sale of development systems. We have built a strong network of licensing customers who rely on our technologies to deploy their silicon solutions. Our technologies are widely licensed and power some of the world's leading semiconductor and consumer electronics companies, including Broadcom, Intel, Intersil, Marvell, Mediatek, Mindspeed, NXP, PMC-Sierra, Renesas, Samsung, Sharp, Solomon Systech, Sony, Sequans, Spreadtrum, ST Ericsson, Sunplus, Trident, VIA Telecom and Zoran.

In 2010, CEVA's licensees shipped 613 million CEVA-powered chipsets targeted for a wide range of diverse end markets, an increase of 83% over 2009 shipments of 334 million chipsets. To date, over two billion CEVA-powered chipsets have been deployed by the world's top cellular handset and consumer electronics brands, including ASUS, Dell, Fujitsu, Haier, Huawei, Lenovo, LG Electronics, Motorola, Nintendo, Nokia, Panasonic, Philips, Pioneer, Samsung, Sharp, Sony, Sony Ericsson, Toshiba and ZTE.

CEVA was created through the combination of the DSP IP licensing division of DSP Group, Inc. and Parthus Technologies plc (Parthus) in November 2002. We have over 180 employees worldwide, with research and development facilities in Israel, Ireland and the United Kingdom, and sales and support offices throughout Asia Pacific (APAC), Japan, Sweden, Israel and the United States.

CEVA is traded on both NASDAQ Global Market (CEVA) and the London Stock Exchange (CVA).

**Industry Background**

*Digital Signal Processor (DSP) Cores*

Digital Signal Processors continue to be one of the fastest growing sectors of the semiconductor industry. DSP is fundamental to all broadband communication (wireless and wired), as well as digital multimedia processing (e.g. voice, audio, video and image). DSP converts an analog signal (such as the human voice or music) into digital form. Such digital form then permits features such as voice, video, audio and data compression (a mandatory feature for saving memory space and allowing more users to share the scarce frequency band in wireless or wired communication) for devices such as mobile phones, tablets, eReaders, Blu-ray DVDs, digital TVs and more.



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### *Design Gap*

The demand for advanced smartphones, feature phones, mobile broadband devices, portable multimedia devices and home entertainment equipment continues to grow. As consumers demand electronic products with more connectivity, portability and capability, semiconductor manufacturers face ever growing pressures to make smaller, feature-rich integrated circuits that are more reliable, less expensive and have greater performance, all in the face of decreasing product lifecycles and constrained battery power. The advent of next generation wireless technologies like HSPA+ and LTE, and high definition video and audio requirements have further increased these pressures. While semiconductor manufacturing processes have advanced significantly to allow a substantial increase in the number of circuits placed on a single chip, resources for design capabilities have not kept pace with the advances in manufacturing processes, resulting in a growing design gap between the increasing manufacturing potential and the constrained design capabilities.

### **CEVA Business**

CEVA addresses the requirements of the handsets, portable and home electronics markets by designing and licensing programmable DSP cores, application-specific platforms and a range of software components which enable the rapid design of DSP-based chipsets or application-specific solutions for developing a wide variety of applications. Given the design gap, as well as the complexity and the unique skill set required to develop a DSP core, many semiconductor design and manufacturing companies increasingly choose to license proven intellectual property, such as processor cores (e.g. DSPs), memory and application-specific platforms, from silicon intellectual property (SIP) companies like CEVA rather than develop those technologies in-house. In addition, with more complex designs and shorter time to market, it is no longer cost efficient and becoming progressively more difficult for most semiconductor companies to develop the software, such as video, audio and VoIP, required for their DSP-based applications. As a result, in addition to licensing DSP cores, companies increasingly seek to license application-specific software and hardware from third parties such as CEVA or a third-party community of developers, such as CEVAnet, CEVA's third-party network.

### **Our IP Business Model**

Our objective is for our CEVA DSP cores to become the de facto DSP in the embedded DSP market. To enable this goal, we license our technologies on a worldwide basis to semiconductor and OEM companies that design and manufacture products that combine CEVA-based solutions with their own differentiating technology. We believe our business model offers us some key advantages. By not focusing on manufacturing or selling silicon products, we are free to widely license our technology and free to focus most of our resources on research and development of DSP technologies. By choosing to license the programmable DSP core, manufacturers can achieve the advantage of creating their own differentiated solutions and develop their own unique product roadmaps. Through our licensing efforts, we have established a worldwide community developing CEVA-based solutions, and therefore we can leverage their strengths, customer relationships, proprietary technology advantages, and existing sales and marketing infrastructure. As an example, our CEVA-XCnet partner program focuses on various technology and solution providers in the Software-Defined-Radio (SDR) space with complimentary offerings for our CEVA-XC communication processor. In addition, as our intellectual property is widely licensed and deployed, system OEM companies can obtain CEVA-based chipsets from a wide range of suppliers, thus reducing dependence on any one supplier and fostering price competition, both of which help to contain the cost of CEVA-based products.

We operate a licensing and per unit royalty business model. We typically charge a license fee for access to our technology and a royalty fee for each unit of silicon which incorporates our technology. License fees are invoiced in accordance with agreed-upon contractual terms. Royalties are reported and invoiced one quarter in arrears and generally are based on a fixed unit rate or a percentage of the sale price for the CEVA-based silicon product.

### **Strategy**

We believe there is a growing demand for high performance and low power DSP and application-specific platforms incorporating DSP cores and all the necessary hardware and software for target applications. We believe the growth in the demand for these platforms will drive demand for our technology. As CEVA offers expertise developing these complete solutions in a number of key growth markets, including handsets, mobile broadband, wireless infrastructure, video, audio, Bluetooth and storage, we believe we are well positioned to take full advantage of this industry shift. To

capitalize on this industry shift, we intend to:

continue to develop and enhance our range of DSP cores with additional features, performance and capabilities;

continue to develop and enhance our range of complete and highly integrated platform solutions to deliver to our licensing partners a complete and verified system solution;

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capitalize on our relationships and leadership within our worldwide community of semiconductor and OEM licensees who are developing CEVA-based solutions; and capitalize on our IP licensing and royalty business model which we believe is the best vehicle for a pervasive adoption of our technology and allows us to focus our resources on research and development of new licensable technologies and applications.

## **Products**

We are the leading licensor of SIP platform solutions and DSP cores to the semiconductor industry. We offer a family of programmable DSP cores and a portfolio of application-specific platforms, including wireless baseband (both terminal and infrastructure), multimedia (HD audio, HD video and image), voice (VoIP), Bluetooth and serial storage technology (SATA and SAS).

### *CEVA DSP Cores*

We market a family of synthesizable, programmable DSP cores, each delivering a different balance of performance, power dissipation and cost, thereby allowing customers to select a DSP core ideally suited for their target application. The ability to match processing power to the application is a crucial consideration when designers select a DSP supplier. Our DSP cores are families of architectures, each largely software compatible, meaning that software from one core within the same architecture can be applied to another core, which significantly reduces investment in code development, tools and design engineer training.

We deliver our DSP cores in the form of a hardware description language definition (known as a soft core or a synthesizable core). All CEVA DSP cores can be manufactured on any process using any physical library, and all are accompanied by a complete set of tools and an integrated development environment. An extensive third-party network supports CEVA DSP cores with a wide range of complementing software and platforms. In addition, we provide development platforms, software development kits and software debug tools, which facilitate system design, debug and software development.

### *CEVA Application-Specific Platforms*

CEVA application-specific platforms are a family of complete system solutions for a range of applications. These application-specific platforms fundamentally reduce the complexity, cost of ownership and time-to-market for products developed utilizing these platforms. Platforms typically integrate a CEVA DSP core, hardware subsystem and application-specific (e.g. video processing) software. Our family of DSP-based platforms includes HD audio, HD video, image and voice (VoIP). We also offer platform solutions for Bluetooth and serial storage technologies (SATA and SAS).

## **Customers**

We have licensed our DSP cores and application-specific platforms to leading semiconductor and OEM companies throughout the world. These companies incorporate our IP into application-specific chipsets or custom-designed chipsets that they manufacture, market and sell to consumer electronics companies. We also license our DSP cores and application-specific platforms to OEMs directly. Included among our licensees are the following customers: Broadcom, Intel, Intersil, Marvell, Mediatek, Mindspeed, NXP, PMC-Sierra, Renesas, Samsung, Sharp, Solomon Systech, Sony, Sequans, Spreadtrum, ST Ericsson, Sunplus, Trident, VIA Telecom and Zoran. As of the end of 2010, we had 29 licensees shipping products incorporating our technologies, pursuant to 38 licensing agreements. Three customers accounted for 16%, 18% and 19% of our total revenues for 2010. The identity of our greater-than-10% customers varies from period to period, and we do not believe that we are materially dependent on any one specific customer or any specific small number of licensees.

## **International Sales and Operations**

Customers based in EME (Europe and Middle East) and APAC (Asia Pacific) accounted for 79% of our total revenues for 2010, 84% for 2009 and 87% for 2008. Although all of our sales to foreign customers are denominated in United States dollars, we are subject to risks of conducting business internationally. These risks include fluctuations in exchange rates, unexpected changes in regulatory requirements, delays resulting from difficulty in obtaining export licenses for certain technologies, tariffs, other barriers and restrictions and the burden of complying with a variety of foreign laws. Information on the geographic breakdown of our revenues and location of our long-lived assets is contained in Note 10 to our consolidated financial statements, which appear elsewhere in this annual report.



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Moreover, the majority of our expenses, mainly employee salaries, are paid in currencies other than the U.S. dollar, principally the Israeli currency, New Israeli Shekel (NIS), the Euro and the British pound, which subjects us to the risks of foreign currency fluctuations and economic pressures in those regions. As a result, an increase in the value of the currencies other than the U.S. dollar in comparison to the U.S. dollar could increase the cost of our operating expenses. To protect against the increase in value of forecasted foreign currency cash flows resulting from salaries paid in currencies other than the U.S. dollar, during the year, we instituted a foreign currency cash flow hedging program. We hedge portions of the anticipated payroll for our Israeli, Irish and British employees denominated in the NIS, the Euro and the British pound for a period of one to twelve months with forward and options contracts. There are no assurances that future hedging transactions will successfully mitigate losses caused by currency fluctuations.

### **Sales and Marketing**

We license our technology through a direct sales force. As of December 31, 2010, we had 20 employees in sales and marketing. We have sales offices and representation in Asia Pacific (APAC) region, Japan, Sweden, Israel and the United States.

Maintaining close relationships with our customers and strengthening these relationships are central to our strategy. We typically launch each new DSP core, platform or solution upgrade with a signed license agreement with a tier-one customer, which signifies to the market that we are focused on viable applications that meet broad industry needs. Staying close to our customers allows us to create a roadmap for the future development of existing cores and application platforms, and helps us to anticipate the next potential applications for the market. We seek to use our customer relationships to deliver new products in a faster time to market.

We use a variety of marketing initiatives to stimulate demand and brand awareness in our target markets. These marketing efforts include contacts with industry analysts, presenting at key industry trade shows and conferences, and posting information on our website and on live technology-oriented webinars. Our marketing group runs competitive benchmark analyses to help us maintain our competitive position.

### **Technical Support**

We offer technical support services through our offices in Israel, Ireland, Asia Pacific (APAC) region, Japan, Sweden and the United States. Our technical support services include:

- assistance with implementation, responding to customer-specific inquiries, training and, when and if they become available, distributing updates and upgrades of our products;
- application support, consisting of providing general hardware and software design examples, ready-to-use software modules and guidelines to our licensees to assist them in using our technology;
- and
- design services, consisting of creating customer-specific implementations of our DSP cores and application platforms.

We believe that our technical support services are the means to assist our licensees to embed our cores and platforms in their designs and products. Our technology is highly complex, combining sophisticated DSP core architecture, integrated circuit designs and development tools. Effective customer support in helping our customers to implement our solutions enables them to shorten the time to market for their applications. Our support organization is made up of experienced engineers and professional support personnel. We conduct technical training for our licensees and their customers, and meet with them from time to time to track the implementation of our technology.

### **Research and Development**

Our research and development team is focused on improving and enhancing our existing products, as well as developing new products to broaden our offerings and market opportunities. These efforts are largely driven by current and anticipated customer needs.

Our research and development and customer technical support teams, consisting of 124 engineers as of December 31, 2010, work in five development centers located in Israel, Ireland and the United Kingdom. This team consists of engineers who possess significant experience in developing DSP cores, solutions and application platforms. In addition, we engage third party contractors with specialized skills as required to support our research and development. Our research and development expenses, net of related research grants, were approximately \$20, \$17 and \$18 million in 2008, 2009 and 2010, respectively.

We encourage our research and development personnel to maintain active roles in various international organizations that develop and maintain standards in the electronics and related industries. This involvement allows us to influence the development of new standards; keeps us informed as to important new developments regarding standards; and allows us to demonstrate our expertise to existing and potential customers who also participate in these standards-setting bodies.

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### **Competition**

The markets in which we operate are intensely competitive. They are subject to rapid change and are significantly affected by new product introductions. We compete with other suppliers of licensed DSP cores and solutions. We believe that the principal competitive elements in our field are DSP performance, overall chip cost, power consumption, flexibility, reliability, communication and multimedia software availability, design cycle time, tool chain, customer support, financial strength, name recognition and reputation. We believe that we compete effectively in each of these areas, but can offer no assurance that we will have the financial resources, technical expertise, and marketing or support capabilities to compete successfully in the future.

The markets in which we compete are dominated by large, fully-integrated semiconductor companies that have significant brand recognition, a large installed base and a large network of support and field application engineers. We face direct and indirect competition from:

- IP vendors that offer programmable DSP cores;
- IP vendors of general purpose processors with DSP extensions;
- IP vendors that offer hardware-based DSP implementation as opposed to software-based DSP, which is our specialization; and
- internal design groups of large chip companies that develop proprietary DSP cores or engines for their own application-specific chipsets.

We face direct competition in the DSP core space mainly Coresonic and Verisilicon, which licenses DSP cores in addition to its semiconductor business.

In recent years, we also have faced competition from companies that offer Central Processor Unit (CPU) intellectual property. These companies' products are used for host functions in various applications, such as in mobile and home entertainment products. These applications typically also incorporate a programmable DSP that is responsible for communication and video/audio/voice compression. Recently, CPU companies, such as ARM Holdings, MIPS Technologies, Synopsys (through its acquisition of Virage Logic) and Tensilica have added DSP technology and make use of it to provide platform solutions in the areas of baseband, video and audio.

With respect to certain large potential customers, we also compete with internal engineering teams, which may design programmable DSP core products in-house. Companies such as Broadcom, Mediatek, STMicroelectronics and Zoran license our designs for some applications and use their own proprietary cores for other applications. These companies also may choose to license their proprietary DSP cores to third parties and, as a result, become direct competitors.

Aside from the in-house research and development groups, we do not compete with any individual company across the range of our market offerings. Within particular market segments, however, we do face competition to a greater or lesser extent from other industry participants. For example, in the following specific areas we compete with the companies indicated:

- in the video market Chips & Media, Hantro (acquired by On2) and Imagination Technologies;
- in the serial storage technology area Gennum's Snowbush IP Group, Silicon Image and Synopsys;
- in VoIP applications ARM Holdings, MIPS Technologies and Verisilicon; and
- in audio applications ARM Holdings, Tensilica, Verisilicon and Synopsys (through its acquisition of Virage Logic).

### **Proprietary Rights**

Our success and ability to compete are dependent on our ability to develop and maintain the proprietary aspects of our intellectual property and to operate without infringing the proprietary rights of others. We rely on a combination of patent, trademark, trade secret and copyright laws and contractual restrictions to protect the proprietary aspects of our technology. These legal protections afford only limited protection of our technology. We also seek to limit disclosure of our intellectual property and trade secrets by requiring employees and consultants with access to our proprietary information to execute confidentiality agreements with us and by restricting access to our source code and other intellectual property. Due to rapid technological change, we believe that factors such as the technological and creative skills of our personnel, new product developments and enhancements to existing products are more important than specific legal protections of our technology in establishing and maintaining a technology leadership position.



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We have an active program to protect our proprietary technology through the filing of patents. Our patents relate to our DSP cores and application-specific platform technologies. As of December 31, 2010, we hold 44 patents in the United States and eight patents in the EME (Europe and Middle East) region and three patents in Asia Pacific (APAC) region, with expiration dates between 2013 and 2024. In addition, as of December 31, 2010, we have 17 patent applications pending in the United States, five pending patent applications in Canada, 11 pending patent applications in the EME region and eight pending patent applications in the APAC region.

We actively pursue foreign patent protection in countries where we feel it is prudent to do so. Our policy is to apply for patents or for other appropriate statutory protection when we develop valuable new or improved technology. The status of patents involves complex legal and factual questions, and the breadth of claims allowed is uncertain. Accordingly, there are no assurances that any patent application filed by us will result in a patent being issued, or that our issued patents, and any patents that may be issued in the future, will afford us adequate protection against competitors with similar technology; nor can we be assured that patents issued to us will not be infringed or that others will not design around our technology. In addition, the laws of certain countries in which our products are or may be developed, manufactured or sold may not protect our products and intellectual property rights to the same extent as the laws of the United States. We can provide no assurance that our pending patent applications or any future applications will be approved or will not be challenged by third parties, that any issued patents will effectively protect our technology, or that patents held by third parties will not have an adverse effect on our ability to do business.

The semiconductor industry is characterized by frequent litigation regarding patent and other intellectual property rights. Questions of infringement in the semiconductor field involve highly technical and subjective analyses. In addition, patent infringement claims are increasingly being asserted by patent holding companies (so-called patent trolls), which do not use technology and whose sole business is to enforce patents against companies, such as us, for monetary gain. Because such patent holding companies do not provide services or use technology, the assertion of our own patents by way of counter-claim may be ineffective. Litigation may in the future be necessary to enforce our patents and other intellectual property rights, to protect our trade secrets, to determine the validity and scope of the proprietary rights of others, or to defend against claims of infringement or invalidity. We cannot assure you that we would be able to prevail in any such litigation, or be able to devote the financial resources required to bring such litigation to a successful conclusion.

In any potential dispute involving our patents or other intellectual property, our licensees also could become the targets of litigation. We are generally bound to indemnify licensees under the terms of our license agreements. Although our indemnification obligations are generally subject to a maximum amount, these obligations could nevertheless result in substantial expenses. In addition to the time and expense required for us to indemnify our licensees, a licensee's development, marketing and sale of products embodying our solutions could be severely disrupted or shut down as a result of litigation.

We also rely on trademark, copyright and trade secret laws to protect our intellectual property. We have registered trademark in the United States for our name CEVA and the related CEVA logo, and currently market our DSP cores and other technology offerings under this trademark.

**Employees**

The table below presents the number of employees of CEVA as of December 31, 2010 by function and geographic location.

	<b>Number</b>
<b>Total employees</b>	<b>181</b>
<b>Function</b>	
Research and development	124
Sales and marketing	20
Technical support	14
Administration	23
<b>Location</b>	
Israel	133

Ireland	15
United Kingdom	7
United States	10
Elsewhere	16

Our employees are not represented by any collective bargaining agreements, and we have never experienced a work stoppage. We believe our employee relations are good.

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A number of our employees are located in Israel. Certain provisions of Israeli law and the collective bargaining agreements between the Histadrut (General Federation of Labor in Israel) and the Coordination Bureau of Economic Organizations (the Israeli federation of employers organizations) apply to our Israeli employees.

In 2004, we finalized and adopted a new Code of Business Conduct and Ethics regarding the standards of conduct of our directors, officers and employees, and the Code is available on our website at [www.ceva-dsp.com](http://www.ceva-dsp.com).

### **Corporate History**

Our company was incorporated in Delaware on November 22, 1999 under the name DSP Cores, Inc. We changed our name to ParthusCeva, Inc. in November 2002 and to CEVA, Inc. in December 2003.

### **Available Information**

Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to reports pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, are available, free of charge, on our website at [www.ceva-dsp.com](http://www.ceva-dsp.com), as soon as reasonably practicable after such reports are electronically filed with the Securities and Exchange Commission and are also available on the SEC's website at [www.sec.gov](http://www.sec.gov).

Our website and the information contained therein or connected thereto are not intended to be incorporated into this Annual Report on Form 10-K.

### **ITEM 1A. RISK FACTORS**

*We caution you that the following important factors, among others, could cause our actual future results to differ materially from those expressed in forward-looking statements made by or on behalf of us in filings with the Securities and Exchange Commission, press releases, communications with investors and oral statements. Any or all of our forward-looking statements in this annual report, and in any other public statements we make, may turn out to be wrong. They can be affected by inaccurate assumptions we might make or by known or unknown risks and uncertainties. Many factors mentioned in the discussion below will be important in determining future results. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. You are advised, however, to consult any further disclosures we make in our reports filed with the Securities and Exchange Commission.*

#### **The markets in which we operate are highly competitive, and as a result we could experience a loss of sales, lower prices and lower revenue.**

The markets for the products in which our technology is incorporated are highly competitive. Aggressive competition could result in substantial declines in the prices that we are able to charge for our intellectual property. Many of our competitors are striving to increase their share of the growing DSP market and are reducing their licensing and royalty fees to attract customers. The following factors may have a significant impact on our competitiveness:

We compete directly in the DSP core space with Verisilicon and Coresonic;

CPU IP providers, such as ARM Holdings, MIPS Technologies, Synopsys (through its acquisition of Virage Logic), and Tensilica, who offer DSP and DSP extensions to their IP;

Our video solution is software-based and competes with hardware implementations offered by companies such as Imagination Technologies and Chips & Media, as well as internal engineering teams at companies such as Mediatek, Qualcomm and ST Ericsson that may design programmable DSP core products in-house and therefore not license our technologies; and

SATA and SAS IP markets are highly standardized with several vendors, such as Gennum's Snowbush IP group, Silicon Image and Synopsys that offer similar products, thereby leading to pricing pressures for both licensing and royalty revenue.

In addition, we may face increased competition from smaller, niche semiconductor design companies in the future. Some of our customers also may decide to satisfy their needs through in-house design. We compete on the basis of DSP performance, overall chip cost, power consumption, flexibility, reliability, communication and multimedia software availability, design cycle time, tool chain, customer support, name recognition, reputation and financial strength. Our inability to compete effectively on these bases could have a material adverse effect on our business, results of operations and financial condition.



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**Our quarterly operating results fluctuate from quarter to quarter due to a variety of factors, including our lengthy sales cycle, and may not be a meaningful indicator of future performance.**

In some quarters our operating results could be below the expectations of securities analysts and investors, which could cause our stock price to fall. Factors that may affect our quarterly results of operations in the future include, among other things:

- the timing of the introduction of new or enhanced technologies by us and our competitors, as well as the market acceptance of such technologies;
- the timing and volume of orders and production by our customers, as well as fluctuations in royalty revenues resulting from fluctuations in unit shipments by our licensees and shifts by our customers from prepaid royalty arrangements to per unit royalty arrangements;
- royalty pricing pressure and unit price reduction due to increase in volume shipments or market product price erosion;
- the mix of revenues among licensing revenues, per unit and prepaid royalties and service revenues;
- our lengthy sales cycle and specifically in the third quarter of any fiscal year during which summer vacations slow down decision-making processes of our customers in executing contracts;
- the gain or loss of significant licensees, partly due to our dependence on a limited number of customers generating a significant amount of quarterly revenues;
- any delay in execution of any anticipated licensing arrangement during a particular quarter;
- delays in the commercialization of end products that incorporate our technology;
- currency fluctuations of the Euro and NIS versus the U.S. dollar;
- fluctuations in operating expenses and gross margins associated with the introduction of new or enhanced technologies and adjustments to operating expenses resulting from restructurings;
- the timing of certain R&D government grant payments;
- our ability to scale our operations in response to changes in demand for our technologies;
- entry into new markets, including China, India and Latin America;
- changes in our pricing policies and those of our competitors;
- restructuring, asset and goodwill impairment and related charges, as well as other accounting changes or adjustments; and
- general economic conditions, including the current economic conditions, and its effect on the semiconductor industry and sales of consumer products into which our technologies are incorporated.

Each of the above factors is difficult to forecast and could harm our business, financial condition and results of operations. Also, we license our technology to OEM customers for incorporation into their end products for consumer markets, including handsets and consumer electronics products. The royalties we generate are reported by our customers and invoiced by us one quarter in arrears. As a result, our royalty revenues are affected by seasonal buying patterns of consumer products sold by our OEM customers that incorporate our technology and the market acceptance of such ends products supplied by our OEM customers. The fourth quarter in any given year is usually the strongest quarter for sales by our OEM customers in the consumer markets, and thus, the first quarter in any given year is usually the strongest quarter for royalty revenues as our royalties are reported and invoiced one quarter in arrears. By contrast, the second quarter in any given year is usually the weakest quarter for us in relation to royalty revenues. However, this general quarterly fluctuation may be impacted by global economic conditions.

We currently anticipate that our operating expenses will be higher for 2011, in comparison to 2010, mainly due to increased investments in research and development, including the addition of new engineers, higher salary and related expenses, lower government grants participation and to some extent currency exchange expenses as the U.S. dollar is currently devalued against the NIS, the Euro, and the British pound, which are the primary currencies for our employee salary expenses. Any future increase in our operating expenses or decrease in our operating efficiency could adversely impact our future financial results.

**We rely significantly on revenue derived from a limited number of customers.**

We expect that a limited number of customers, generally varying in identity from period-to-period, will account for a substantial portion of our revenues in any period. Three customers, varying in identity from period-to-period, accounted for 16%, 18% and 19% of our total revenues in 2010. Our five largest customers, varying in identity from period-to-period, accounted for 60% of our total revenues in 2010, 53% in 2009 and 49% in 2008. Our five largest customers paying per unit royalties, varying in identity from period-to-period, accounted for 81% of our total royalty revenues in 2010, 73% in 2009 and 79% in 2008. Moreover, license agreements for our DSP cores have not historically provided for substantial ongoing license payments. Significant portions of our anticipated future revenue, therefore, will likely depend upon our success in attracting new customers or expanding our relationships with existing customers. Our ability to succeed in these efforts will depend on a variety of factors, including the performance, quality, breadth and depth of our current and future products, as well as our sales and marketing skills. In addition, some of our licensees may in the future decide to satisfy their needs through in-house design and production. Our failure to obtain future licensing customers would impede our future revenue growth and could materially harm our business.

**Table of Contents****Royalty rates could decrease for existing and future license agreements which could materially adversely affect our operating results.**

Royalty payments to us under existing and future license agreements could be lower than currently anticipated for a variety of reasons. Average selling prices for semiconductor products generally decrease over time during the lifespan of a product. In addition, there is increasing downward pricing pressures in the semiconductor industry on end products incorporating our technology, especially end products for the cellular and consumer electronics markets. As a result, notwithstanding the existence of a license agreement, our customers may demand that royalty rates for our products be lower than our historic royalty rates. We have in the past and may be pressured in the future to renegotiate existing license agreements with our customers. In addition, certain of our license agreements provide that royalty rates may decrease in connection with the sale of larger quantities of products incorporating our technology. Furthermore, our competitors may lower the royalty rates for their comparable products to win market share which may force us to lower our royalty rates as well. As a consequence of the above referenced factors, as well as unforeseen factors in the future, the royalty rates we receive for use of our technology could decrease, thereby decreasing future anticipated revenue and cash flow. Royalty revenues were 50.9%, 42.2% and 35.5% of our total revenues for 2010, 2009 and 2008, respectively. Therefore, a significant decrease in our royalty revenues could materially adversely affect our operating results.

**We generate a significant amount of our total revenues from the handsets market and our business and operating results may be materially adversely affected if we do not continue to succeed in this highly competitive market.**

Revenues derived from the cellular market accounted for approximately 72% of our total revenues for 2010, 68% for 2009 and 55% for 2008. Any adverse change in our ability to compete and maintain our competitive position in the cellular market, including through the introduction of enhanced technologies that attract OEM customers that target the cellular market, would harm our business, financial condition and results of operations. Moreover, the cellular market is extremely competitive and is facing intense pricing pressures, and we expect that competition and pricing pressures will only increase. Our existing OEM customers may fail to introduce new handsets that attract consumers, or encounter significant delays in developing, manufacturing or shipping new or enhanced handsets in this market. The inability of our OEM customers to compete would result in lower shipments of handsets powered by our technologies which in turn would have a material adverse effect on our business, financial condition and results of operations.

**We depend on market acceptance of third-party semiconductor intellectual property.**

The semiconductor intellectual property (SIP) industry is a relatively small and emerging industry. Our future growth will depend on the level of market acceptance of our third-party licensable intellectual property model, the variety of intellectual property offerings available on the market, and a shift in customer preference away from in-house development of proprietary DSPs towards licensing open DSP cores. Furthermore, the third-party licensable intellectual property model is highly dependent on the market adoption of new services and products, such as smartphones, mobile broad band, ultra-low-cost phones in emerging markets, Personal Multimedia Players (PMP), Blu-ray DVDs, connected digital TVs and set-top boxes with high definition audio and video. Such market adoption is important because the increased cost associated with ownership and maintenance of the more complex architectures needed for the advanced services and products may motivate companies to license third-party intellectual property rather than design them in-house.

The trends that would enable our growth are largely beyond our control. Semiconductor customers also may choose to adopt a multi-chip, off-the-shelf chip solution versus licensing or using highly-integrated chipsets that embed our technologies. If the above referenced market shifts do not materialize or third-party SIP does not achieve market acceptance, our business, results of operations and financial condition could be materially harmed.

**Because our IP solutions are components of end products, if semiconductor companies and electronic equipment manufacturers do not incorporate our solutions into their end products or if the end products of our customers do not achieve market acceptance, we may not be able to generate adequate sales of our products.**

We do not sell our IP solutions directly to end-users; we license our technology primarily to semiconductor companies and electronic equipment manufacturers, who then incorporate our technology into the products they sell. As a result,

we rely on our customers to incorporate our technology into their end products at the design stage. Once a company incorporates a competitor's technology into its end product, it becomes significantly more difficult for us to sell our technology to that company because changing suppliers involves significant cost, time, effort and risk for the company. As a result, we may incur significant expenditures on the development of a new technology without any assurance that our existing or potential customers will select our technology for incorporation into their own product and without this design win, it becomes significantly difficult to sell our IP solutions. Moreover, even after a customer agrees to incorporate our technology into its end products, the design cycle is long and may be delayed due to factors beyond our control, which may result in the end product incorporating our technology not reaching the market until long after the initial design win with such customer. From initial product design-in to volume production, many factors could impact the timing and/or amount of sales actually realized from the design-in. These factors include, but are not limited to, changes in the competitive position of our technology, our customers' financial stability, and our ability to ship products according to our customers' schedule. Moreover, current economic conditions may further prolong a customer's decision-making process and design cycle.

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Further, because we do not control the business practices of our customers, we do not influence the degree to which they promote our technology or set the prices at which they sell products incorporating our technology. We cannot assure you that our customers will devote satisfactory efforts to promote our IP solutions. In addition, our unit royalties from licenses are dependent upon the success of our customers in introducing products incorporating our technology and the success of those products in the marketplace. The primary customers for our products are semiconductor design and manufacturing companies, system OEMs and electronic equipment manufacturers, particularly in the telecommunications field. These industries are highly cyclical and have been subject to significant economic downturns at various times, particularly in recent periods, including the global economic downturn that started in the second half of 2008. These downturns are characterized by production overcapacity and reduced revenues, which at times may encourage semiconductor companies or electronic product manufacturers to reduce their expenditure on our technology. If we do not retain our current customers and continue to attract new customers, our business may be harmed.

**Because we have significant international operations, we may be subject to political, economic and other conditions relating to our international operations that could increase our operating expenses and disrupt our revenues and business.**

Approximately 79% of our total revenues in 2010, 84% in 2009 and 87% in 2008 were derived from customers located outside of the United States. We expect that international customers will continue to account for a significant portion of our revenue for the foreseeable future. As a result, the occurrence of any negative international political, economic or geographic events could result in significant revenue shortfalls. These shortfalls could cause our business, financial condition and results of operations to be harmed. Some of the risks of doing business internationally include:

- unexpected changes in regulatory requirements;
- fluctuations in the exchange rate for the U.S. dollar;
- imposition of tariffs and other barriers and restrictions;
- burdens of complying with a variety of foreign laws, treaties and technical standards;
- uncertainty of laws and enforcement in certain countries relating to the protection of intellectual property;
- multiple and possibly overlapping tax structures and potentially adverse tax consequences;
- political and economic instability; and
- changes in diplomatic and trade relationships.

**We depend on a limited number of key personnel who would be difficult to replace.**

Our success depends to a significant extent upon certain of our key employees and senior management, the loss of which could materially harm our business. Competition for skilled employees in our field is intense. We cannot assure you that in the future we will be successful in attracting and retaining the required personnel.

**The sales cycle for our IP solutions is lengthy, which makes forecasting of our customer orders and revenues difficult.**

The sales cycle for our IP solutions is lengthy, often lasting three to nine months. Our customers generally conduct significant technical evaluations, including customer trials, of our technology as well as competing technologies prior to making a purchasing decision. In addition, purchasing decisions also may be delayed because of a customer's internal budget approval process. Furthermore, given the current market conditions, we have less ability to predict the timing of our customers' purchasing cycle and potential unexpected delays in such a cycle. Because of the lengthy sales cycle and potential delays, our dependence on a limited number of customers to generate a significant amount of revenues for a particular period and the size of customer orders, if orders forecasted for a specific customer for a particular period do not occur in that period, our revenues and operating results for that particular quarter could suffer. Moreover, a portion of our expenses related to an anticipated order is fixed and difficult to reduce or change, which may further impact our operating results for a particular period.



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**We may dispose of or discontinue existing product lines and technology developments, which may adversely impact our future results.**

On an ongoing basis, we evaluate our various product offerings and technology developments in order to determine whether any should be discontinued or, to the extent possible, divested. In December 2008, we restructured our SATA activities to better fit SATA's operating expense levels to its overall revenue contribution. We cannot guarantee that we have correctly forecasted, or will correctly forecast in the future, the right product lines and technology developments to dispose or discontinue or that our decision to dispose of or discontinue various investments, products lines and technology developments is prudent if market conditions change. In addition, there are no assurances that the discontinuance of various product lines will reduce our operating expenses or will not cause us to incur material charges associated with such decision. Furthermore, the discontinuance of existing product lines entails various risks, including the risk that we will not be able to find a purchaser for a product line or the purchase price obtained will not be equal to at least the book value of the net assets for the product line. Other risks include managing the expectations of, and maintaining good relations with, our customers who previously purchased products from our disposed or discontinued product lines, which could prevent us from selling other products to them in the future. We may also incur other significant liabilities and costs associated with our disposal or discontinuance of product lines, including employee severance costs and excess facilities costs.

**Because our IP solutions are complex, the detection of errors in our products may be delayed, and if we deliver products with defects, our credibility will be harmed, the sales and market acceptance of our products may decrease and product liability claims may be made against us.**

Our IP solutions are complex and may contain errors, defects and bugs when introduced. If we deliver products with errors, defects or bugs, our credibility and the market acceptance and sales of our products could be significantly harmed. Furthermore, the nature of our products may also delay the detection of any such error or defect. If our products contain errors, defects and bugs, then we may be required to expend significant capital and resources to alleviate these problems. This could result in the diversion of technical and other resources from our other development efforts. Any actual or perceived problems or delays may also adversely affect our ability to attract or retain customers. Furthermore, the existence of any defects, errors or failure in our products could lead to product liability claims or lawsuits against us or against our customers. A successful product liability claim could result in substantial cost and divert management's attention and resources, which would have a negative impact on our financial condition and results of operations.

**Our operating results are affected by general economic conditions and the highly cyclical nature of the semiconductor industry.**

During the global downturn that started in the second half of 2008 and continued throughout 2009, general worldwide economic conditions significantly deteriorated, and resulted in decreased consumer confidence and spending, reduced corporate profits and capital spending, adverse business conditions and liquidity concerns. Notwithstanding improvements in business conditions since the second half of 2009 and in 2010, there continues to be uncertainty about the global economy and outlook, which continue to make it difficult for our customers, the end-product customers, our vendors and us to accurately forecast and plan future business activities and make reliable projections. Moreover, we operate within the semiconductor industry which experiences significant fluctuations in sales and profitability. The industry was materially adversely affected by the 2008-2009 global downturn. Downturns in the semiconductor industry are characterized by diminished product demand, excess customer inventories, accelerated erosion of prices and excess production capacity. These factors could cause substantial fluctuations in our revenues and in our results of operations.

If global economic and market conditions remain uncertain or deteriorate, we could experience a material adverse impact on our business and results of operations.

**Our success will depend on our ability to successfully manage our geographically dispersed operations.**

Most of our employees are located in Israel and Ireland. Accordingly, our ability to compete successfully will depend in part on the ability of a limited number of key executives located in geographically dispersed offices to integrate management, address the needs of our customers and respond to changes in our markets. If we are unable to effectively manage and integrate our remote operations, our business may be materially harmed.

**Our operations in Israel may be adversely affected by instability in the Middle East region.**

One of our principal research and development facilities is located in, and our executive officers and some of our directors are residents of, Israel. Although substantially all of our sales currently are being made to customers outside Israel, we are nonetheless directly influenced by the political, economic and military conditions affecting Israel. Any major hostilities involving Israel could significantly harm our business, operating results and financial condition. Furthermore, the current political crisis in Egypt may have a material adverse effect on the region and Israel.

In addition, certain of our officers and employees are currently obligated to perform annual reserve duty in the Israel Defense Forces and are subject to being called to active military duty at any time. Although we have operated effectively under these requirements since our inception, we cannot predict the effect of these obligations on the company in the future. Our operations could be disrupted by the absence, for a significant period, of one or more of our key officers or key employees due to military service.

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**Our research and development expenses may increase if the grants we currently receive from the Israeli government are reduced or withheld.**

We currently receive research grants from programs of the Office of the Chief Scientist of Israel of the Israeli Ministry of Industry and Trade. We received an aggregate of \$2,322,000, \$1,731,000 and \$959,000 in 2010, 2009 and 2008, respectively. To be eligible for these grants, we must meet certain development conditions and comply with periodic reporting obligations. Although we have met such conditions in the past, should we fail to meet such conditions in the future our research grants may be repayable, reduced or withheld. The repayment or reduction of such research grants may increase our research and development expenses which in turn may reduce our operating income.

**We are exposed to fluctuations in currency exchange rates.**

A significant portion of our business is conducted outside the United States. Although most of our revenue is transacted in U.S. dollars, we may be exposed to currency exchange fluctuations in the future as business practices evolve and we are forced to transact business in local currencies. Moreover, the majority of our expenses are denominated in foreign currencies, mainly New Israeli Shekel (NIS), Euro and British Pound, which subjects us to the risks of foreign currency fluctuations. Our primary expenses paid in the NIS, Euro and British Pound are employee salaries. Increases in the volatility of the exchange rates of the NIS, Euro and British Pound versus the U.S. dollar could have an adverse effect on the expenses and liabilities that we incur in NIS, Euro and British Pound when remeasured into U.S. dollars for financial reporting purposes. We have instituted a foreign cash flow hedging program to minimize the effects of currency fluctuations. However, hedging transactions may not successfully mitigate losses caused by currency fluctuations, and our hedging positions may be partial or may not exist at all in the future. We also review our monthly expected non-U.S. dollar denominated expenditure and look to hold equivalent non-U.S. dollar cash balances to mitigate currency fluctuations. We expect to continue to experience the effect of exchange rate currency fluctuations on an annual and quarterly basis.

**If we are unable to meet the changing needs of our end-users or address evolving market demands, our business may be harmed.**

The markets for programmable DSP cores and application IP are characterized by rapidly changing technology, emerging markets and new and developing end-user needs, and requiring significant expenditure for research and development. We cannot assure you that we will be able to introduce systems and solutions that reflect prevailing industry standards on a timely basis, meet the specific technical requirements of our end-users or avoid significant losses due to rapid decreases in market prices of our products, and our failure to do so may seriously harm our business.

**We may seek to expand our business through acquisitions that could result in diversion of resources and extra expenses.**

We may pursue acquisitions of businesses, products and technologies, or establish joint venture arrangements in the future that could expand our business. We are unable to predict whether or when any other prospective acquisition will be completed. The process of negotiating potential acquisitions or joint ventures, as well as the integration of acquired or jointly developed businesses, technologies or products may be prolonged due to unforeseen difficulties and may require a disproportionate amount of our resources and management's attention. We cannot assure you that we will be able to successfully identify suitable acquisition candidates, complete acquisitions or integrate acquired businesses or joint ventures with our operations. If we were to make any acquisitions or enter into a joint venture, we may not receive the intended benefits of the acquisition or joint venture or such an acquisition or joint venture may not achieve comparable levels of revenues, profitability or productivity as our existing business or otherwise perform as expected. The occurrence of any of these events could harm our business, financial condition or results of operations. Future acquisitions or joint venture may require substantial capital resources, which may require us to seek additional debt or equity financing.

Future acquisitions or joint venture by us could result in the following, any of which could seriously harm our results of operations or the price of our stock:

- issuance of equity securities that would dilute our current stockholders' percentages of ownership;
- large one-time write-offs;
- incurrence of debt and contingent liabilities;

difficulties in the assimilation and integration of operations, personnel, technologies, products and information systems of the acquired companies;  
diversion of management's attention from other business concerns;  
contractual disputes;  
risks of entering geographic and business markets in which we have no or only limited prior experience;  
and  
potential loss of key employees of acquired organizations.

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### **We may not be able to adequately protect our intellectual property.**

Our success and ability to compete depend in large part upon the protection of our proprietary technologies. We rely on a combination of patent, copyright, trademark, trade secret, mask work and other intellectual property rights, confidentiality procedures and licensing arrangements to establish and protect our proprietary rights. These agreements and measures may not be sufficient to protect our technology from third-party infringement or protect us from the claims of others. As a result, we face risks associated with our patent position, including the potential need to engage in significant legal proceedings to enforce our patents, the possibility that the validity or enforceability of our patents may be denied, the possibility that third parties will be able to compete against us without infringing our patents and the possibility that our products may infringe patent rights of third parties.

Our trade names or trademarks may be registered or utilized by third parties in countries other than those in which we have registered them, impairing our ability to enter and compete in these markets. If we were forced to change any of our brand names, we could lose a significant amount of our brand identity.

### **Our business will suffer if we are sued for infringement of the intellectual property rights of third parties or if we cannot obtain licenses to these rights on commercially acceptable terms.**

We are subject to the risk of adverse claims and litigation alleging infringement of the intellectual property rights of others. There are a large number of patents held by others, including our competitors, pertaining to the broad areas in which we are active. We have not, and cannot reasonably, investigate all such patents. From time to time, we have become aware of patents in our technology areas and have sought legal counsel regarding the validity of such patents and their impact on how we operate our business, and we will continue to seek such counsel when appropriate in the future. In addition, patent infringement claims are increasingly being asserted by patent holding companies (so-called patent trolls), which do not use technology and whose sole business is to enforce patents against companies, such as us, for monetary gain. Because such patent holding companies do not provide services or use technology, the assertion of our own patents by way of counter-claim may be ineffective. Infringement claims may require us to enter into license arrangements or result in protracted and costly litigation, regardless of the merits of these claims. Any necessary licenses may not be available or, if available, may not be obtainable on commercially reasonable terms. If we cannot obtain necessary licenses on commercially reasonable terms, we may be forced to stop licensing our technology, and our business would be seriously harmed.

### **Our business depends on our customers and their suppliers obtaining required complementary components.**

Some of the raw materials, components and subassemblies included in the products manufactured by our OEM customers are obtained from a limited group of suppliers. Supply disruptions, shortages or termination of any of these sources could have an adverse effect on our business and results of operations due to the delay or discontinuance of orders for products containing our IP, especially our DSP cores, until those necessary components are available.

### **The future growth of our business depends in part on our ability to license to system OEMs and small-to-medium-sized semiconductor companies directly and to expand our sales geographically.**

Historically, a substantial portion of our licensing revenues has been derived in any given period from a relatively small number of licensees. Because of the substantial license fees we charge, our customers tend to be large semiconductor companies or vertically integrated system OEMs. Part of our current growth strategy is to broaden the adoption of our products by small and mid-size companies by offering different versions of our products targeted at these companies. If we are unable to develop and market effectively our intellectual property through these models, our revenues will continue to be dependent on a smaller number of licensees and a less geographically dispersed pattern of licensees, which could materially harm our business and results of operations.

### **The Israeli tax benefits that we currently receive and the government programs in which we participate require us to meet certain conditions and may be terminated or reduced in the future, which could increase our tax expenses.**

We enjoy certain tax benefits in Israel, particularly as a result of the Approved Enterprise and the Benefited Enterprise status of our facilities and programs. To maintain our eligibility for these tax benefits, we must continue to meet certain conditions, relating principally to adherence to the investment program filed with the Investment Center of the Israeli Ministry of Industry and Trade and to periodic reporting obligations. Should we fail to meet such conditions in the future, however, these benefits would be cancelled and we would be subject to corporate tax in Israel at the standard corporate rate of 25% in 2010 and could be required to refund tax benefits already received. In addition, we

cannot assure you that these tax benefits will be continued in the future at their current levels or otherwise. The tax benefits under our first four investment programs have expired and are subject to corporate tax of 25% in 2010 and 24% in 2011. However, our Israeli operating subsidiary received in 2008 an approval for the erosion of tax basis in respect to its second, third and fourth investment programs, and as a result no taxable income was attributed to the second and third investment programs, and reduced taxable income was attributed to the fourth investment program. The tax benefits under our other investment programs are scheduled to gradually expire starting in 2012. The termination or reduction of certain programs and tax benefits (particularly benefits available to us as a result of the Approved Enterprise and the Benefited Enterprise status of our facilities and programs) or a requirement to refund tax benefits already received may seriously harm our business, operating results and financial condition.

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**Our corporate tax rate may increase, which could adversely impact our cash flow, financial condition and results of operations.**

We have significant operations in Israel and the Republic of Ireland and a substantial portion of our taxable income historically has been generated there. Currently, some of our Israeli and Irish subsidiaries are taxed at rates substantially lower than the U.S. tax rates. If our Israeli and Irish subsidiaries were no longer to qualify for these lower tax rates or if the applicable tax laws were rescinded or changed, our operating results could be materially adversely affected. In addition, because our Israeli and Irish operations are owned by subsidiaries of our U.S. parent corporation, distributions to the U.S. parent corporation, and in certain circumstances undistributed income of the subsidiaries, may be subject to U.S. taxes. Moreover, if U.S. or other authorities were to change applicable tax laws or successfully challenge the manner in which our subsidiaries' profits are currently recognized, our overall tax expenses could increase, and our business, cash flow, financial condition and results of operations could be materially adversely affected. Also our taxes on the Irish interest income may be double taxed both in Ireland and in the U.S. due to U.S. tax regulations and Irish tax restrictions on NOLs to off-set interest income.

**Legislative action in the United States could materially and adversely affect us from a tax perspective.**

Legislative action may be taken by the U.S. Congress which, if ultimately enacted, would adversely affect our effective tax rate and/or require us to take further action, at potentially significant expense, to seek to preserve our effective tax rate. For 2009, 2010 and 2011, President Obama's administration announced budgets, which included proposed future tax legislation that could substantially modify the rules governing the U.S. taxation of certain non-U.S. affiliates. These potential changes include, but are not limited to, curbing the deferral of U.S. taxation of certain foreign earnings and limiting the ability to use foreign tax credits. Many details of the proposal remain unknown, and any legislation enacting such modifications would require Congressional support and approval. We cannot predict the outcome of any specific legislative proposals. However, if any of these proposals are enacted into law, they could significantly impact our effective tax rate.

**Our stock price may be volatile so you may not be able to resell your shares of our common stock at or above the price you paid for them.**

Announcements of developments related to our business, announcements by competitors, quarterly fluctuations in our financial results, changes in the general conditions of the highly dynamic industry in which we compete or the national economies in which we do business, and other factors could cause the price of our common stock to fluctuate, perhaps substantially. In addition, in recent years, the stock market has experienced extreme price fluctuations, which have often been unrelated to the operating performance of affected companies. These factors and fluctuations could have a material adverse effect on the market price of our common stock.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2. PROPERTIES**

Our headquarters are located in Mountain View, California and we have principal offices in Herzeliya, Israel and Dublin, Ireland.

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We lease buildings for our executive offices, and engineering, sales, marketing, administrative and support operations and design centers. The following table summarizes information with respect to the principal facilities leased by us as of December 31, 2010:

<b>Location</b>	<b>Term</b>	<b>Expiration</b>	<b>Area (Sq. Feet)</b>	<b>Principal Activities</b>
Mountain View, CA, U.S.	5 years	2015	3,643	Headquarters; sales and marketing; administration
Herzeliya, Israel	4 years	2014	28,880	Research and development; administration
Dublin, Ireland (1)	1 year	2011	2,270	Research and development; administration
Cork, Ireland (2)	25 years	2025	10,000	Research and development
Belfast, UK (3)	15 years	2019	2,600	Research and development

(1) We are currently negotiating to extend this lease.

(2) Break clause in the lease exercisable in 2011.

(3) We have exercised a break clause in this lease and will vacate the facility in 2011.

**ITEM 3. LEGAL PROCEEDINGS**

From time to time, we are involved in litigation relating to claims arising out of our operations in the normal course of business. We are not a party to any legal proceedings, the adverse outcome of which, in management's opinion, would have a material adverse effect on our results of operations or financial position

**ITEM 4. RESERVED**

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**EXECUTIVE OFFICERS OF THE REGISTRANT**

Below are the names, ages and principal recent business experience of our current executive officers. All such persons have been appointed by our board of directors to serve until their successors are elected and qualified or until their earlier resignation or removal.

*Gideon Wertheizer*, age 54, has served as our Chief Executive Officer since May 2005. He joined our board of directors in January 2010. Mr. Wertheizer has 28 years of experience in the semiconductor and Silicon Intellectual Property (SIP) industries. He previously served as the Executive Vice President and General Manager of the DSP business unit at CEVA. Prior to joining CEVA in November 2002, Mr. Wertheizer held various executive positions at DSP Group, Inc., including such roles as Executive VP Strategic Business Development, Vice President for Marketing and Vice President of VLSI design. Mr. Wertheizer holds a BsC for electrical engineering from Ben Gurion University in Israel and executive MBA from Bradford University in the United Kingdom.

*Yaniv Arieli*, age 42, has served as our Chief Financial Officer since May 2005. Prior to his current position, Mr. Arieli served as President of U.S. Operations and Director of Investor Relations of DSP Group beginning in August 2002 and Vice President of Finance, Chief Financial Officer and Secretary of DSP Group's DSP Cores Licensing Division prior to that time. Before joining DSP Group in 1997, Mr. Arieli served as an account manager and certified public accountant at Kesselman & Kesselman, a member of PricewaterhouseCoopers, a leading accounting firm. Mr. Arieli is a CPA and holds a B.A. in Accounting and Economics from Haifa University in Israel and an M.B.A. from Newport University and is also a member of the National Investor Relation Institute.

*Issachar Ohana*, age 45, has served as our Vice President, Worldwide Sales, since November 2002 and our Executive Vice President, Worldwide Sales, since July 2006. Prior to joining CEVA in November 2002, Mr. Ohana was with DSP Group beginning in August 1994 as a VLSI design engineer. He was appointed Project Manager of DSP Group's research and development in July 1995, Director of Core Licensing in August 1998, and Vice President Sales of the Core Licensing Division in May 2000. Mr. Ohana holds a B.Sc. in Electrical and Computer Engineering from Ben Gurion University in Israel and an MBA from Bradford University in the United Kingdom.

**Table of Contents****PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock began trading on The NASDAQ Global Market and the London Stock Exchange on November 1, 2002. Our common stock currently trades under the ticker symbol **CEVA** on NASDAQ and under the ticker symbol **CVA** on the London Stock Exchange. As of February 28, 2011, there were approximately 7,729 holders of record, which we believe represents approximately 13,570 beneficial holders. The closing price of our common stock on The NASDAQ Global Market on March 8, 2011 was \$23.11 per share. The following table sets forth, for the periods indicated, the range of high and low closing prices per share of our common stock, as reported on The NASDAQ Global Market.

	<b>Price Range of Common Stock</b>	
	<b>High</b>	<b>Low</b>
<b>2010</b>		
First Quarter	\$ 13.01	\$ 10.72
Second Quarter	\$ 12.92	\$ 10.93
Third Quarter	\$ 14.57	\$ 11.20
Fourth Quarter	\$ 23.77	\$ 14.12
<b>2009</b>		
First Quarter	\$ 7.48	\$ 5.14
Second Quarter	\$ 8.76	\$ 7.19
Third Quarter	\$ 10.90	\$ 7.91
Fourth Quarter	\$ 12.86	\$ 9.77

We have never paid any cash dividends. We intend to retain future earnings, if any, to fund the development and growth of our business and currently do not anticipate paying cash dividends in the foreseeable future.

Information as of December 31, 2010 regarding options granted under our option plans and remaining available for issuance under those plans will be contained in the definitive 2011 Proxy Statement for the 2011 annual meeting of stockholders to be held on May 17, 2011 and incorporated herein by reference.

**2011 Annual Meeting of Stockholders**

We anticipate that the 2011 annual meeting of our stockholders will be held on May 17, 2011 in New York City, NY.

**Table of Contents****Stock Performance Graph**

*Notwithstanding anything to the contrary set forth in any of the Company's previous or future filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, that might incorporate this proxy statement or future filings made by the Company under those statutes, the below Stock Performance Graph shall not be deemed filed with the United States Securities and Exchange Commission and shall not be deemed incorporated by reference into any of those prior filings or into any future filings made by the Company under those statutes.*

	12/31/05	12/31/06	12/31/07	12/31/08	12/31/09	12/31/10
<b>CEVA, Inc</b>	<b>100.00</b>	<b>103.35</b>	<b>195.05</b>	<b>111.82</b>	<b>205.43</b>	<b>327.48</b>
<b>NASDAQ Composite</b>	<b>100.00</b>	<b>110.25</b>	<b>121.88</b>	<b>73.10</b>	<b>106.22</b>	<b>125.36</b>
<b>Morningstar Semiconductor</b>	<b>100.00</b>	<b>94.39</b>	<b>98.37</b>	<b>53.66</b>	<b>89.17</b>	<b>103.42</b>
<b>Specialized Semiconductor</b>	<b>100.00</b>	<b>97.94</b>	<b>123.49</b>	<b>62.42</b>	<b>89.17</b>	<b>95.77</b>

The stock performance graph above compares the percentage change in cumulative stockholder return on the common stock of our company for the period from December 31, 2005, through December 31, 2010, with the cumulative total return on The NASDAQ Global Market (U.S.), the Morningstar Semiconductor and the Hemscott Specialized Semiconductor Group Index.

This graph assumes the investment of \$100 in our common stock (at the closing price of our common stock on December 31, 2005), the NASDAQ Global Market (U.S.), the Morningstar Semiconductor and the Hemscott Specialized Semiconductor Group Index on December 31, 2005, and assumes dividends, if any, are reinvested.

Comparisons in the graph above are based upon historical data and are not indicative of, nor intended to forecast, future performance of our common stock.

**Table of Contents****ITEM 6. SELECTED FINANCIAL DATA**

The following selected financial data should be read in conjunction with, and are qualified by reference to, our consolidated financial statements and the related notes, as well as our Management's Discussion and Analysis of Financial Condition and Results of Operations for the fiscal year ended December 31, 2010, both appearing elsewhere in this annual report.

	<b>Year Ended December 31,</b>				
	<b>2006</b>	<b>2007</b>	<b>2008</b>	<b>2009</b>	<b>2010</b>
	<b>(in thousands)</b>				
<b>Consolidated Statements of Operations Data:</b>					
Revenues:					
Licensing	\$ 22,160	\$ 19,499	\$ 21,701	\$ 18,764	\$ 18,395
Royalties	6,324	9,095	14,349	16,225	22,866
Other revenue	4,021	4,617	4,315	3,478	3,650
<b>Total revenues</b>	<b>32,505</b>	<b>33,211</b>	<b>40,365</b>	<b>38,467</b>	<b>44,911</b>
Cost of revenues	4,035	3,851	4,668	4,117	3,712
<b>Gross profit</b>	<b>28,470</b>	<b>29,360</b>	<b>35,697</b>	<b>34,350</b>	<b>41,199</b>
Operating expenses:					
Research and development, net	18,769	19,136	20,172	16,561	17,909
Sales and marketing	6,268	6,253	7,088	6,732	7,308
General and administrative	5,882	5,721	6,637	6,087	6,108
Amortization of intangible assets	414	148	53		
Reorganization, restructuring and severance charge			4,121		
<b>Total operating expenses</b>	<b>31,333</b>	<b>31,258</b>	<b>38,071</b>	<b>29,380</b>	<b>31,325</b>
<b>Operating income (loss)</b>	<b>(2,863)</b>	<b>(1,898)</b>	<b>(2,374)</b>	<b>4,970</b>	<b>9,874</b>
Financial income, net	2,620	3,211	2,729	2,048	2,095
Other income, net	57	425	12,011	3,712	
<b>Income (loss) before taxes on income</b>	<b>(186)</b>	<b>1,738</b>	<b>12,366</b>	<b>10,730</b>	<b>11,969</b>
Income tax expense (income)	(88)	447	3,801	2,384	591
<b>Net income (loss)</b>	<b>\$ (98)</b>	<b>\$ 1,291</b>	<b>\$ 8,565</b>	<b>\$ 8,346</b>	<b>\$ 11,378</b>
Basic net income (loss) per share	\$ (0.01)	\$ 0.07	\$ 0.43	\$ 0.42	\$ 0.54
Diluted net income (loss) per share	\$ (0.01)	\$ 0.06	\$ 0.42	\$ 0.41	\$ 0.51

	<b>December 31,</b>				
	<b>2006</b>	<b>2007</b>	<b>2008</b>	<b>2009</b>	<b>2010</b>
	<b>(in thousands)</b>				
<b>Consolidated Balance Sheet Data:</b>					
Working capital	\$ 65,001	\$ 77,312	\$ 83,886	\$ 101,169	\$ 114,928

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Total assets	121,080	128,989	137,586	155,444	186,608
Total long-term liabilities	4,216	4,647	3,788	4,483	5,486
Total stockholders equity	\$ 106,143	\$ 114,388	\$ 121,659	\$ 139,096	\$ 168,468

**QUARTERLY FINANCIAL INFORMATION**

	Three months ended							
	March 31,	June 30,	September 30, 2009	December 31,	March 31,	June 30,	September 30, 2010	December 31,
Revenues:								
Licensing	\$ 4,544	\$ 4,273	\$ 5,242	\$ 4,705	\$ 4,722	\$ 4,593	\$ 4,459	\$ 4,621
Royalties	3,759	3,950	3,694	4,822	4,980	5,154	5,238	7,494
Other revenue	1,210	887	723	658	899	862	978	911
Total revenues	9,513	9,110	9,659	10,185	10,601	10,609	10,675	13,026
Cost of revenues	1,210	1,152	849	906	714	863	1,001	1,134
Gross profit	8,303	7,958	8,810	9,279	9,887	9,746	9,674	11,892
Operating expenses:								
Research and development, net	4,075	3,996	4,061	4,429	4,609	4,505	4,129	4,666
Sales and marketing	1,636	1,650	1,628	1,818	1,808	1,776	1,664	2,060
General and administrative	1,472	1,558	1,525	1,532	1,546	1,570	1,593	1,399

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	<b>Three months ended</b>							
	<b>March 31,</b>	<b>June 30,</b>	<b>September 30, 2009</b>	<b>December 31,</b>	<b>March 31,</b>	<b>June 30,</b>	<b>September 30, 2010</b>	<b>December 31,</b>
Total operating expenses	7,183	7,204	7,214	7,779	7,963	7,851	7,386	8,125
Operating income	1,120	754	1,596	1,500	1,924	1,895	2,288	3,767
Financial income, net	476	474	551	547	557	541	493	504
Other income, net		1,901		1,811				
Income before taxes on income	1,596	3,129	2,147	3,858	2,481	2,436	2,781	4,271
Income taxes expense (income)	228	814	394	948	422	313	(208)	64
Net income	\$ 1,368	\$ 2,315	\$ 1,753	\$ 2,910	\$ 2,059	\$ 2,123	\$ 2,989	\$ 4,207
Basic net income per share	\$ 0.07	\$ 0.12	\$ 0.09	\$ 0.14	\$ 0.10	\$ 0.10	\$ 0.14	\$ 0.19
Diluted net income per share	\$ 0.07	\$ 0.12	\$ 0.09	\$ 0.14	\$ 0.09	\$ 0.10	\$ 0.13	\$ 0.18
Weighted average number of shares of Common Stock used in computation of net income per share (in thousands):								
Basic	19,557	19,515	19,689	20,101	20,654	21,061	21,244	22,029
Diluted	19,754	20,014	20,492	21,375	21,911	22,069	22,356	23,367

**Table of Contents****ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*You should read the following discussion together with the consolidated financial statements and related notes appearing elsewhere in this annual report. This discussion contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially from those included in such forward-looking statements. Factors that could cause actual results to differ materially include those set forth under Risk Factors, as well as those otherwise discussed in this section and elsewhere in this annual report. See Forward-Looking Statements and Industry Data.*

**BUSINESS OVERVIEW**

The following discussion and analysis is intended to provide an investor with a narrative of our financial results and an evaluation of our financial condition and results of operations. The discussion should be read in conjunction with our consolidated financial statements and notes thereto for the year ended December 31, 2010, both appearing elsewhere in this annual report.

CEVA is the world's leading licensor of DSP cores and platform solutions. Our technologies are widely licensed and power some of the world's leading semiconductor and original equipment manufacturer (OEM) companies. In 2010, our licensees shipped 613 million CEVA-powered chipsets targeted for a wide range of diverse end markets, an increase of 83% over 2009 shipments of 334 million chipsets. In 2010, The Linley Group reported CEVA's share of the licensable DSP market at 78%.

Given the technological complexity of DSP-based applications, there are increased requirements to supplement the DSP core IP and associated DSP software with highly integrated, application-specific chips for high-volume markets, such as the cellular- and data-related products and mobile and home multimedia markets. As a result, we believe there is an industry shift from developing DSP technologies in-house to licensing them from third party IP providers, like us, due to the design cycle time constantly shortening and the cost of ownership and maintenance of such architectures.

During the past five years, our business has shown profitability growth and market share expansion as a result of the widespread deployment of our DSP cores with all major handset OEMs—LG Electronics, Motorola, Nokia, Samsung, ZTE, Sony Ericsson—and many others, including a major U.S.-based smartphone manufacturer. This positive trend is evident from our royalty revenues which increased by 41% in 2010 from 2009. Based on internal data and Strategy Analytics' worldwide shipment data, CEVA's worldwide market share of cellular baseband chips that incorporate our technologies reached approximately 36% of the worldwide shipment volume based on third quarter 2010 worldwide shipments. This places CEVA as the world's #1 DSP architecture deployed in cellular baseband processors, surpassing Mediatek, Qualcomm and Texas Instruments. Revenues derived from the handsets market accounted for approximately 72% of both our total annual royalty revenues and total annual revenues for 2010. We believe the full scale migration to our DSP cores and technologies in the handsets market has not been fully realized and continues to progress. Also, we are optimistic about adoption of our technologies for new categories of products, collectively referred to as mobile broadband or machine-to-machine products, and which include 3G/4G products, data cards, tablets, netbooks, eReaders, smart meters and more. The announcements by Texas Instruments and Freescale of their intent to exit the baseband market, after historically having been large players in this market, as well as the emergence of merchant chips from companies such as Intel, Broadcom and Spreadtrum, is a strong positive driver for our future market share expansion.

We believe both the handsets and mobile broadband markets continue to present significant growth opportunities for CEVA. According to commentary from Ericsson's management, as of June 2010, there were more than five billion cellular subscriptions worldwide, which is 72% of the entire global population. Strategy Analytics forecasts that worldwide cellular baseband shipments will grow by 10.5% in 2011 to reach 2.08 billion units. We believe that the majority of the growth coming from feature phones demands in developing countries and the broader adoption of advanced smartphones in mature markets. We are well-positioned to capitalize on the growth in the ultra-low-cost (ULC) phone, smartphone and mobile broadband markets as key chip suppliers serving these markets use our technologies broadly. ABI Research forecasts that shipments of cellular-based devices will nearly double in 2014 from 2009, reaching 2.2 billion units. The source of this substantial growth is primarily due to new categories of

devices that utilize cellular connectivity. More commonly referred to as mobile broadband connectivity, these devices comprise of various consumer and machine-to-machine equipments, including embedded 3G/4G modems, eReaders, notebooks, tablets, data cards and smart metering equipment. Every cellular-connected device requires a DSP-based modem for connectivity and many of the leading suppliers of these modems use our DSP technologies.

Beyond products enabled by our technologies in handsets and mobile broadband markets, in 2010, there was strong traction in design starts of next-generation 4G LTE products utilizing our advanced DSP cores. Fourth generation wireless products require much greater performance and flexibility than 3G products. Our CEVA-XC and CEVA-X DSP cores are currently being designed into 4G chipsets. In addition, we recently expanded our CEVA-XC product line, introducing CEVA-XC323, the second implementation based on the CEVA-XC architecture, targeting 4G wireless infrastructure applications, including femto cells, pico cells, micro cells and macro cells. At the end of 2010, we had 11 customers who licensed our advanced DSPs for 4G applications; this trend underscores our belief that this new product line is well positioned to expand our licensee base in both existing wireless handsets and new wireless infrastructure markets.

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Notwithstanding the various growth opportunities we have outlined above, our business operates in a highly competitive environment. Competition has historically increased pricing pressures for our products and decreased our average selling prices. Some of our competitors have reduced their licensing and royalty fees to attract customers and expand their market share. In order to penetrate new markets and maintain our market share with our existing products, we may need to offer our products in the future at lower prices which may result in lower profits. In addition, our future growth is dependent not only on the continued success of our existing products but also the successful introduction of new products, which requires the dedication of resources into research and development which in turn may increase our operating expenses. We anticipate that our operating expenses will increase during 2011 in comparison to 2010, mainly due to increased investments in research and development, including the addition of new engineers, higher salaries and related expenses, lower government grants and to some extent currency exchange expenses as the U.S. dollar is currently devalued against the New Israeli Shekel ( NIS ), the Euro and the British Pound, which are the primary currencies for our employee salary expenses. In addition to monitoring and controlling our operating expenses, we must maintain our current level of gross margin in order to offset any future declines in shipment quantities of products based on our technologies or any future declines in any per-unit royalty rates. Furthermore, since our products are incorporated into end products of our OEM customers, our business is very dependent on our OEM customers' ability to achieve market acceptance of their end products in the handsets and consumer electronic markets, which are similarly very competitive.

The ever-changing nature of the market also affects our continued business growth potential. For example, the success of our video and audio products are highly dependent on the market adoption of new services and products, such as smartphones, tablets connected devices in the form of DTV, set-top boxes and HD video and audio within products such as Blu-ray DVDs, digital TVs, set-top boxes. In addition, our business is affected by market conditions in emerging markets, such as China, India and Africa, where the penetration of handsets, especially ultra-low-cost phones, could generate future growth potential for our business. The maintenance of our competitive position and our future growth also are dependent on our ability to adapt to ever-changing technologies, short product life cycles, evolving industry standards, changing customer needs and the trend towards cellular connectivity, and voice, audio and video convergence in the markets that we operate.

Moreover, due to the uncertainty about the sustainability of the market recovery, it is extremely difficult for our customers, our vendors and us to accurately forecast and plan future business activities. Therefore, current economic conditions, and specifically the volatility in the semiconductor and consumer electronics industries, could seriously impact our revenue and harm our business, financial condition and operating results. As a result, our past operating results should not be relied upon as an indication of future performance.

**CRITICAL ACCOUNTING POLICIES, ESTIMATES AND ASSUMPTIONS**

Our consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States (U.S. GAAP). These accounting principles require us to make certain estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions upon which we rely are reasonable based upon information available to us at the time that these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements, as well as the reported amounts of revenues and expenses during the periods presented. To the extent there are material differences between these estimates, judgments or assumptions and actual results, our financial statements will be affected. The significant accounting policies that we believe are the most critical to aid in fully understanding and evaluating our reported financial results include the following:

- revenue recognition;
- allowances for doubtful accounts;
- accounting for income taxes;
- impairment of goodwill;
- equity-based compensation; and
- accounting for marketable securities.

In many cases, the accounting treatment of a particular transaction is specifically dictated by U.S. GAAP and does not require management's judgment in its application. There are also areas in which management's judgment in selecting

among available alternatives would not produce a materially different result.

**Table of Contents***Revenue Recognition*

Significant management judgments and estimates must be made and used in connection with the recognition of revenue in any accounting period. Material differences in the amount of revenue in any given period may result if these judgments or estimates prove to be incorrect or if management's estimates change on the basis of development of business or market conditions. Management's judgments and estimates have been applied consistently and have been reliable historically.

We generate our revenues from (1) licensing intellectual property, which in certain circumstances is modified to customer-specific requirements, (2) royalty income and (3) other revenues, which include revenues from support, training and sale of development systems. We license our IP to semiconductor companies throughout the world. These semiconductor companies then manufacture, market and sell custom-designed chipsets to OEMs of a variety of consumer electronics products. We also license our technology directly to OEMs, which are considered end users.

We account for our IP license revenues and related services in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) No. 985-605, Software Revenue Recognition. Revenues are recognized when: (1) persuasive evidence of an arrangement exists and no further obligation exists; (2) delivery has occurred; (3) the license fee is fixed or determinable; and (4) collection is probable. A license may be perpetual or time limited in its application. Revenue earned on licensing arrangements involving multiple elements should be allocated to each element based on the relative fair value of the elements. However, with respect to certain transactions, for multiple element transactions, revenue can be recognized under the residual method when vendor specific objective evidence (VSOE) of fair value exists for all undelivered elements and VSOE does not exist for one of the delivered elements. The VSOE of fair value of the undelivered elements is determined based on the substantive renewal rate as stated in the agreement. However, we do not believe we have sufficient VSOE of fair value to make such allocations in certain cases in which we undertake services for our customers. Accordingly, in multiple elements agreements which include IP licensing and related services, and the related services are not essential to the functionality of the IP license, the entire arrangement fee is recognized as the services are performed.

Extended payment terms in a licensing arrangement may indicate that the license fees are not deemed to be fixed or determinable. If the fee is not fixed or determinable, revenue is recognized as payments become due from the customer unless collection is not considered probable, then revenue is recognized as payments are collected from the customer, provided all other revenue recognition criteria have been met. Our management characterizes all arrangements that become due after 10 months as extended payments and revenue is recognized as each payment becomes due, provided all other revenue recognition criteria have been met.

Revenues from license fees that involve significant customization of our IP to customer-specific specifications are recognized in accordance with the principles set out in FASB ASC No. 605-35-25, Construction-Type and Production-Type Contracts Recognition, using contract accounting on a percentage of completion method, in accordance with the input method. The amount of revenue recognized is based on the total project fees (including the license fee and the customization hours charged) under the agreement and the percentage of completion achieved. The percentage of completion is measured by monitoring progress using records of actual time incurred to date on the project compared to the total estimated project requirements, which correspond to the costs related to earned revenues. Estimates of total project requirements are based on prior experience of customization, delivery and acceptance of the same or similar technology and are reviewed and updated regularly by management. Provisions for estimated losses on uncompleted contracts are made during the period in which such losses are first determined, in the amount of the estimated loss on the entire contract. As of December 31, 2010, no such losses were identified.

Estimated gross profit or loss from long-term contracts may change due to changes in estimates resulting from differences between actual performance and original forecasts. Such changes in estimated gross profit are recorded in results of operations when they are reasonably determinable by us, on a cumulative catch-up basis.

We believe that the use of the percentage of completion method is appropriate as we have the ability to make reasonably dependable estimates of the extent of progress towards completion, contract revenues and contract costs. In addition, contracts executed include provisions that clearly specify the enforceable rights regarding services to be provided and received by the parties to the contracts, the consideration to be exchanged and the manner and terms of settlement. In all cases we expect to perform our contractual obligations, and our licensees are expected to satisfy their

obligations under the contract.

Royalties from licensing the right to use our IP are recognized on a quarterly basis in arrears as we receive quarterly shipment reports from our licensees. We determine such sales by receiving confirmation of sales subject to royalties from licensees. Non-refundable payments on account of future royalties (prepaid royalties) are recognized upon payment becoming due, provided no future obligation exists. Prepaid royalties are recognized under the licensing revenue line.

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In addition to license fees, contracts with customers generally contain an agreement to provide support and training, which consists of an identified customer contact and telephone or e-mail support. Fees for post contract support, which takes place after delivery to the customer, are specified in the contract and are generally mandatory for the first year. After the mandatory period, the customer may extend the support agreement on similar terms on an annual basis. We recognize revenue for post contract support on a straight-line basis over the period for which technical support is contractually agreed to be provided to the licensee. Revenue from training is recognized as the training is performed. Revenue from the sale of development systems is recognized when title to the product passes to the customer and all other revenue recognition criteria have been met.

We usually do not provide rights of return. When rights of return are included in the license agreements, revenue is deferred until rights of return expire.

*Allowances for Doubtful Accounts*

We make judgments as to our ability to collect outstanding receivables and provide allowances for the portion of receivables when collection becomes doubtful. Provisions are made based upon a detailed review of all significant outstanding receivables. In determining the provision, we analyze our historical collection experience and current economic trends. We reassess these allowances each accounting period. Historically, our actual losses and credits have been consistent with these provisions. If actual payment experience with our customers is different from our estimates, adjustments to these allowances may be necessary, resulting in additional charges to our statements of operations. Allowance for doubtful accounts amounted to \$700,000 and \$25,000 as of December 31, 2009 and 2010, respectively.

*Accounting for Income Taxes*

We account for income taxes in accordance with FASB ASC No. 740 *Income Taxes* ( FASB ASC No. 740 ). This statement prescribes the use of the liability method whereby deferred tax asset and liability account balances are determined based on differences between the book and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to be reversed. We provide a valuation allowance, as necessary, to reduce deferred tax assets to our estimated realizable value.

Accounting for deferred taxes under FASB ASC No. 740 involves the evaluation of a number of factors concerning the realizability of our deferred tax assets. In concluding that a valuation allowance is required, we primarily consider such factors as our operating history and any expected future losses in certain jurisdictions and the nature of our deferred tax assets. We provide valuation allowances in respect of deferred tax assets resulting principally from the carryforward of tax losses. Our management currently believe that it is more likely than not that the deferred tax relating to the carryforward of losses and certain accrued expenses will not be realized in the foreseeable future. If we are not able to realize all or part of our deferred tax assets in the future, an adjustment to the deferred tax assets will be charged to earnings during the period in which we make such a determination. Likewise, if we later determines that it is more likely than not that the net deferred tax assets will be realized, we will reverse the applicable portion of the previously provided valuation allowance. In order for us to realize our deferred tax assets, we must be able to generate sufficient taxable income in the tax jurisdictions in which the deferred tax assets are located.

We implements a two step approach to recognizing and measuring uncertain tax positions accounted for in accordance with FASB ASC No. 740. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount which is more than 50% likely of being realized upon ultimate settlement.

We do not have a provision for U.S. Federal income taxes on the undistributed earnings of our international subsidiaries because such earnings are re-invested and, in the opinion of our management, will not be distributed to CEVA, Inc., the U.S. parent company, and will continue to be re-invested indefinitely. In addition, we operate within multiple taxing jurisdictions involving complex issues, and we have provisions for tax liabilities on investment activities as appropriate.

*Goodwill*

We apply FASB ASC No. 350, *Intangibles – Goodwill and Other*. Goodwill is carried at cost and is not amortized. Goodwill is tested for impairment at least annually or between annual tests under certain circumstances and written down when impaired. We conduct our annual test of impairment for goodwill on October 1st of each year.



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In addition, we test to see if impairment exists periodically whenever events or circumstances occur subsequent to our annual impairment test that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Important indicators which we consider in determining whether an impairment is triggered include, but are not limited to, significant underperformance relative to historical or projected future operating results, significant changes in the manner of use of the acquired assets or the strategy for our overall business, significant negative industry or economic trends, a significant decline in our stock price for a sustained period and our market capitalization relative to net book value.

The goodwill impairment test, which is based on fair value, is performed on a reporting unit level. A reporting unit is defined as an operating segment or one level below an operating segment. We market our products and services in one segment and allocate goodwill to one reporting unit. Therefore, impairment is tested at the enterprise level using our market capitalization as fair value. Accordingly, in conducting the first step of the impairment test, we compare the carrying value of our assets and liabilities, including goodwill, to our market capitalization. If the carrying value exceeds the fair value, goodwill is potentially impaired and we then complete the second step to measure the impairment loss. If the fair value exceeds the carrying value, the second step to measure the impairment loss is not required.

The second step of the goodwill impairment test compares the implied fair value of the reporting unit's goodwill with its carrying amount. To estimate the implied fair value of the goodwill, we allocate the fair value of the reporting unit among the assets and liabilities of the reporting unit, including any unrecognized, intangible assets. The excess of the fair value of a reporting unit over the amounts assigned to its assets and liabilities is the implied fair value of goodwill. We estimate the future cash flows to determine the fair value of these assets and liabilities. These cash flows are then discounted at rates reflecting the respective specific industry's cost of capital. If, upon review, the carrying value of goodwill exceeds its implied fair value, an impairment loss is recognized in the amount equal to that excess.

Should our market capitalization decline, in assessing the recoverability of goodwill, we may be required to make assumptions regarding estimated future cash flows and other factors to determine the fair value of the respective assets. This process is subjective and requires judgment at many points throughout the analysis. If our estimates or related assumptions change in subsequent periods or actual cash flows are below our estimates, an impairment loss not previously recorded may be required for these assets.

On October 1, 2010, we conducted our annual goodwill impairment test. Because our market capitalization exceeded the carrying value, including goodwill, on the evaluation date, goodwill was not considered impaired.

*Accounting for Equity-Based Compensation*

We account for equity-based compensation in accordance with FASB ASC No. 718, *Stock Compensation* which requires the measurement and recognition of compensation expense based on estimated fair values for all equity-based payment awards made to employees and non-employee directors. We estimate the fair value of equity-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as an expense over the requisite service periods on our consolidated income statement. We recognize compensation expenses for the value of our awards, which have graded vesting based on the accelerated attribution method over the requisite service period of each of the awards, net of estimated forfeitures. Estimated forfeitures are based on actual historical pre-vesting forfeitures. Since January 1, 2007, we have used the Monte-Carlo simulation model for options granted. Determining the fair value of equity-based awards on the grant date requires the exercise of judgment, including the amount of equity-based awards that are expected to be forfeited, which takes into account the probability of termination or retirement of the option holder. We consider many factors when estimating expected forfeitures, including types of awards, employee class and historical experience. Although our management believes that their estimates and judgments about equity-based compensation expense are reasonable, actual results and future changes in estimates may differ substantially from our current estimates.

FASB ASC No. 718 requires the cash flows resulting from the tax deductions in excess of the equity-based compensation costs recognized for those equity-based awards to be classified as financing cash flows.

*Accounting for Marketable Securities*

Marketable securities consist of certificates of deposits, corporate bonds and securities and government and agency securities. We determine the appropriate classification of marketable securities at the time of purchase and

re-evaluates such determination at each balance sheet date. In accordance with FASB ASC No. 320, Investment Debt and Equity Securities, we classify marketable securities as available-for-sale securities. Available-for-sale securities are stated at fair value, with unrealized gains and losses reported in accumulated other comprehensive income (loss), a separate component of stockholders' equity, net of taxes. Realized gains and losses on sales of marketable securities, as determined on a specific identification basis, are included in the consolidated statements of operations. We have classified all marketable securities as short-term, even though the stated maturity date may be one year or more beyond the current balance sheet date, because we may sell these securities prior to maturity to meet liquidity needs or as part of risk versus reward objectives.

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We periodically assess whether our investments with unrealized losses are other-than-temporarily impaired ( OTTI ). OTTI charges exist when we have the intent to sell the security, we will more likely than not be required to sell the security before anticipated recovery, or we do not expect to recover the entire amortized cost basis of the security (that is, a credit loss exists). OTTI is determined based on the specific identification method and is reported in the consolidated statements of operations. We did not recognize OTTI on our marketable securities in 2010.

*Recently issued accounting standards:*

In February 2010, the FASB issued ASU No. 2010-09, *Subsequent Events* ( ASU No. 2010-09 ). The amendment removes the requirement for an SEC filer to disclose a date through which subsequent events have been evaluated in both issued and revised financial statements. The amendment is effective upon issuance and as such we adopted ASU No. 2010-09 during the first quarter of 2010. We have evaluated subsequent events after December 31, 2010 through the date and time the consolidated financial statements were issued. There were no subsequent events that required disclosure or adjustment to the financial statements.

In January 2010, the FASB issued ASU No. 2010-06, *Improving Disclosures about Fair Value Measurements*, which requires disclosures about inputs and valuation techniques used to measure fair value, as well as disclosures about significant transfers, beginning in the first quarter of 2010. Additionally, these amended standards require presentation of disaggregated activity within the reconciliation for fair value measurements using significant unobservable inputs (Level 3), beginning in the first quarter of 2011. The adoption did not have impact on the financial statements.

In October 2009, the FASB issued a new accounting standard, ASU No. 2009-13 *Multiple-Deliverable Revenue Arrangements*, which provides guidance for arrangements with multiple deliverables. Specifically, the new standard requires an entity to allocate consideration at the inception of an arrangement to all of its deliverables based on their relative selling prices. In the absence of the vendor-specific objective evidence or third-party evidence of the selling prices, consideration must be allocated to the deliverables based on management's best estimate of the selling prices. In addition, the new standard eliminates the use of the residual method of allocation. In October 2009, the FASB also issued a new accounting standard, ASU No. 2009-14, *Certain Revenue Arrangements That Include Software Elements*, which changes revenue recognition for tangible products containing software and hardware elements. Specifically, tangible products containing software and hardware that function together to deliver the tangible products' essential functionality are scoped out of the existing software revenue recognition guidance and will be accounted for under the multiple-element arrangements revenue recognition guidance discussed above. Both standards will be effective for us in the first quarter of 2011. This guidance is not expected to have impact on the financial statements.

**RESULTS OF OPERATIONS**

The following table presents line items from our consolidated statements of operations as percentages of our total revenues for the periods indicated:

	2008	2009	2010
<b>Consolidated Statements of Operations Data:</b>			
Revenues:			
Licensing	53.8%	48.8%	41.0%
Royalties	35.5%	42.2%	50.9%
Other revenue	10.7%	9.0%	8.1%
 Total revenues	 100.0%	 100.0%	 100.0%
 Cost of revenues	 11.6%	 10.7%	 8.3%
Gross profit	88.4%	89.3%	91.7%
Operating expenses:			
Research and development, net	50.0%	43.1%	39.9%
Sales and marketing	17.6%	17.5%	16.3%

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General and administrative	16.4%	15.8%	13.6%
Amortization of other intangible assets	0.1%		
Reorganization, restructuring and severance charge	10.2%		
Total operating expenses	94.3%	76.4%	69.8%
Operating income (loss)	(5.9)%	12.9%	21.9%
Financial income, net	6.7%	5.3%	4.7%
Other income	29.8%	9.7%	
Income before taxes on income	30.6%	27.9%	26.6%
Taxes on income	9.4%	6.2%	1.3%
Net income	21.2%	21.7%	25.3%

**Table of Contents****Discussion and Analysis**

Below we provide information on the significant line items in our consolidated statements of operations for each of the past three fiscal years, including the percentage changes year-on-year, as well as an analysis of the principal drivers of change in these line items from year-to-year.

**Revenues***Total Revenues*

	<b>2008</b>	<b>2009</b>	<b>2010</b>
Total revenues (in millions)	\$ 40.4	\$ 38.5	\$ 44.9
<i>Change year-on-year</i>		(4.7)%	16.8%

The increase in total revenues from 2009 to 2010 principally reflected a combination of significantly higher royalty revenues and slightly higher other revenues, offset by slightly lower licensing revenues. The decrease in total revenues from 2008 to 2009 principally reflected a combination of lower licensing and other revenues, offset by higher royalty revenues.

We generate royalty revenue from our customers based on two models: royalties paid by our customers during the period in which they ship units of chipsets incorporating our technologies, which we refer to as per unit royalties, and royalties which are paid in a lump sum and in advance to cover a pre-defined fixed number of future unit shipments, which we refer to as prepaid royalties. In either case, these royalties are non-refundable payments and are recognized when payment becomes due, provided no future obligation exists. Prepaid royalties are recognized under our licensing revenue line and accounted for 4%, 4% and 3% of our total revenues in 2010, 2009 and 2008, respectively. Only royalty revenue from customers who are paying as they ship units of chipsets incorporating our technologies is recognized in our royalty revenue line. These per unit royalties are invoiced and recognized on a quarterly basis in arrears as we receive quarterly shipment reports from our licensees.

In 2010, three customers accounted for 16%, 18% and 19% of our total revenues, compared to two customers that accounted for 20% and 13% of our total revenues in 2009 and one customer that accounted for 20% of our total revenues in 2008. Because of the nature of our license agreements and the associated large initial payments due, the identity of major customers generally varies from period to period, and we do not believe that we are materially dependent on any one specific customer or any specific small number of customers. Our five largest customers accounted for 60% of our total revenues in 2010, 53% in 2009 and 49% in 2008. This trend is also explained in part due to consolidation in the semiconductor space.

The following table sets forth the products and services that represented 10% or more of our total revenues in each of the periods set forth below:

	<b>Year ended December 31,</b>		
	<b>2008</b>	<b>2009</b>	<b>2010</b>
CEVA-X family	27%	40%	32%
CEVA TeakLite family	38%	35%	48%
CEVA Teak family	15%	13%	12%

We expect these products will continue to generate a significant portion of our revenues for 2011. The remaining amount consists of other families of products and services that each represented less than 10% of our total revenues.

Revenues from baseband chips for handsets that incorporate our technologies accounted for approximately 72%, 68% and 55% of our total revenues for 2010, 2009 and 2008, respectively.

**Table of Contents***Licensing Revenues*

	<b>2008</b>	<b>2009</b>	<b>2010</b>
Licensing revenues (in millions)	\$ 21.7	\$ 18.8	\$ 18.4
<i>Change year-on-year</i>		<i>(13.5)%</i>	<i>(2.0)%</i>

The decrease in licensing revenues from 2009 to 2010 principally reflected lower revenues from our CEVA-X DSP core family of products and our SAS IP, partially offset by higher revenues from our CEVA-TeakLite DSP core family of products. The decrease in licensing revenues from 2008 to 2009 principally reflected lower revenues from our CEVA-Teak DSP core family of products and CEVA-TeakLite DSP core family of products and the inclusion of licensing revenues from u-blox AG to resolve a license dispute in 2008, partially offset by higher revenues from our CEVA-X DSP core family of products. The decrease also reflected the 2008-2009 economic downturn and the overall lower new design starts and technology investments by our customers.

Licensing revenues accounted for 41.0% of our total revenues in 2010, compared with 48.8% and 53.8% of our total revenues in 2009 and 2008, respectively. The percentage decreases in licensing revenues principally reflect the percentage increase in royalty revenues. In 2010, we signed 25 new license agreements compared to 34 and 30 in 2009 and 2008, respectively.

*Royalty Revenues*

	<b>2008</b>	<b>2009</b>	<b>2010</b>
Royalty revenues (in millions)	\$ 14.3	\$ 16.2	\$ 22.9
<i>Change year-on-year</i>		<i>13.1%</i>	<i>40.9%</i>

Based on Strategic Analytics and internal data, CEVA's worldwide market share of baseband chips that incorporate our technologies represented approximately 36%, 18% and 11% of the worldwide baseband volume based on third quarter shipments in 2010, 2009 and 2008, respectively, and accounted for approximately 72%, 61% and 51% of our total royalty revenues for 2010, 2009 and 2008, respectively. Generally, the average royalty per unit from baseband chips incorporating our technologies is lower than the average royalty per unit from other consumer electronics products incorporating our technologies.

Royalty revenues for 2010 included \$0.4 million of "catch-up" royalties on past shipments from two existing customers in the consumer space. Royalty revenues for 2009 included \$0.9 million of royalties resulting from "catch up" royalties on past shipments from another existing customer. Excluding the "catch up" royalties, the increase in royalty revenues from 2009 to 2010 is due to: (i) significantly higher shipments of 2G and 3G feature phones, (ii) worldwide market expansion for handsets, and (iii) our market share gains within our customer base. Excluding the "catch up" royalties, the increase in royalty revenues from 2008 to 2009 reflected our market share expansion in the handsets market, as well as new shipments of a portable multimedia device. The increase was offset by (a) overall lower shipments of products by our customers in the consumer electronics market due to the 2008-2009 global economic downturn, (b) a decrease in the average royalty rate per unit due to larger volume shipments, which gradually reduced the per unit royalty rate, and (c) an increase in the volume of feature phone handsets shipped that incorporated our technologies which bears a lower royalty rate. The five largest customers paying per unit royalty accounted for 81.1% of our total royalty revenues in 2010, compared to 73.4% and 78.9% in 2009 and 2008, respectively.

Our per unit and prepaid royalty customers reported sales of 613 million chipsets incorporating our technologies in 2010, compared to 334 million in 2009 and 307 million in 2008. The increase in units shipped in 2010 compared to 2009 primarily results from the strong momentum in the shipments of cellular processors enabled by our DSPs that are now widely deployed across all market segments. The increase in units shipped in 2009 compared to 2008 reflected increased unit shipments of handsets both in the low-end phone and smartphone segments, offset by decreased shipments of consumer electronic products as a result of the 2008-2009 worldwide economic downturns.

*Other Revenues*

Other revenues include support and training for licensees and sale of development systems.

<b>2008</b>	<b>2009</b>	<b>2010</b>
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Other revenues (in millions)	\$	4.3	\$	3.5	\$	3.7
<i>Change year-on-year</i>				<i>(19.4)%</i>		<i>4.9%</i>

The increase in other revenues in 2010 compared to 2009 principally reflects an increase in revenues from sales of development systems. The decrease in other revenues in 2009 compared to 2008 principally reflects a decrease in revenues from both support revenues and sales of development systems.

**Table of Contents***Geographic Revenue Analysis*

	<b>2008</b>		<b>2009</b>		<b>2010</b>				
	<b>(in millions, except percentages)</b>								
United States	\$	5.3	13.1%	\$	6.0	15.5%	\$	9.3	20.8%
Europe, Middle East (EME) (1) (2) (3)	\$	22.3	55.2%	\$	17.9	46.4%	\$	18.8	41.9%
Asia Pacific (APAC) (4) (5)	\$	12.8	31.7%	\$	14.6	38.1%	\$	16.8	37.3%
(1) Germany		*)	*)		*)	*)	\$	8.7	19.3%
(2) Switzerland	\$	5.9	14.7%		*)	*)	\$	6.2	13.7%
(3) Sweden	\$	8.0	19.9%	\$	7.5	19.4%		*)	*)
(4) China		*)	*)	\$	6.4	16.7%	\$	11.1	24.7%
(5) Japan	\$	5.1	12.7%	\$	4.5	11.6%		*)	*)

\*) Less than 10%

Due to the nature of our license agreements and the associated potential large individual contract amounts, the geographic split of revenues both in absolute and percentage terms generally varies from period to period.

The increase in revenues in absolute and percentage terms in the United States from 2009 to 2010 primarily reflected higher revenues from our CEVA-X DSP core family of products and CEVA-TeakLite DSP core family of products. In 2010, we witnessed more design activities in the United States by large semiconductor companies and OEMs. The increase in revenues in absolute term in the EME region from 2009 to 2010 primarily reflected higher revenues from our CEVA-TEAK DSP core family of products and CEVA-TeakLite DSP core family of products, partially offset by lower revenues from our CEVA-X DSP core family of products. The EME region contributed in 2010 significantly more royalties as compared to prior years due to market penetration and consolidation by our baseband chipset customers. The increase in revenues in absolute terms in the APAC region from 2009 to 2010 primarily reflected higher revenues from our CEVA-TeakLite DSP core family of products, partially offset by lower revenues from our SAS IP. In 2010, the APIC region contributed higher royalty revenues as compared to 2009 mainly in the feature phone handset market. The increase in revenues in absolute and percentage terms in the United States from 2008 to 2009 primarily reflected licensing revenues from an agreement with a leading company who plan to use CEVA's technologies, particularly in the LTE market. The decrease in revenues in absolute and percentage terms in the EME region from 2008 to 2009 primarily reflected lower revenues from our CEVA-TeakLite DSP core family of products and the inclusion of licensing revenues from u-blox AG to resolve a license dispute in 2008, partially offset by higher revenues from our CEVA-X DSP core family of products in 2009. The increase in revenues in absolute and percentage terms in the APAC region from 2008 to 2009 primarily reflected higher revenues from our CEVA-X DSP core family of products and our SATA and SAS IP, partially offset by lower revenues from our CEVA-Teak DSP core family of products and CEVA-TeakLite DSP core family of products.

*Cost of Revenues*

	<b>2008</b>		<b>2009</b>		<b>2010</b>	
Cost of revenues (in millions)	\$	4.7	\$	4.1	\$	3.7
<i>Change year-on-year</i>				(11.8)%		(9.8)%

Cost of revenues accounted for 8.3% of our total revenues in 2010, compared with 10.7% of our total revenues in 2009 and 11.6% of our total revenues in 2008. The absolute and percentage decrease in cost of revenues in 2010 compared to 2009 principally reflected lower royalty payback expenses paid to the Office of the Chief Scientist of Israel of the Israeli Ministry of Industry and Trade. The absolute and percentage decrease in cost of revenues in 2009

compared to 2008 principally reflected: (i) the execution of a lower number of license agreements with engineering service requirements which decreased cost of goods labor expenses during 2009, as compared to 2008, and (ii) lower royalty payback expenses paid to the Office of the Chief Scientist of Israel, partially offset by higher labor-related and commission costs. Royalty payback expenses relate to royalties payable to the Office of the Chief Scientist of Israel that amount to 3%-3.5% of the actual sales of certain of our products, the development of which previously included grants from the Office of the Chief Scientist of Israel. The obligation to pay these royalties is contingent on actual sales of these products.

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Cost of revenues includes labor-related costs and, where applicable, costs related to overhead, subcontractor, materials, travel, royalty payback expenses paid to the Office of the Chief Scientist of Israel and non-cash equity-based compensation expenses.

*Operating Expenses*

	<b>2008</b>	<b>2009</b>	<b>2010</b>
		<b>(in millions)</b>	
Research and development, net	\$ 20.2	\$ 16.6	\$ 17.9
Sales and marketing	\$ 7.1	\$ 6.7	\$ 7.3
General and administration	\$ 6.6	\$ 6.1	\$ 6.1
Amortization of intangible assets	\$ 0.1	\$	\$
Reorganization, restructuring and severance charge	\$ 4.1	\$	\$
Total operating expenses	\$ 38.1	\$ 29.4	\$ 31.3

*Change year-on-year*

(22.8)% 6.6%

The increase in total operating expenses in 2010 compared to 2009 principally reflected (i) higher salary and related costs, mainly as a result of salary adjustments and higher bonus provisions (ii) higher commission expenses due to higher revenues, and (iii) higher project-related expenses, partially offset by higher research grants received from the Office of Chief Scientist of Israel and lower non-cash equity-based compensation expenses. The decrease in total operating expenses in 2009 compared to 2008 principally reflected (i) a restructuring and reorganization expense in the amount of \$4.1 million as a result of the termination of the Harcourt property lease in Dublin, Ireland during 2008, (ii) lower salary and related costs, partially as a result of the termination in employment of a number of SATA-related technology engineers, (iii) lower professional services costs, and (v) higher research and development grants received from the Office of Chief Scientist of Israel.

*Research and Development Expenses, Net*

	<b>2008</b>	<b>2009</b>	<b>2010</b>
		<b>(in millions)</b>	
Research and development expenses, net (in millions)	\$ 20.2	\$ 16.6	\$ 17.9
<i>Change year-on-year</i>		<i>(17.9)%</i>	<i>8.1%</i>

The net increase in research and development expenses in 2010 compared to 2009 principally reflected higher salary and related costs, mainly as a result of salary adjustments, higher bonus provisions and higher number of research and development personnel hired to leverage opportunities in the LTE and HD video markets, as well as higher project-related expenses, offset by higher research grants received from the Office of Chief Scientist of Israel and lower non-cash equity-based compensation expenses. The net decrease in research and development expenses in 2009 compared to 2008 reflected lower salary and related costs, partially as a result of the termination in employment of a number of SATA-related technology engineers, an increase in research grants received from the Office of the Chief Scientist of Israel and lower non-cash equity-based compensation expenses. The average number of research and development personnel in 2010 was 125, compared to 121 in 2009 and 127 in 2008. The number of research and development personnel was 124 at December 31, 2010, compared with 125 at year-end 2009 and 128 at year-end 2008.

Research and development expenses, net of related government grants, were 39.9% of our total revenues in 2010, compared with 43.1% in 2009 and 50.0% in 2008. We recorded net research grants under funding programs of the Office of the Chief Scientist of Israel of \$2,322,000 in 2010, compared with \$1,731,000 in 2009 and \$959,000 in 2008. Grants received from the Office of the Chief Scientist of Israel may become repayable if certain criteria under the grants are not met.

Research and development expenses consist primarily of salaries and associated costs and project-related expenses connected with the development of our intellectual property which are expensed as incurred, and non-cash

equity-based compensation expenses. Research and development expenses are net of related government research grants. We view research and development as a principal strategic investment and have continued our commitment to invest heavily in this area, which represents the largest of our ongoing operating expenses. We will need to continue to invest in research and development and such expenses may increase in the future to keep pace with new trends in our industry.

We anticipate that our research and development expenses will be higher in 2011, as compared to 2010.

**Table of Contents***Sales and Marketing Expenses*

	<b>2008</b>	<b>2009</b>	<b>2010</b>
Sales and marketing expenses (in millions)	\$ 7.1	\$ 6.7	\$ 7.3
<i>Change year-on-year</i>		(5.0)%	8.6%

The increase in sales and marketing expenses in 2010 compared to 2009 principally reflected higher salary and related costs, and higher commission expenses due to higher revenues, offset by lower non-cash equity-based compensation expenses. The decrease in sales and marketing expenses in 2009 compared to 2008 principally reflected lower marketing and trade show activities.

Sales and marketing expenses as a percentage of our total revenues were 16.3% in 2010, compared with 17.5% in 2009 and 17.6% in 2008. The total number of sales and marketing personnel was 20 at year-end 2010, compared with 22 at year-end 2009 and 20 at year-end 2008. Sales and marketing expenses consist primarily of salaries, commissions, travel and other costs associated with sales and marketing activities, as well as advertising, trade show participation, public relations and other marketing costs and non-cash equity-based compensation expenses.

*General and Administrative Expenses*

	<b>2008</b>	<b>2009</b>	<b>2010</b>
General and administrative expenses (in millions)	\$ 6.6	\$ 6.1	\$ 6.1
<i>Change year-on-year</i>		(8.3)%	0.3%

The slight increase in general and administrative expenses in 2010 compared to 2009 principally reflected higher salary and related costs, offset by lower non-cash equity-based compensation expenses. The decrease in general and administrative expenses in 2009 compared to 2008 principally reflected lower professional services costs partially offset by higher non-cash equity-based compensation expenses. The total number of general and administrative personnel was 23 at year-end 2010, compared to 24 at both December 31, 2009 and 2008. General and administrative expenses consist primarily of fees for directors, salaries for management and administrative employees, accounting and legal fees, expenses related to investor relations and facilities expenses associated with general and administrative activities and non-cash equity-based compensation expenses.

*Amortization of Other Intangible Assets*

	<b>2008</b>	<b>2009</b>	<b>2010</b>
Amortization of other intangible assets (in millions)	\$ 0.1	\$	\$

The charges identified above were incurred in connection with the amortization of intangible assets acquired in the combination with Parthus in 2002. As of December 31, 2010, 2009 and 2008, the net amount of other intangible assets was \$0.

*Reorganization, Restructuring and Severance Charge*

	<b>2008</b>	<b>2009</b>	<b>2010</b>
Reorganization, restructuring and severance charge (in millions)	\$ 4.1	\$	\$

On January 18, 2008, we signed an assignment agreement with the landlord for one of our facilities in Dublin, Ireland, known as the Harcourt lease, for the surrender and termination of the lease. In 2008, we paid approximately \$5.9 million for the termination of the lease and related termination costs, consisting primarily of legal and professional fees. We also successfully managed during the first quarter of 2008 to terminate part of our lease obligation in another office in Limerick, Ireland, where we had unused space. We recorded in 2008 an aggregate of \$3.5 million for the above lease terminations as an additional reorganization expense. As a result of the above lease terminations, we had no under-utilized building operating lease obligations starting as of December 31, 2008 or as of December 31, 2010.

In October 2008, our board of directors approved a reduction in expenses associated with our SATA activities. In December 2008, our management implemented the reduction with the termination in employment of a number of SATA-related technology engineers across our Irish offices. A one-time restructuring expense associated with the

down-sizing of the SATA team in the amount of \$584,000 was recorded in 2008 in accordance with FASB ASC No. 420, Accounting for Costs Associated with Exit or Disposal.

**Table of Contents***Financial Income, net and Other Income*

	<b>2008</b>	<b>2009</b>	<b>2010</b>
		<b>(in millions)</b>	
Financial income, net	\$ 2.73	\$ 2.05	\$ 2.10
<i>of which:</i>			
Interest income, and gains and losses from marketable securities, net	\$ 2.86	\$ 2.19	\$ 2.16
Foreign exchange loss	\$ (0.13)	\$ (0.14)	\$ (0.06)
Other income, net	\$ 12.01	\$ 3.71	\$
<i>of which:</i>			
Gain on realization of investments	\$ 12.15	\$ 3.71	\$
Impairment of assets	\$ (0.14)	\$	\$

Financial income, net, consists of interest earned on investments, gains and losses from marketable securities, amortization of discount and premium on marketable securities and foreign exchange movements. The decrease in interest income, and gains and losses from marketable securities, net, in both 2010 as compared to 2009 and 2009 as compared to 2008 reflected a combination of lower interest rates and higher amortization of premiums of marketable securities, offset by higher combined cash and marketable securities balances held.

We review our monthly expected non-U.S. dollar denominated expenditures and look to hold equivalent non-U.S. dollar cash balances to mitigate currency fluctuations. This has resulted in a foreign exchange loss of \$0.06, \$0.14 and \$0.13 million in 2010, 2009 and 2008, respectively.

Other income, net, consists of gains on realization of investments and impairment of assets. We recorded a gain of \$3.71 and \$12.12 million in 2009 and 2008, respectively, from the divestment of our equity investment in Glonav to NXP Semiconductors (for more information, see Note 11 to the attached Notes to Consolidated Financial Statement for the year ended December 31, 2010). We also recorded a gain of \$0.03 million in 2008 from the realization of a minority investment in a private company acquired in the combination with Parthus. In 2008, we recorded a loss of \$0.14 million related to the disposal of SATA-related fixed assets in connection with the restructuring of SATA activities.

***Provision for Income Taxes***

The provision for income taxes reflects income earned domestically and in certain foreign jurisdictions. During the years 2010, 2009 and 2008, we recorded tax expenses of \$0.6, \$2.4 and \$3.8 million, respectively. In 2010, we recorded tax expenses of approximately \$2.4 million related to: (i) income earned in certain foreign jurisdictions, and (ii) withholding tax expenses which we were unable to obtain a refund from certain tax authorities, offset by an income tax benefit of approximately \$1.8 million related to: (a) tax loss carrybacks, which allowed us to reduce taxes already paid in previous years, and (b) tax plan strategies to better utilize certain deferred tax assets. In 2009, we recorded tax expenses of approximately \$1.1 million related to a capital gain from the divestment of our equity investment in Glonav to NXP Semiconductors and approximately \$1.3 million related to income earned in certain foreign jurisdictions. In 2008, we recorded tax expenses of \$3.1 million related to a capital gain from the divestment of our equity investment in Glonav to NXP Semiconductors, a tax expense of \$0.8 million related to income earned in certain foreign jurisdictions, as well as an income tax benefit of \$0.1 million related to domestically deferred tax assets such as accrued expenses, deferred revenue and depreciation. We have significant operations in Israel and the Republic of Ireland and a substantial portion of our taxable income is generated there. Currently, our Israeli and Irish subsidiaries are taxed at rates substantially lower than U.S. tax rates.

One of our Irish operating subsidiaries qualified for a 10% tax rate on its trade until December 31, 2010. Starting in January 1, 2011, a tax rate of 12.5% will apply. Another Irish subsidiary qualified for an exemption from income taxes as its sole revenue source is license fees from qualifying patents within the meaning of Section 140 of the Irish Taxes Consolidation Act 1997. This exemption expired on November 24, 2010 and a 12.5% tax rate now applies.

Our Israeli operating subsidiary's production facilities have been granted "Approved Enterprise" status under Israeli law in connection with six separate investment plans. Accordingly, income from an "Approved Enterprise" is tax-exempt for a period of two or four years and is subject to a reduced corporate tax rate of 10% to 25% (based on percentage of foreign ownership) for an additional period of six or eight years. The tax benefit under the first, second, third and fourth plans have expired and are subject to corporate tax of 25% in 2010 and 24% in 2011. However, the Israeli operating subsidiary received in 2008 an approval for the erosion of tax basis in respect to its second, third and fourth plans, and as a result no taxable income was attributed to the second and third plans, and a reduced taxable income was attributed to the fourth plan.

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On April 1, 2005, an amendment to the Israeli Investment Law came into effect (the Amendment ) and significantly changed the provisions of the Investment Law. The Amendment included revisions to the criteria for investments qualified to receive tax benefits as an Approved Enterprise. The Amendment applies to new investment programs and investment programs commencing after 2004, and does not apply to investment programs approved prior to December 31, 2004, and therefore benefits included in any certificate of approval that was granted before the Amendment came into effect will remain subject to the provisions of the Investment Law as they were on the date of such approval. Our Israeli subsidiary's seventh plan (commenced in 2007) and eighth plan (commenced in 2010) are subject to the provisions of the Amendment. We believe that we are currently in compliance with the requirements of the Amendment. However, if we fail to meet these requirements, we would be subject to corporate tax in Israel at the regular statutory rate of 25% for 2010 and 24% in 2011. We could also be required to refund tax benefits, with interest and adjustments for inflation based on the Israeli consumer price index.

On December 29, 2010, a new Economic Policy Law for 2011-2012 was approved, which included an amendment to the Investment Law (the New Amendment ). The New Amendment allows companies to continue compliance with the Investment Law prior to enactment of the New Amendment until the end of the benefits period for the applicable investment plans in lieu of compliance with the New Amendment. We do not intend to implement the New Amendment in the foreseeable future, and intend to continue to comply with the Investment Law before the enactment of the New Amendment.

Certain expenditures pursuant to Israeli law are permitted to be recognized as a tax deduction over a three year period which has resulted in the recognition of a deferred tax asset in 2010.

**LIQUIDITY AND CAPITAL RESOURCES**

As of December 31, 2010, we had approximately \$17.1 million in cash and cash equivalents, \$24.8 million in short term bank deposits, \$73.9 million in marketable securities, and \$15.2 million in long term bank deposits, totaling \$131.0 million, compared to \$100.6 million at December 31, 2009. During 2010, we invested \$98.8 million of cash in bank deposits and available-for-sale marketable securities with maturities up to 34 months. In addition, bank deposits and available-for-sale marketable securities were sold or redeemed for cash amounting to \$72.9 million in 2010. During 2009, we invested \$94.6 million of cash in bank deposits and available-for-sale marketable securities with maturities up to 29 months. In addition, bank deposits and available-for-sale marketable securities were sold or redeemed for cash amounting to \$78.2 million in 2009. During 2008, we invested \$76.4 million of cash in bank deposits and available-for-sale marketable securities with maturities up to 29 months. In addition, bank deposits and available-for-sale marketable securities were sold or redeemed for cash amounting to \$40.9 million in 2008. Tradable certificates of deposits and corporate bonds and securities and government and agency securities instruments are classified as available-for-sale marketable securities. The purchase and sale or redemption of available-for-sale marketable securities are considered part of investing cash flow. Available-for-sale marketable securities are stated at fair value, with unrealized gains and losses reported in accumulated other comprehensive income (loss), a separate component of stockholders' equity, net of taxes. Realized gains and losses on sales of investments, as determined on a specific identification basis, are included in the consolidated statements of operations. Determining whether the decline in fair value is other-than-temporary requires management judgment based on the specific facts and circumstances of each investment. We periodically assess whether our investments with unrealized losses are other than temporarily impaired ( OTTI ). OTTI charges exist when we have the intent to sell the security, we will more likely than not be required to sell the security before anticipated recovery, or we do not expect to recover the entire amortized cost basis of the security (that is, a credit loss exists). OTTI is determined based on the specific identification method and is reported in the consolidated statements of operations. We did not recognize any OTTI charges on marketable securities in 2010, 2009 and 2008.

Bank deposits are classified as short-term bank deposits and long-term bank deposits. Short-term bank deposits are non-tradable deposits with maturities of more than three months but less than one year, whereas long-term bank deposits are non-tradable deposits with maturities of more than one year. Non-tradable deposits are presented at their cost, including accrued interest, and purchases and sales are considered part of cash flows from investing activities.

Net cash provided by operating activities in 2010 was \$16.3 million, compared with \$6.0 million of net cash provided by operating activities in 2009 and \$3.4 million of net cash used in operating activities in 2008. Included in the

operating cash inflow in 2009 was a cash outflow of \$645,000 in connection with the restructuring of our SATA activities. Included in the operating cash outflow in 2008 was a cash outflow of \$5.9 million in connection with reorganizations, mainly the termination of the Harcourt lease, and \$3.4 million of cash outflow in connection with taxes associated with a capital gain from the divestment of our equity investment in Glonav to NXP Semiconductors. Cash flows from operating activities may vary significantly from quarter to quarter depending on the timing of our receipts and payments. Our ongoing cash outflows from operating activities principally relate to payroll-related costs and obligations under our property leases and design tool licenses. Our primary sources of cash inflows are receipts from our accounts receivable and interest earned from our cash, deposits and marketable securities. The timing of receipts of accounts receivable from customers is based upon the completion of agreed milestones or agreed dates as set out in the contracts.

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Net cash used in investing activities in 2010 was \$26.6 million, compared with \$13.1 million of net cash used in investing activities in 2009 and \$19.5 million of net cash used in investing activities in 2008. We had a cash outflow of \$59.6 million and a cash inflow of \$32.5 million in respect of investments in marketable securities during 2010. Included in the cash outflow during 2010 was a net proceed of \$1.2 million in bank deposits. We had a cash outflow of \$48.4 million and a cash inflow of \$31.6 million in respect of investments in marketable securities during 2009. Included in the cash outflow during 2009 was a net proceed of \$0.4 million in bank deposits. We had a cash outflow of \$28.5 million and a cash inflow of \$24.6 million in respect of investments in marketable securities during 2008. Included in the cash outflow during 2008 was a net investment of \$31.6 million in bank deposits. Capital equipment purchases of computer hardware and software used in engineering development, furniture and fixtures amounted to approximately \$0.7 million in 2010, \$0.4 million in 2009 and \$0.5 million in 2008. We had a cash inflow of \$3.7 and \$16.4 million in 2009 and 2008, respectively, from the divestment of our equity investment in Glonav to NXP Semiconductors, and a cash inflow of \$27,000 from the disposal of a minority investment in a private company in 2008.

Net cash provided by financing activities in 2010 was \$15.8 million, compared with net cash provided by financing activities of \$5.9 million in 2009 and net cash used in financing activities of \$4.2 million in 2008.

In August 2008, we announced that our board of directors approved a share repurchase program for up to 1.0 million shares of common stock. On September 2008, we announced the adoption of a share repurchase plan in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, to repurchase up to 500,000 of the 1.0 million shares of common stock authorized by the board for repurchase, which plan was fully utilized during the fourth quarter of 2008. In February 2009, our board of directors approved the adoption of another 10b5-1 plan, authorizing the repurchase of 200,064 shares of our common stock, representing the remaining shares available for repurchase pursuant to the 1.0 million board-authorized share repurchase program. In October 2009, our board of directors authorized the termination of such 10b5-1 plan such that the 106,409 shares of common stock that remained available for repurchase under the plan were repurchasable pursuant to Rule 10b-18 of the Securities Exchange Act of 1934, as amended. In May 2010, we announced that our board of directors approved the expansion of our share repurchase program by another two million shares of common stock, with one million shares available for repurchase in accordance with Rule 10b5-1, and one million shares available for repurchase in accordance with Rule 10b-18. In 2010, 2009 and 2008, we repurchased 139,709, 140,828 and 752,763 shares, respectively, of common stock at an average purchase price of \$11.22, \$5.85 and \$7.73 per share, respectively, for an aggregate purchase price of \$1.6, \$0.8 and \$5.8 million, respectively. As of December 31, 2010, 1,966,700 shares of common stock remained authorized for repurchase pursuant to our share repurchase program.

During 2010, 2009 and 2008, we received \$15.7, \$6.7 and \$1.6 million, respectively, from the issuance of common stock and treasury stock upon exercise of employee stock options and purchases under our employee stock purchase plan.

In 2010, we classified \$1.7 million of excess tax benefit from equity-based compensation as financing cash flows.

We believe that our current cash on hand, short-term deposits and marketable securities, along with cash from operations, will provide sufficient capital to fund our operations for at least the next 12 months. We cannot provide assurance, however, that the underlying assumed levels of revenues and expenses will prove to be accurate.

In addition, as part of our business strategy, we occasionally evaluate potential acquisitions of businesses, products and technologies. Accordingly, a portion of our available cash may be used at any time for the acquisition of complementary products or businesses. Such potential transactions may require substantial capital resources, which may require us to seek additional debt or equity financing. We cannot assure you that we will be able to successfully identify suitable acquisition candidates, complete acquisitions, integrate acquired businesses into our current operations, or expand into new markets. Furthermore, we cannot provide assurance that additional financing will be available to us in any required time frame and on commercially reasonable terms, if at all. See Risk Factors We may seek to expand our business through acquisitions that could result in diversion of resources and extra expenses. for more detailed information.



**Table of Contents****Contractual Obligations**

The table below presents the principal categories of our contractual obligations as of December 31, 2010:

	<b>Payments Due by Period</b>				
	(\$ in thousands)				
	<b>Total</b>	<b>Less than 1 year</b>	<b>1-3 years</b>	<b>3-5 years</b>	<b>More than 5 years</b>
Operating Lease Obligations					
Leasehold properties	2,911	837	1,357	717	
Operating Lease Obligations Other	3,099	1,440	1,659		
Purchase Obligations	414	414			
Severance Pay (*)	5,486				
<b>Total</b>	<b>11,910</b>	<b>2,691</b>	<b>3,016</b>	<b>717</b>	

Operating leasehold obligations principally relate to our offices in Ireland, Israel and the United States. Other operating lease obligations relate to license agreements entered into for maintenance of design tools. Purchase obligations consist of capital and operating purchase order commitments. Other than set forth in the table above, we have no long-term debt or capital lease obligations.

(\*) Severance pay relates to accrued severance obligations to our Israeli employees as required under Israeli labor laws. These obligations are payable only upon termination, retirement or death of the respective employee. Of this amount, only \$53,000 is unfunded.

**Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements, as such term is defined in recently enacted rules by the Securities and Exchange Commission, that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

A majority of our revenues and a portion of our expenses are transacted in U.S. dollars and our assets and liabilities together with our cash holdings are predominately denominated in U.S. dollars. However, the majority of our expenses are denominated in currencies other than the U.S. dollar, principally the Euro, the NIS and the British Pound. Increases in volatility of the exchange rates of currencies other than the U.S. dollar versus the U.S. dollar could have an adverse effect on the expenses and liabilities that we incur when remeasured into U.S. dollars. We review our monthly expected non-U.S. dollar denominated expenditures and look to hold equivalent non-U.S. dollar cash balances to mitigate currency fluctuations. This has resulted in a foreign exchange loss of \$0.06, \$0.14 and \$0.13 million for 2010, 2009 and 2008, respectively. The foreign exchange losses arose principally on the Euro and the NIS assets and liabilities as a result of the currency fluctuations of the Euro and the NIS against the dollar.

As a result of currency fluctuations and the remeasurement of non-U.S. dollar denominated expenditures to U.S. dollars for financial reporting purposes; we may experience fluctuations in our operating results on an annual and quarterly basis. To protect against the increase in value of forecasted foreign currency cash flow resulting from salaries paid in currencies other than the U.S. dollar during the year, we instituted a foreign currency cash flow hedging program starting in the second quarter of 2007. We hedge portions of the anticipated payroll for our non-U.S. employees denominated in currencies other than the U.S. dollar for a period of one to twelve months with forward and option contracts. During 2010, 2009 and 2008, we recorded accumulated other comprehensive gain of \$132,000, accumulated other comprehensive loss of \$58,000 and accumulated other comprehensive gain of \$80,000, respectively, from our forward and option contracts, net of taxes, with respect to anticipated payroll expenses for our non-U.S. employees. As of December 31, 2010, the amount of other comprehensive gain from our forward and option

contracts, net of taxes, was \$219,000, which will be recorded in the consolidated statements of operations during the following 12 months. We recognized a net gain of \$0.18 million for 2010, a net loss of \$0.11 million for 2009 and a net gain of \$0.02 million for 2008, related to forward and options contracts. We note that hedging transactions may not successfully mitigate losses caused by currency fluctuations. We expect to continue to experience the effect of exchange rate and currency fluctuations on an annual and quarterly basis.

The majority of our cash and cash equivalents are invested in high grade certificates of deposits with major U.S., European and Israeli banks. Generally, cash and cash equivalents and bank deposits may be redeemed and therefore minimal credit risk exists with respect to them. Nonetheless, deposits with these banks exceed the Federal Deposit Insurance Corporation ( FDIC ) insurance limits or similar limits in foreign jurisdictions, to the extent such deposits are even insured in such foreign jurisdictions. While we monitor on a systematic basis the cash and cash equivalent balances in the operating accounts and adjust the balances as appropriate, these balances could be impacted if one or more of the financial institutions with which we deposit our funds fails or is subject to other adverse conditions in the financial or credit markets. To date, we have experienced no loss of principal or lack of access to our invested cash or cash equivalents; however, we can provide no assurance that access to our invested cash and cash equivalents will not be affected if the financial institutions that we hold our cash and cash equivalents fail.

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We hold an investment portfolio consisting principally of corporate bonds and securities. We intend, and have the ability, to hold such investments until recovery of temporary declines in market value or maturity; accordingly, as of December 31, 2010, we believe the losses associated with our investments are temporary and no impairment loss was recognized in 2010. However, we can provide no assurance that we will recover present declines in the market value of our investments.

Interest income and gains and losses from marketable securities, net, were \$2.16 million in 2010, \$2.19 million in 2009 and \$2.86 million in 2008. The decrease in interest income and gains and losses from marketable securities, net, in both 2010 as compared to 2009 and 2009 as compared to 2008 reflected a combination of lower interest rates and higher amortization of premiums of marketable, offset by higher combined cash and marketable securities balances held.

We are exposed primarily to fluctuations in the level of U.S. and EMU (European Monetary Union) interest rates. To the extent that interest rates rise, fixed interest investments may be adversely impacted, whereas a decline in interest rates may decrease the anticipated interest income for variable rate investments. We typically do not attempt to reduce or eliminate our market exposures on our investment securities because the majority of our investments are short-term. We currently do not have any derivative instruments but may put them in place in the future. Fluctuations in interest rates within our investment portfolio have not had, and we do not currently anticipate such fluctuations will have, a material effect on our financial position on an annual or quarterly basis.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

See the Index to Financial Statements and Supplementary Data on page F-1.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

Not Applicable.

**ITEM 9A. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2010.

There has been no change in our internal control over financial reporting that occurred during our most recent fiscal quarter that has materially affected or is reasonably likely to materially affect our internal control over financial reporting.

**Management's Annual Report on Internal Control Over Financial Reporting.**

CEVA, Inc.'s management is responsible for establishing and maintaining adequate internal control over the company's financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. CEVA, Inc.'s internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. There are inherent limitations in the effectiveness of any internal control, including the possibility of human error and the circumvention or overriding of controls. Accordingly, even effective internal controls can provide only reasonable assurances with respect to financial statement preparation. Further because of changes in conditions, the effectiveness of internal controls may vary over time such that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of CEVA, Inc.'s internal control over financial reporting as of December 31, 2010. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on its assessment using those criteria, management believes that CEVA, Inc.'s internal control over financial reporting was effective as of December 31, 2010.

CEVA, Inc.'s independent registered public accountants audited the financial statements included in this Annual Report on Form 10-K and have issued a report concurring with management's assessment of the company's internal control over financial reporting, which appears in Item 8 of this Annual Report.

**ITEM 9B. OTHER INFORMATION**

None.

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**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information regarding our directors required by this item is incorporated herein by reference to the 2011 Proxy Statement. Information regarding the members of the Audit Committee, our code of business conduct and ethics, the identification of the Audit Committee Financial Expert, stockholder nominations of directors and compliance with Section 16(a) of the Securities Exchange Act of 1934 is also incorporated herein by reference to the 2011 Proxy Statement.

The information regarding our executive officers required by this item is contained in Part I of this annual report.

**ITEM 11. EXECUTIVE COMPENSATION**

The information required by this item is incorporated herein by reference to the 2011 Proxy Statement.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCK HOLDER MATTERS**

The information required by this item is incorporated herein by reference to the 2011 Proxy Statement.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this item is incorporated herein by reference to the 2011 Proxy Statement.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by this item is incorporated herein by reference to the 2011 Proxy Statement.

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**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) *The following documents are filed as part of or are included in this Annual Report on Form 10-K:*

1. Financial Statements:

Consolidated Balance Sheets as of December 31, 2010 and 2009.

Consolidated Statements of Operations for the Years Ended December 31, 2010, 2009 and 2008.

Statements of Changes in Stockholders' Equity for the Years Ended December 31, 2010, 2009 and 2008.

Consolidated Statements of Cash Flows for the Years Ended December 31, 2010, 2009 and 2008.

Notes to Consolidated Financial Statements.

2. Financial Statement Schedules:

Schedule II: Valuation and Qualifying Accounts

Other financial statement schedules have been omitted since they are either not required or the information is otherwise included.

3. Exhibits:

The exhibits filed as part of this Annual Report on Form 10-K are listed on the exhibit index immediately preceding such exhibits, which exhibit index is incorporated herein by reference. Some of these documents have previously been filed as exhibits with the Securities and Exchange Commission and are being incorporated herein by reference to such earlier filings. CEVA's file number under the Securities Exchange Act of 1934 is 000-49842.

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**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA  
CONSOLIDATED FINANCIAL STATEMENTS  
AS OF DECEMBER 31, 2010**

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<u>Consolidated Balance Sheets</u>	F-4
<u>Consolidated Statements of Operations</u>	F-5
<u>Statements of Changes in Stockholders' Equity</u>	F-6
<u>Consolidated Statements of Cash Flows</u>	F-8
<u>Notes to Consolidated Financial Statements</u>	F-10

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Stockholders of CEVA, Inc.

We have audited the accompanying consolidated balance sheets of CEVA, Inc. as of December 31, 2010 and 2009, and the related consolidated statements of operations, changes in stockholders' equity and cash flows for each of the three years in the period ended December 31, 2010. Our audits also included the financial statement schedule listed in the Index at Item 15(a) 2. These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of CEVA, Inc. at December 31, 2010 and 2009, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2010, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), CEVA, Inc.'s internal control over financial reporting as of December 31, 2010, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 15, 2011 expressed an unqualified opinion thereon.

/s/ KOST FORER GABBAY & KASIERER

A Member of Ernst & Young Global

Tel-Aviv, Israel  
March 15, 2011

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of CEVA, Inc.

We have audited CEVA, Inc.'s internal control over financial reporting as of December 31, 2010, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). CEVA, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, CEVA, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of CEVA, Inc. as of December 31, 2010 and 2009 and the related consolidated statements of operations, changes in stockholders' equity and cash flows for each of the three years in the period ended December 31, 2010 of CEVA, Inc. and our report dated March 15, 2011 expressed an unqualified opinion thereon.

/s/ KOST FORER GABBAY & KASIERER

A Member of Ernst & Young Global

Tel-Aviv, Israel  
March 15, 2011

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**CEVA, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(U.S. dollars in thousands, except share and per share data)

	December 31, 2009	December 31, 2010
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 12,104	\$ 17,098
Short-term bank deposits	40,056	24,807
Marketable securities (Note 2)	48,438	73,874
Trade receivables (net of allowance for doubtful accounts of \$700 in 2009 and \$25 in 2010)	5,995	5,906
Deferred tax assets (Note 12)	1,096	1,288
Prepaid expenses and other accounts receivable (Note 6)	5,345	4,609
<b>Total current assets</b>	<b>113,034</b>	<b>127,582</b>
Long-term assets:		
Long term bank deposits		15,173
Severance pay fund	4,455	5,433
Deferred tax assets (Note 12)	309	574
Property and equipment, net (Note 4)	1,148	1,348
Goodwill (Note 5)	36,498	36,498
<b>Total long-term assets</b>	<b>42,410</b>	<b>59,026</b>
<b>Total assets</b>	<b>\$ 155,444</b>	<b>\$ 186,608</b>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current liabilities:		
Trade payables	\$ 530	\$ 616
Deferred revenues	432	616
Accrued expenses and other payables (Note 7)	9,735	10,521
Deferred tax liabilities	1,168	901
<b>Total current liabilities</b>	<b>11,865</b>	<b>12,654</b>
Long-term liabilities:		
Accrued severance pay	4,483	5,486
<b>Total long-term liabilities</b>	<b>4,483</b>	<b>5,486</b>
Stockholders equity:		
Preferred stock:		
\$0.001 par value: 5,000,000 shares authorized at December 31, 2009 and 2010; none issued and outstanding		
Common stock:		

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\$0.001 par value: 60,000,000 shares authorized at December 31, 2009, and 2010; 20,429,736 and 22,524,449 shares issued and outstanding at December 31, 2009 and 2010, respectively

	20	23
Additional paid in capital	158,325	176,838
Accumulated other comprehensive income	251	317
Accumulated deficit	(19,500)	(8,710)
Total stockholders' equity	139,096	168,468
Total liabilities and stockholders' equity	\$ 155,444	\$ 186,608

The accompanying notes are an integral part of the consolidated financial statements.

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**CEVA, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(U.S. dollars in thousands, except share and per share data)

	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2009</b>	<b>2010</b>
Revenues:			
Licensing	\$ 21,701	\$ 18,764	\$ 18,395
Royalties	14,349	16,225	22,866
Other revenues	4,315	3,478	3,650
<b>Total revenues</b>	<b>40,365</b>	<b>38,467</b>	<b>44,911</b>
Cost of revenues	4,668	4,117	3,712
<b>Gross profit</b>	<b>35,697</b>	<b>34,350</b>	<b>41,199</b>
Operating expenses:			
Research and development, net	20,172	16,561	17,909
Sales and marketing	7,088	6,732	7,308
General and administrative	6,637	6,087	6,108
Amortization of intangible assets	53		
Reorganization, restructuring and severance charge (Note 13)	4,121		
<b>Total operating expenses</b>	<b>38,071</b>	<b>29,380</b>	<b>31,325</b>
<b>Operating income (loss)</b>	<b>(2,374)</b>	<b>4,970</b>	<b>9,874</b>
Financial income, net (Note 11)	2,729	2,048	2,095
Other income, net (Note 11)	12,011	3,712	
<b>Income before taxes on income</b>	<b>12,366</b>	<b>10,730</b>	<b>11,969</b>
Income tax expenses (Note 12)	3,801	2,384	591
<b>Net income</b>	<b>\$ 8,565</b>	<b>\$ 8,346</b>	<b>\$ 11,378</b>
<b>Basic net income per share</b>	<b>\$ 0.43</b>	<b>\$ 0.42</b>	<b>\$ 0.54</b>
<b>Diluted net income per share</b>	<b>\$ 0.42</b>	<b>\$ 0.41</b>	<b>\$ 0.51</b>
Weighted average number of shares of Common Stock used in computation of net income per share (in thousands)			
Basic	20,009	19,717	21,251
Diluted	20,575	20,411	22,430

The accompanying notes are an integral part of the consolidated financial statements.



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**CEVA, INC.**  
**STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY**  
(U.S. dollars in thousands, except share data)

	Common Stock		Additional paid-in capital	Treasury Stock	Accumulated other comprehensive income (loss)	Accumulated deficit	Total comprehensive income	Total stockholders equity
	Shares	Amount						
<b>Balance as of January 1, 2008</b>	20,033,897	\$ 20	\$ 149,772	\$	\$ 7	\$ (35,411)		\$ 114,388
Net income						8,565	\$ 8,565	8,565
Unrealized loss from available-for-sale securities, net					(111)		(111)	(111)
Unrealized gain from hedging activities, net					80		80	80
Total comprehensive income							\$ 8,534	
Equity-based compensation			2,922					2,922
Issuance of Common Stock upon exercise of employee stock options (a)	58,693	(*)	410					410
Issuance of Common Stock under employee stock purchase plan (a)	99,631	(*)	608					608
Purchase of Treasury Stock (a)	(752,763)	(*)		(5,821)				(5,821)
Issuance of Treasury Stock upon exercise of employee stock options (a)	23,368	(*)		192		(48)		144
Issuance of Treasury Stock under employee stock purchase plan (a)	69,200	(*)		552		(78)		474
<b>Balance as of December 31, 2008</b>	19,532,026	\$ 20	\$ 153,712	\$ (5,077)	\$ (24)	\$ (26,972)		\$ 121,659
Net income						8,346	\$ 8,346	8,346
Unrealized gain from available-for-sale securities, net					333		333	333
Unrealized loss from hedging activities, net					(58)		(58)	(58)

Total comprehensive income						\$ 8,621	
Equity-based compensation			2,920			2,920	
Issuance of Common Stock upon exercise of employee stock options (a)	237,515	(*)	1,610			1,610	
Purchase of Treasury Stock (a)	(140,828)	(1)		(822)		(823)	
Issuance of Treasury Stock upon exercise of employee stock options (a)	633,008	1	83	4,639	(593)	4,130	
Issuance of Treasury Stock under employee stock purchase plan (a)	168,015	(*)		1,260	(281)	979	
<b>Balance as of December 31, 2009</b>	20,429,736	\$ 20	\$ 158,325	\$	251	\$ (19,500)	\$ 139,096

**Table of Contents****CEVA, INC.**

	<b>Common Stock</b>		<b>Additional paid-in capital</b>	<b>Treasury Stock</b>	<b>Accumulated other comprehensive income (loss)</b>	<b>Accumulated other comprehensive income deficit</b>	<b>Total comprehensive income</b>	<b>Total stockholders equity</b>
	<b>Shares</b>	<b>Amount</b>						
Net income						11,378	\$ 11,378	11,378
Unrealized loss from available-for-sale securities, net					(66)		(66)	(66)
Unrealized gain from hedging activities, net					132		132	132
<b>Total comprehensive income</b>							\$ 11,444	
Equity-based compensation			2,132					2,132
Excess tax benefit related to exercise of stock options			1,692					1,692
Issuance of Common Stock upon exercise of employee stock options (a)	1,960,887	3	13,893					13,896
Issuance of Common Stock under employee stock purchase plan (a)	133,826	(*)	795					795
Purchase of Treasury Stock (a)	(139,709)	(*)		(1,567)				(1,567)
Issuance of Treasury Stock upon exercise of employee stock options (a)	91,389	(*)	1	1,027		(340)		688
Issuance of Treasury Stock under employee stock purchase plan (a)	48,320	(*)		540		(248)		292
<b>Balance as of December 31, 2010</b>	22,524,449	\$ 23	\$ 176,838	\$	\$ 317	\$ (8,710)		\$ 168,468
Accumulated unrealized gain from available-for-sale securities, net of taxes of \$41					\$ 98			\$ 219

Accumulated  
unrealized gain from  
hedging activities, net  
of taxes of \$22

Accumulated other  
comprehensive gain,  
net as of December 31,  
2010

\$ 317

(\* ) Represent an amount lower than \$1.

(a) See Note 8 to these consolidated financial statements.

The accompanying notes are an integral part of the consolidated financial statements.

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**CEVA, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(U.S. dollars in thousands)**

	<b>Year ended December 31,</b>		
	<b>2008</b>	<b>2009</b>	<b>2010</b>
Cash flows from operating activities:			
Net income	\$ 8,565	\$ 8,346	\$ 11,378
Adjustments required to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation	673	488	528
Impairment of assets	138		
Amortization of intangible assets	53		
Equity-based compensation	2,922	2,920	2,132
Gain from sale of property and equipment	(4)		
Loss (gain) on sale of available-for-sale marketable securities	287	21	(35)
Amortization of premiums on available-for-sale marketable securities	179	652	1,603
Unrealized foreign exchange loss	223	85	26
Accrued interest on short-term bank deposits	(729)	(1,049)	(589)
Gain on realization of investments	(12,145)	(3,712)	
Changes in operating assets and liabilities:			
Decrease (increase) in trade receivables	(2,888)	(605)	89
Decrease (increase) in other accounts receivable and prepaid expenses	(1,571)	(438)	2,567
Decrease (increase) in deferred tax, net	(120)	1,100	(688)
Increase (decrease) in trade payables	160	(88)	46
Increase (decrease) in deferred revenues	307	(602)	184
Increase (decrease) in accrued expenses and other payables	216	(784)	695
Excess tax benefit from equity-based compensation			(1,692)
Increase (decrease) in accrued severance pay, net	306	(325)	21
Net cash provided by (used in) operating activities	(3,428)	6,009	16,265
Cash flows from investing activities:			
Purchase of property and equipment	(456)	(368)	(728)
Proceeds from sale of property and equipment	4	3	
Investment in bank deposits	(47,911)	(46,182)	(39,177)
Proceeds from bank deposits	16,347	46,598	40,420
Investment in available-for-sale marketable securities	(28,485)	(48,402)	(59,593)
Proceeds from maturity and sale of available-for-sale marketable securities	24,578	31,587	32,479
Proceeds from realization of investment	16,378	3,712	
Net cash used in investing activities	(19,545)	(13,052)	(26,599)
Cash flows from financing activities:			
Purchase of Treasury Stock	(5,821)	(823)	(1,567)
	554	5,740	14,584

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Proceeds from issuance of Common Stock and Treasury Stock upon exercise of employee stock options			
Proceeds from issuance of Common Stock and Treasury Stock under employee stock purchase plan	1,082	979	1,087
Excess tax benefit from equity-based compensation			1,692
Net cash provided by (used in) financing activities	(4,185)	5,896	15,796
Effect of exchange rate movements on cash	(211)	(77)	(468)
Increase (decrease) in cash and cash equivalents	(27,369)	(1,224)	4,994
Cash and cash equivalents at the beginning of the year	40,697	13,328	12,104
Cash and cash equivalents at the end of the year	\$ 13,328	\$ 12,104	\$ 17,098

The accompanying notes are an integral part of the consolidated financial statements.

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**CEVA, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**  
**(U.S. dollars in thousands)**

	<b>Year ended December 31,</b>		
	<b>2008</b>	<b>2009</b>	<b>2010</b>
Supplemental information of cash-flows activities:			
Cash paid (received) during the year for:			
Income and withholding taxes, net	\$ 5,124	\$ 1,105	\$ (136)

The accompanying notes are an integral part of the consolidated financial statements.

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**CEVA, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
*(in thousands, except share data)*

**NOTE 1: ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES**

***Organization:***

CEVA, Inc. ( CEVA or the Company ) was incorporated in Delaware on November 22, 1999. The Company was formed through the combination of Parthus Technologies plc ( Parthus ) and the digital signal processor (DSP) cores licensing business and operations of DSP Group, Inc. ( DSPG ) in November 2002. The Company had no business or operations prior to the combination.

CEVA licenses a family of programmable DSP cores and application-specific platforms, including wireless baseband (both terminal and infrastructure), HD video, HD audio, Voice over IP, Bluetooth, Serial ATA (SATA) and Serial Attached SCSI (SAS).

CEVA's technologies are licensed to leading semiconductor and original equipment manufacturer (OEM) companies in the form of intellectual property (IP). These companies design, manufacture, market and sell application-specific integrated circuits ( ASICs ) and application-specific standard products ( ASSPs ) based on CEVA's technology to OEM companies for incorporation into a wide variety of end products.

***Basis of presentation:***

The consolidated financial statements have been prepared according to United States Generally Accepted Accounting Principles ( U.S. GAAP ).

***Use of estimates:***

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates, judgments and assumptions. The Company's management believes that the estimates, judgments and assumptions used are reasonable based upon information available at the time they are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the dates of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

***Financial statements in U.S. dollars:***

A majority of the revenue of the Company and its subsidiaries is generated in U.S. dollars ( dollars ). In addition, a portion of the Company and its subsidiaries' costs are incurred in dollars. The Company's management has determined that the dollar is the primary currency of the economic environment in which the Company and its subsidiaries principally operate. Thus, the functional and reporting currency of the Company and its subsidiaries is the dollar. Accordingly, monetary accounts maintained in currencies other than the dollar are remeasured into dollars in accordance with FASB Accounting Standards Codification ( ASC ) No. 830, Foreign Currency Matters. All transaction gains and losses from remeasurement of monetary balance sheet items are reflected in the consolidated statements of operations as financial income or expenses, as appropriate, which is included in financial income, net. The Company recorded foreign exchange losses of \$134, \$142 and \$61 in 2008, 2009 and 2010, respectively. The foreign exchange losses arose principally on the Euro and the NIS liabilities as a result of the currency fluctuations of the Euro and the NIS against the dollar.

***Principles of consolidation:***

The consolidated financial statements incorporate the financial statements of the Company and all of its subsidiaries. All significant inter-company balances and transactions have been eliminated on consolidation.

***Cash equivalents:***

Cash equivalents are short-term highly liquid investments that are readily convertible to cash with original maturities of three months or less from the date acquired.

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**CEVA, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
*(in thousands, except share data)*

**Short-term bank deposits:**

Short-term bank deposits are deposits with maturities of more than three months from deposit day but less than one year. The deposits are presented at their cost, including accrued interest. The deposits bear interest annually at an average rate of 2.57% and 1.89% during 2009 and 2010, respectively.

**Marketable securities:**

Marketable securities consist of certificates of deposits, corporate bonds and securities and government and agency securities. The Company determines the appropriate classification of marketable securities at the time of purchase and re-evaluates such designation at each balance sheet date. In accordance with FASB ASC No. 320 Investments- Debt and Equity Securities, the Company classifies marketable securities as available-for-sale securities. Available-for-sale securities are stated at fair value, with unrealized gains and losses reported in accumulated other comprehensive income (loss), a separate component of stockholders' equity, net of taxes. Realized gains and losses on sales of marketable securities, as determined on a specific identification basis, are included in the consolidated statements of operations. The Company has classified all marketable securities as short-term, even though the stated maturity date may be one year or more beyond the current balance sheet date, because it may sell these securities prior to maturity to meet liquidity needs or as part of risk versus reward objectives.

The Company periodically assesses whether its investments with unrealized losses are other than temporarily impaired. Other-than-temporary impairment ( OTTI ) charges exist when the Company has the intent to sell the security, the Company will more likely than not be required to sell the security before anticipated recovery or the Company does not expect to recover the entire amortized cost basis of the security (that is, a credit loss exists). OTTI is determined based on the specific identification method and is reported in the consolidated statements of operations. The Company did not recognize OTTI on its marketable securities in 2008, 2009 and 2010.

**Long-term bank deposits:**

Long-term bank deposits are deposits with maturities of more than one year from deposit day. The deposits presented at their cost, including accrued interest. The deposits bear interest annually at an average rate of 2.30% during 2010.

**Property and equipment, net:**

Property and equipment are stated at cost, net of accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets, at the following annual rates:

	%
Computers, software and equipment	15-33
Office furniture and equipment	7-25
Leasehold improvements	10-25
	(the shorter of the expected lease term or useful economic life)

The Company's long-lived assets are reviewed for impairment in accordance with FASB ASC No. 360-10-35, Impairment or Disposal of Long-Lived Assets, whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of the carrying amount of an asset to be held and used is measured by a comparison of its carrying amount to the future undiscounted cash flows expected to be generated by such asset. If such asset is considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of such asset exceeds its fair value. An asset to be disposed is reported at the lower of its carrying amount or fair value less selling costs. The Company recorded impairment charges of \$138 during 2008 related to the disposal of SATA-related fixed assets (see also Note 11). The impairment charges were included in other income, net on the Company's consolidated statements of operations for the year ended December 31, 2008. No impairment was recorded in 2009 and 2010.



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**CEVA, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
*(in thousands, except share data)*

***Goodwill:***

The Company applies FASB ASC No. 350, Intangibles—Goodwill and Other. Goodwill is carried at cost and is not amortized. Goodwill is tested for impairment at least annually or between annual tests in certain circumstances and written down when impaired. The Company conducts its annual test of impairment for goodwill on October 1st of each year.

In addition, the Company tests to see if impairment exists periodically whenever events or circumstances occur subsequent to its annual impairment test that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Important indicators which the Company considers in determining whether an impairment is triggered include, but are not limited to, significant underperformance relative to historical or projected future operating results, significant changes in the manner of use of the acquired assets or the strategy for the Company's overall business, significant negative industry or economic trends, a significant decline in the Company's stock price for a sustained period and the Company's market capitalization relative to net book value.

The goodwill impairment test, which is based on fair value, is performed on a reporting unit level. A reporting unit is defined as an operating segment or one level below an operating segment. The Company markets its products and services in one segment and allocates goodwill to one reporting unit. Therefore, impairment is tested at the enterprise level using the Company's market capitalization as fair value. Accordingly, in conducting the first step of this impairment test, the Company compares the carrying value of its assets and liabilities, including goodwill, to its market capitalization. If the carrying value exceeds the fair value, the goodwill is potentially impaired and the Company then completes the second step to measure the impairment loss. If the fair value exceeds the carrying value, the second step to measure the impairment loss is not required.

The second step of the goodwill impairment test compares the implied fair value of the reporting unit's goodwill with the carrying amount of the goodwill. To estimate the implied fair value of the goodwill, the Company allocates the fair value of the reporting unit among the assets and liabilities of the reporting unit, including any unrecognized, intangible assets. The excess of the fair value of a reporting unit over the amounts assigned to its assets and liabilities is the implied fair value of goodwill. The Company estimates the future cash flows to determine the fair value of these assets and liabilities. These cash flows are then discounted at rates reflecting the respective specific industry's cost of capital. If, upon review, the carrying value of the goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in the amount equal to that excess.

Should the Company's market capitalization decline, in assessing the recoverability of goodwill, the Company may be required to make assumptions regarding estimated future cash flows and other factors to determine the fair value of the respective assets. This process is subjective and requires judgment at many points throughout the analysis. If the Company's estimates or their related assumptions change in subsequent periods or actual cash flows are below their estimates, an impairment loss not previously recorded may be required for these assets.

The annual goodwill impairment tests did not result in any impairment charges in 2008, 2009, or 2010.

***Revenue recognition:***

The Company generates its revenues from (1) licensing intellectual property, which in certain circumstances is modified for customer-specific requirements, (2) royalty revenues, and (3) other revenues, which include revenues from support, training and sale of development systems. The Company licenses its IP to semiconductor companies throughout the world. These semiconductor companies then manufacture, market and sell custom-designed chipsets to OEMs for incorporation into a variety of end products. The Company also licenses its technology directly to OEMs, which are considered end users.

The Company accounts for its IP license revenues and related services in accordance with FASB ASC No. 985-605, Software Revenue Recognition. Revenues are recognized when: (1) persuasive evidence of an arrangement exists and no further obligation exists, (2) delivery has occurred, (3) the license fee is fixed or determinable, and (4) collection is probable. A license may be perpetual or time limited in its application. Revenue earned on licensing arrangements involving multiple elements should be allocated to each element based on the relative fair value of the elements.

However, with respect to certain transactions, for multiple element transactions, revenue can be recognized under the residual method when vendor specific objective evidence ( VSOE ) of fair value exists for all undelivered elements and VSOE does not exist for one of the delivered elements. The VSOE of fair value of the undelivered elements is determined based on the substantive renewal rate as stated in the agreement. However, the Company does not believe it has sufficient VSOE of fair value to make such allocations in certain cases in which the Company undertakes services for its customers. Accordingly, in a multiple elements agreement which includes the IP license and related services, and the related services are not essential to the functionality of the IP license, the entire arrangement fee is recognized as the services are performed.

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**CEVA, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
*(in thousands, except share data)*

Extended payment terms in a licensing arrangement may indicate that the license fees are not deemed to be fixed or determinable. If the fee is not fixed or determinable, revenue is recognized as payments become due from the customer unless collection is not considered probable, then revenue is recognized as payments are collected from the customer, provided all other revenue recognition criteria have been met. The Company's management characterizes all arrangements that become due after 10 months as extended payments and revenue is recognized as each payment becomes due, provided all other revenue recognition criteria have been met.

Revenues from license fees that involve significant customization of the Company's IP to customer-specific specifications are recognized in accordance with the principles set out in FASB ASC No. 605-35-25,

Construction-Type and Production-Type Contracts Recognition ( FASB ASC No. 605-35-25 ), using contract accounting on a percentage of completion method, in accordance with the input method. The amount of revenue recognized is based on the total project fees (including the license fee and the customization hours charged) under the agreement and the percentage of completion achieved. The percentage of completion is measured by monitoring progress using records of actual time incurred to date on the project compared to the total estimated project requirements, which corresponds to the costs related to earned revenues. Estimates of total project requirements are based on prior experience of customization, delivery and acceptance of the same or similar technology and are reviewed and updated regularly by management. Provisions for estimated losses on uncompleted contracts are made during the period in which such losses are first determined, in the amount of the estimated loss on the entire contract. As of December 31, 2010, no such estimated losses were identified.

Estimated gross profit or loss from long-term contracts may change due to changes in estimates resulting from differences between actual performance and original forecasts. Such changes in estimated gross profit are recorded in results of operations when they are reasonably determinable by management, on a cumulative catch-up basis.

The Company believes that the use of the percentage of completion method is appropriate as the Company has prior experience and the ability to make reasonably dependable estimates of the extent of progress towards completion, contract revenues and contract costs. In addition, contracts executed include provisions that clearly specify the enforceable rights regarding services to be provided and received by the parties to the contracts, the consideration to be exchanged and the manner and terms of settlement. In all cases, the Company expects to perform its contractual obligations, and its licensees are expected to satisfy their obligations under the contracts.

Royalties from licensing the right to use the Company's IP are recognized on a quarterly basis in arrears as the Company receives quarterly shipment reports from its licensees. The Company determines such sales by receiving confirmation of sales subject to royalties from licensees. Non-refundable payments on account of future royalties (prepaid royalties) are recognized upon payment becoming due, provided no future obligation exists. Prepaid royalties are recognized under the licensing revenue line.

In addition to license fees, contracts with customers generally contain an agreement to provide support and training, which consists of an identified customer contact at the Company and telephone or e-mail support. Fees for post contract support, which takes place after delivery to the customer, are specified in the contract and are generally mandatory for the first year. After the mandatory period, the customer may extend the support agreement on similar terms on an annual basis. The Company recognizes revenue for post contract support on a straight-line basis over the period for which technical support is contractually agreed to be provided to the licensee. Revenue from training is recognized as the training is performed.

Revenue from the sale of development systems is recognized when title to the product passes to the customer and all other revenue recognition criteria have been met.

The Company usually does not provide rights of return. When rights of return are included in the license agreements, revenue is deferred until rights of return expire.

Deferred revenues include unearned amounts received under license agreements, unearned technical support and amounts paid by customers not yet recognized as revenues.



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**CEVA, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
*(in thousands, except share data)*

***Cost of revenue:***

Cost of revenue includes the costs of products, services and royalty payback expenses paid to the Office of the Chief Scientist of Israel. Cost of product revenue includes shipping, handling, materials and the portion of development costs associated with product development arrangements. Cost of service revenue includes salary costs for personnel engaged in services, training and customer support, and travel, telephone and other support costs. Royalty payback expenses amounted to 3%-3.5% of the actual sales of certain of the Company's products, the development of which previously received grants from the Office of the Chief Scientist of Israel.

***Income taxes:***

The Company accounts for income taxes in accordance with FASB ASC No. 740 Income Taxes ( FASB ASC No. 740 ). This statement prescribes the use of the liability method whereby deferred tax asset and liability account balances are determined based on differences between the book and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to be reversed. The Company and its subsidiaries provide a valuation allowance, as necessary, to reduce deferred tax assets to their estimated realizable value.

Accounting for deferred taxes under FASB ASC No. 740 involves the evaluation of a number of factors concerning the realizability of the Company's deferred tax assets. In concluding that a valuation allowance is required, the Company primarily considers such factors as its operating history and any expected future losses in certain jurisdictions and the nature of its deferred tax assets. The Company provides valuation allowances in respect of deferred tax assets resulting principally from the carryforward of tax losses. Management currently believes that it is more likely than not that the deferred tax relating to the carryforward of losses and certain accrued expenses will not be realized in the foreseeable future. If the Company is not able to realize all or part of its deferred tax assets in the future, an adjustment to the deferred tax assets will be charged to earnings during the period in which it makes such a determination. Likewise, if the Company later determines that it is more likely than not that the net deferred tax assets will be realized, the Company will reverse the applicable portion of the previously provided valuation allowance. In order for the Company to realize its deferred tax assets, it must be able to generate sufficient taxable income in the tax jurisdictions in which the deferred tax assets are located.

The Company implements a two step approach to recognizing and measuring uncertain tax positions accounted for in accordance with FASB ASC No. 740. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount which is more than 50% likely of being realized upon ultimate settlement.

The Company does not have a provision for U.S. Federal income taxes on the undistributed earnings of its international subsidiaries because such earnings are re-invested and, in the opinion of management, will not be distributed to CEVA, Inc., the U.S. parent company, and will continue to be re-invested indefinitely. In addition, the Company operates within multiple taxing jurisdictions involving complex issues, and it has provisions for tax liabilities on investment activities as appropriate.

***Research and development:***

Research and development costs are charged to the consolidated statements of operations as incurred.

***Government grants:***

Government grants received by the Company relating to categories of operating expenditures are credited to the consolidated statements of operations during the period in which the expenditure to which they relate is charged. Royalty and non-royalty-bearing grants from the Office of the Chief Scientist of Israel for funding certain approved research and development projects are recognized at the time when the Company is entitled to such grants, on the basis of the related costs incurred, and included as a deduction from research and development expenses.

The Company and its subsidiaries recorded grants in the amounts of \$959, \$1,731 and \$2,322 for the years ended December 31, 2008, 2009 and 2010, respectively. The Company's Israeli subsidiary is obligated to pay royalties

amounting to 3%-3.5% of the sales of certain products the development of which received grants from the Office of the Chief Scientist of Israel in previous years. The obligation to pay these royalties is contingent on actual sales of the products. Grants received from Enterprise Ireland, Invest Northern Ireland and the Office of the Chief Scientist of Israel may become repayable if certain criteria under the grants are not met.

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**CEVA, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
*(in thousands, except share data)*

***Employee benefit plan:***

Certain of the Company's employees are eligible to participate in a defined contribution pension plan (the "plan"). Participants in the plan may elect to defer a portion of their pre-tax earnings into the plan, which is run by an independent party. The Company makes pension contributions at rates varying up to 10% of the participant's pensionable salary. Contributions to the plan are recorded as an expense in the consolidated statements of operations. The Company's U.S. operations maintain a retirement plan (the "U.S. Plan") that qualifies as a deferred salary arrangement under Section 401(k) of the Internal Revenue Code. Participants in the U.S. Plan may elect to defer a portion of their pre-tax earnings, up to the Internal Revenue Service annual contribution limit. The Company matches 100% of each participant's contributions up to a maximum of 6% of the participant's base pay. Each participant may contribute up to 15% of base remuneration. Contributions to the U.S. Plan are recorded during the year contributed as an expense in the consolidated statements of operations.

Total contributions for the years ended December 31, 2008, 2009 and 2010 were \$382, \$297 and \$289, respectively.

***Accrued severance pay:***

The liability of CEVA's Israeli subsidiary for severance pay is calculated pursuant to Israeli severance pay laws for all Israeli employees, based on the most recent salary of each employee multiplied by the number of years of employment for that employee as of the balance sheet date. The Israeli subsidiary's liability is fully provided for by monthly deposits with severance pay funds, insurance policies and an accrual.

The deposited funds include profits and losses accumulated up to the balance sheet date. The deposited funds may be withdrawn only upon the fulfillment of the obligation pursuant to Israeli severance pay laws or labor agreements. The value of these policies is recorded as an asset on the Company's consolidated balance sheets.

In light of markets conditions, the Company recorded in 2008 losses of approximately \$200 to reflect the reduction in the fair value of the severance pay funds, and gains of approximately \$300 in 2009 to reflect a recovery in market conditions.

Severance pay expenses, net of related income, for the years ended December 31, 2008, 2009 and 2010, were \$1,156, \$431 and \$853, respectively.

***Accounting for equity-based compensation:***

The Company accounts for equity-based compensation in accordance with FASB ASC No. 718, "Stock Compensation" which requires the recognition of compensation expenses based on estimated fair values for all equity-based awards made to employees and nonemployees directors.

The Company estimates the fair value of equity-based awards on the date of grant using an option-pricing model. Accordingly, the value of the portion of an award that is ultimately expected to vest is recognized as an expense over the requisite service period on the Company's consolidated statements of operations. The Company recognizes compensation expenses for the value of its awards, which have graded vesting based on the accelerated attribution method over the requisite service period of each of the awards, net of estimated forfeitures. Estimated forfeitures are based on actual historical pre-vesting forfeitures.

The Company uses the Monte-Carlo simulation model for options granted. The Monte-Carlo simulation model uses the weighted-average assumptions noted in the table below. Expected volatility was calculated based upon actual historical stock price movements over the most recent periods ending on the grant date, equal to the expected option term. The Company has historically not paid dividends and has no foreseeable plans to issue dividends. The risk-free interest rate is based on the yield from U.S. Treasury zero-coupon bonds with an equivalent term. The Monte-Carlo model also considers the contractual term of the option, the probability that the option will be exercised prior to the end of its contractual life, and the probability of termination or retirement of the option holder in computing the value of the option.



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The fair value for the Company's stock options (other than share issuances in connection with the employee stock purchase plan, as detailed below) granted to employees and non-employees directors was estimated using the following assumptions:

	2008	2009	2010
Expected dividend yield	0%	0%	0%
Expected volatility	37%-64%	47%-78%	38%-62%
Risk-free interest rate	1.4%-3.8%	0.4%-3.4%	0.2%-3.2%
Expected forfeiture (employees)	15%	10%	10%
Expected forfeiture (executives)	10%	5%	5%
Contractual term of up to	7 years	7 years	7 years
Suboptimal exercise multiple (employees)	1.6	1.5	1.5
Suboptimal exercise multiple (executives)	1.2	1.3	1.3

The fair value for rights to purchase shares of common stock under the Company's employee share purchase plan was estimated on the date of grant using the same assumptions set forth above for the years ended 2008, 2009 and 2010 except the expected life, which was assumed to be six to 24 months, and except the expected volatility, which was assumed to be in a range of 40%-55% in 2008, 51%-95% in 2009 and 37%-63% in 2010.

During the years ended December 31, 2008, 2009 and 2010, the Company recognized equity-based compensation expense related to employee stock options and employee stock purchase plan as follows:

	<b>Year ended December 31,</b>		
	<b>2008</b>	<b>2009</b>	<b>2010</b>
Cost of revenue	\$ 112	\$ 115	\$ 77
Research and development, net	1,088	873	652
Sales and marketing	531	590	380
General and administrative	1,191	1,342	1,023
Total equity-based compensation expense	\$ 2,922	\$ 2,920	\$ 2,132

As of December 31, 2010, there was \$1,200 of unrecognized compensation expense related to unvested awards. This amount is expected to be recognized over a weighted-average period of 1.4 years. To the extent the actual forfeiture rate is different from what the Company has estimated, equity-based compensation related to these awards will be different from the Company's expectations.

FASB ASC No. 718 requires the cash flows resulting from the tax deductions in excess of the equity-based compensation costs recognized for those equity-based awards to be classified as financing cash flows. During the year ended December 31, 2010, the Company classified \$1,692 of excess tax benefit from equity-based compensation as financing cash flows.

***Fair value of financial instruments:***

The carrying amount of cash, cash equivalents, trade receivables, other accounts receivable, trade payables and other accounts payable approximates fair value due to the short-term maturities of these instruments. Marketable securities, bank deposits and derivative instruments are carried at fair value. See Note 3 below for more information.

***Comprehensive income (loss):***

The Company accounts for comprehensive income (loss) in accordance with FASB ASC No. 220, Comprehensive Income. This statement establishes standards for the reporting and display of comprehensive income (loss) and its

components in a full set of general purpose financial statements. Comprehensive income (loss) generally represents all changes in stockholders' equity during the period except those resulting from investments by, or distributions to, stockholders. The Company determined that its items of other comprehensive income (loss) relate to unrealized gains and losses, net of tax, on hedging derivative instruments and marketable securities.

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***Concentration of credit risk:***

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash, cash equivalents, bank deposits, marketable securities, foreign exchange contracts and trade receivables. The Company invests its surplus cash in cash deposits and marketable securities in financial institutions and has established guidelines relating to diversification and maturities to maintain safety and liquidity of the investments. The majority of the Company's cash and cash equivalents are invested in high grade certificates of deposits with major U.S., European and Israeli banks. Generally, cash and cash equivalents and bank deposits may be redeemed and therefore minimal credit risk exists with respect to them. Nonetheless, deposits with these banks exceed the Federal Deposit Insurance Corporation ( FDIC ) insurance limits or similar limits in foreign jurisdictions, to the extent such deposits are even insured in such foreign jurisdictions. While the Company monitors on a systematic basis the cash and cash equivalent balances in the operating accounts and adjust the balances as appropriate, these balances could be impacted if one or more of the financial institutions with which the Company deposit fails or is subject to other adverse conditions in the financial or credit markets. To date the Company has experienced no loss of principal or lack of access to its invested cash or cash equivalents; however, the Company can provide no assurance that access to its invested cash and cash equivalents will not be affected if the financial institutions in which the Company hold its cash and cash equivalents fail. Furthermore, the Company holds an investment portfolio consisting principally of corporate bonds and securities. The Company intends, and has the ability, to hold such investments until recovery of temporary declines in market value or maturity; however, the Company can provide no assurance that it will recover declines in the market value of its investments.

Interest income was \$3,329 in 2008, \$2,863 in 2009 and \$3,724 in 2010. The Company is exposed primarily to fluctuations in the level of U.S. and EMU interest rates. To the extent that interest rates rise, fixed interest investments may be adversely impacted, whereas a decline in interest rates may decrease the anticipated interest income for variable rate investments.

The Company is exposed to financial market risks, including changes in interest rates. The Company typically does not attempt to reduce or eliminate its market exposures on its investment securities because the majority of its investments are short-term.

The Company's trade receivables are geographically diverse and are derived from sales to OEMs, mainly in the United States, Europe and Asia. Concentration of credit risk with respect to trade receivables is limited by credit limits, ongoing credit evaluation and account monitoring procedures. The Company performs ongoing credit evaluations of its customers and to date has not experienced any material losses. The Company makes judgments on its ability to collect outstanding receivables and provides allowances for the portion of receivables for which collection becomes doubtful. Provisions are made based upon a specific review of all significant outstanding receivables. In determining the provision, the Company considers the expected collectability of receivables. Allowance for doubtful accounts amounted to \$700 and \$25 as of December 31, 2009 and 2010, respectively.

The Company has no off-balance-sheet concentration of credit risk.

***Derivative and hedging activities:***

The Company implemented the requirements of FASB ASC No. 815, *Derivatives and Hedging* which requires companies to recognize all of their derivative instruments as either assets or liabilities in the statement of financial position at fair value. The accounting for changes in fair value (i.e., gains or losses) of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging transaction and further, on the type of hedging transaction. For those derivative instruments that are designated and qualify as hedging instruments, a company must designate the hedging instrument, based upon the exposure being hedged, as a fair value hedge, cash flow hedge, or a hedge of a net investment in a foreign operation. Due to the Company's global operations, it is exposed to foreign currency exchange rate fluctuations in the normal course of its business. The Company's treasury policy allows it to offset the risks associated with the effects of certain foreign currency exposures through the purchase of foreign exchange forward or option contracts ( *Hedging Contracts* ). The policy, however, prohibits the Company from

speculating on such Hedging Contracts for profit. To protect against the increase in value of forecasted foreign currency cash flow resulting from salaries paid in currencies other than the U.S. dollar during the year, the Company instituted a foreign currency cash flow hedging program. The Company hedges portions of the anticipated payroll of its non-U.S. employees denominated in the currencies other than the U.S. dollar for a period of one to twelve months with Hedging Contracts. Accordingly, when the dollar strengthens against the foreign currencies, the decline in present value of future foreign currency expenses is offset by losses in the fair value of the Hedging Contracts. Conversely, when the dollar weakens, the increase in the present value of future foreign currency expenses is offset by gains in the fair value of the Hedging Contracts. These Hedging Contracts are designated as cash flow hedges and are all effective as hedges of these expenses.

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For derivative instruments that are designated and qualify as a cash flow hedge (i.e., hedging the exposure to variability in expected future cash flows that is attributable to a particular risk), the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income (loss) and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Any gain or loss on a derivative instrument in excess of the cumulative change in the present value of future cash flows of the hedged item is recognized in current earnings during the period of change. As of December 31, 2009 and 2010, the notional principal amount of the Hedging Contracts to sell U.S. dollars held by the Company was \$5,800 and \$3,997, respectively.

Other derivative instruments that are not designated as hedging instruments consist of forward contracts that the Company uses to hedge monetary assets denominated in currencies other than the U.S. dollar. Gains and losses on these contracts as well as related costs are included in financial income, net, along with the gains and losses of the related hedged item. As of December 31, 2009 and 2010, the notional principal amount of the foreign exchange contracts to sell NIS held by the Company was \$0 and \$13,246, respectively.

**Advertising expenses:**

Advertising expenses are charged to consolidated statements of operations as incurred. Advertising expenses for the years ended December 31, 2008, 2009 and 2010 were \$720, \$438 and \$489, respectively.

**Treasury stock:**

The Company repurchases its common stock from time to time pursuant to a board-authorized share repurchase program through open market purchases, privately negotiated transactions and repurchase plans in accordance with Rules 10b5-1 and 10b-18 of the United States Securities Exchange Act of 1934, as amended.

The repurchases of common stock are accounted for as treasury stock, and result in a reduction of stockholders' equity. When treasury shares are reissued, the Company accounts for the reissuance in accordance with FASB ASC No. 505-30, Treasury Stock and charges the excess of the repurchase cost over issuance price using the weighted average method to accumulated deficit. In the case where the repurchase cost over issuance price using the weighted average method is lower than the issuance price, the Company credits the difference to additional paid-in capital.

**Net income per share of common stock:**

Basic net income per share is computed based on the weighted average number of shares of common stock outstanding during each year. Diluted net income per share is computed based on the weighted average number of shares of common stock outstanding during each year, plus dilutive potential shares of common stock considered outstanding during the year, in accordance with FASB ASC No. 260, Earnings Per Share.

(in thousands except per share data)	<b>Year ended December 31,</b>		
	<b>2008</b>	<b>2009</b>	<b>2010</b>
<b>Numerator:</b>			
Numerator for basic and diluted net income per share	\$ 8,565	\$ 8,346	\$ 11,378
<b>Denominator:</b>			
Denominator for basic net income per share	20,009	19,717	21,251
Effect of employee stock options	566	694	1,179
Denominator for diluted net income per share	20,575	20,411	22,430
Basic net income per share	\$ 0.43	\$ 0.42	\$ 0.54
Diluted net income per share	\$ 0.42	\$ 0.41	\$ 0.51



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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
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The weighted-average number of shares related to the outstanding options excluded from the calculation of diluted net income per share, since their effect was anti-dilutive, were 1,442,691, 1,688,811 and 68,718 shares for the years ended December 31, 2008, 2009 and 2010, respectively.

**Recently issued accounting standards:**

In February 2010, the FASB issued ASU No. 2010-09, Subsequent Events ( ASU No. 2010-09 ). The amendment removes the requirement for an SEC filer to disclose a date through which subsequent events have been evaluated in both issued and revised financial statements. The amendment is effective upon issuance and as such the Company adopted ASU No. 2010-09 during the first quarter of 2010. The adoption did not have a material impact on the financial statements.

In January 2010, the FASB issued ASU No. 2010-06, Improving Disclosures about Fair Value Measurements, which requires disclosures about inputs and valuation techniques used to measure fair value, as well as disclosures about significant transfers, beginning in the first quarter of 2010. Additionally, these amended standards require presentation of disaggregated activity within the reconciliation for fair value measurements using significant unobservable inputs (Level 3), beginning in the first quarter of 2011. The adoption did not have impact on the financial statements.

In October 2009, the FASB issued a new accounting standard, ASU No. 2009-13 Multiple-Deliverable Revenue Arrangements, which provides guidance for arrangements with multiple deliverables. Specifically, the new standard requires an entity to allocate consideration at the inception of an arrangement to all of its deliverables based on their relative selling prices. In the absence of the vendor-specific objective evidence or third-party evidence of the selling prices, consideration must be allocated to the deliverables based on management's best estimate of the selling prices. In addition, the new standard eliminates the use of the residual method of allocation. In October 2009, the FASB also issued a new accounting standard, ASU No. 2009-14, Certain Revenue Arrangements That Include Software Elements, which changes revenue recognition for tangible products containing software and hardware elements. Specifically, tangible products containing software and hardware that function together to deliver the tangible products' essential functionality are scoped out of the existing software revenue recognition guidance and will be accounted for under the multiple-element arrangements revenue recognition guidance discussed above. Both standards will be effective for the Company in the first quarter of 2011. This guidance is not expected to have impact on the financial statements.

**NOTE 2: MARKETABLE SECURITIES**

The following is a summary of available-for-sale marketable securities at December 31, 2009 and 2010:

	<b>As at December 31, 2010</b>			
	<b>Amortized cost</b>	<b>Gross unrealized gains</b>	<b>Gross unrealized losses</b>	<b>Fair value</b>
Certificates of deposits	\$ 5,358	\$ 3	\$	\$ 5,361
Corporate bonds and securities	68,377	328	(192)	68,513
	\$ 73,735	\$ 331	\$ (192)	\$ 73,874

  

	<b>As at December 31, 2009</b>			
	<b>Amortized cost</b>	<b>Gross unrealized gains</b>	<b>Gross unrealized losses</b>	<b>Fair value</b>

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Certificates of deposits	\$ 1,842	\$ 6	\$ (1)	\$ 1,847
U.S. government and agency securities	1,934	16		1,950
Corporate bonds and securities	44,413	318	(90)	44,641
	\$ 48,189	\$ 340	\$ (91)	\$ 48,438

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The following table summarizes the Company's investments in marketable securities by the contractual maturity date of the security:

	As at December 31, 2010			Fair value
	Amortized cost	Gross unrealized gains	Gross unrealized losses	
Due in one year or less	\$ 31,267	\$ 115	\$ (23)	\$ 31,359
Due after one year to three years	42,468	216	(169)	42,515
	\$ 73,735	\$ 331	\$ (192)	\$ 73,874

Of the unrealized losses outstanding as of December 31, 2010, \$3 of the unrealized losses was outstanding for more than 12 months and \$189 of the unrealized losses was outstanding for less than 12 months. The total fair value of marketable securities with outstanding unrealized losses for more than 12 months as of December 31, 2010 amounted to \$1,154, and of marketable securities with outstanding unrealized losses for less than 12 months amounted to \$27,249. Of the unrealized losses outstanding as of December 31, 2009, the entire amount of \$91 was outstanding for less than 12 months. The total fair value of marketable securities with outstanding unrealized losses as of December 31, 2009 amounted to \$15,412.

As of December 31, 2009 and 2010, management believes the impairments are not other than temporary and therefore were recorded in accumulated other comprehensive income (loss). The Company has no intent to sell these marketable securities and it is more likely than not that the Company will not be required to sell these marketable securities prior to the recovery of the entire amortized cost basis.

Proceeds from maturity and sales of available-for-sale securities during 2009 and 2010 were \$31,587 and \$32,479, respectively. Gross realized gains and losses from the sale of available-for-sale securities during 2010 were \$73 and \$38, respectively. Gross realized gains and losses from the sale of available-for-sale securities during 2009 were \$45 and \$66, respectively. The Company determines realized gains or losses on the sale of marketable securities on a specific identification method, and reflects such gains and losses as a component of financial income, net, in the Company's consolidated statements of income.

**NOTE 3: FAIR VALUE OF FINANCIAL INSTRUMENTS**

FASB ASC No. 820, Fair Value Measurements and Disclosures defines fair value, establishes a framework for measuring fair value. Fair value is an exit price, representing the amount that would be received for selling an asset or paid for the transfer of a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability. A three-tier fair value hierarchy is established as a basis for considering such assumptions and for inputs used in the valuation methodologies in measuring fair value:

- Level 1 Unadjusted quoted prices in active markets that are accessible on the measurement date for identical, unrestricted assets or liabilities;
- Level 2 Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and
- Level 3 Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The Company measures its bank deposits, marketable securities and foreign currency derivative contracts at fair value. Bank deposits and marketable securities are classified within Level 1 or Level 2 because they are valued using quoted market prices or alternative pricing sources and models utilizing market observable inputs. Foreign currency

derivative contracts are classified within Level 2 as the valuation inputs are based on quoted prices and market observable data of similar instruments.

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The table below sets forth the Company's assets and liabilities measured at fair value by level within the fair value hierarchy. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

<b>Description</b>	<b>December 31, 2010</b>	<b>Level I</b>	<b>Level II</b>	<b>Level III</b>
Assets:				
Short term bank deposits	\$ 24,807	\$	\$ 24,807	\$
Marketable securities:				
Certificates of deposits	5,361	4,316	1,045	
Corporate bonds and securities	68,513		68,513	
Foreign exchange contracts	241		241	
Long term bank deposits	15,173		15,173	
Liabilities:				
Foreign exchange contracts	709		709	

<b>Description</b>	<b>December 31, 2009</b>	<b>Level I</b>	<b>Level II</b>	<b>Level III</b>
Assets:				
Short term bank deposits	\$ 40,056	\$	\$ 40,056	\$
Marketable securities:				
Certificates of deposits	1,847		1,847	
U.S. government and agency securities	1,950		1,950	
Corporate bonds and securities	44,641		44,641	
Foreign exchange contracts	128		128	
Liabilities:				
Foreign exchange contracts	27		27	

**NOTE 4: PROPERTY AND EQUIPMENT, NET**

Composition of assets, grouped by major classifications, is as follows:

	<b>As at December 31, 2009</b>	<b>2010</b>
Cost:		
Computers, software and equipment	\$ 11,082	\$ 11,682
Office furniture and equipment	904	925
Leasehold improvements	668	775
	12,654	13,382
Less Accumulated depreciation	(11,506)	(12,034)
Depreciated cost	\$ 1,148	\$ 1,348

Depreciation expenses were \$673, \$488 and \$528 for the years ended December 31, 2008, 2009 and 2010, respectively.

**NOTE 5: GOODWILL**

	<b>As at December 31,</b>	
	<b>2009</b>	<b>2010</b>
Gross carrying amount	\$ 38,398	\$ 38,398
Accumulated impairment loss/ asset write down	1,900	1,900
	\$ 36,498	\$ 36,498

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**NOTE 6: PREPAID EXPENSES AND OTHER ACCOUNTS RECEIVABLE**  
**PREPAID EXPENSES**

	<b>As at December 31,</b>	
	<b>2009</b>	<b>2010</b>
Prepaid leased design tools	\$ 1,180	\$ 306
Prepaid directors and officers insurance	91	37
Prepaid car leases	174	183
Prepaid rent	276	231
IT consumables	233	29
Other prepaid expenses	58	47
	<b>\$ 2,012</b>	<b>\$ 833</b>

**OTHER ACCOUNTS RECEIVABLE**

	<b>As at December 31,</b>	
	<b>2009</b>	<b>2010</b>
Taxes	\$ 2,135	\$ 2,242
Interest receivable	776	1,014
Foreign exchange contracts	128	241
Other	294	279
	<b>\$ 3,333</b>	<b>\$ 3,776</b>

**NOTE 7: ACCRUED EXPENSES AND OTHER PAYABLES**

	<b>As at December 31,</b>	
	<b>2009</b>	<b>2010</b>
Accrued compensation and benefits	\$ 6,506	\$ 6,937
Engineering accruals	701	782
Professional fees	1,017	763
Income tax payable	46	70
Foreign exchange contracts	27	709
Other accruals	1,438	1,260
	<b>\$ 9,735</b>	<b>\$ 10,521</b>

**NOTE 8: STOCKHOLDERS EQUITY**

*a. Common stock:*

Holder of common stock are entitled to one vote per share on all matters to be voted upon by the Company's stockholders. In the event of liquidation, dissolution or winding up, holders of common stock are entitled to share ratably in all of the Company's assets. The Board of Directors may declare a dividend out of funds legally available

therefore and the holders of common stock are entitled to receive ratably any such dividends. Holders of common stock have no preemptive rights or other subscription rights to convert their shares into any other securities. During 2008, 2009 and 2010, the Company issued 250,892, 1,038,538 and 2,234,422 shares of common stock under its stock option and purchase programs for a consideration of \$1,636, \$6,719 and \$15,671, respectively.

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*b. Preferred stock:*

The Company is authorized to issue up to 5,000,000 shares of blank check preferred stock, par value \$0.001 per share. Such preferred stock may be issued by the Board of Directors from time to time in one or more series, with such designations, preferences and relative, participating, optional or other special rights of such series, and any qualifications, limitations or restrictions thereof, including the dividend rights, dividend rates, conversion rights, exchange rights, voting rights, rights and terms of redemption (including sinking and purchase fund provisions), redemption price or prices, dissolution preferences, rights in respect of any distribution of assets of any wholly unissued series of preferred stock, and number of shares constituting any such series and the designation thereof.

*c. Share repurchase program:*

In August 2008, the Company announced that its Board of Directors approved a share repurchase program for up to 1 million shares of common stock. In September 2008, the Company announced that it adopted a share repurchase plan in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, to repurchase up to 500,000 of the one million shares of common stock authorized by the Board for repurchase, which plan was fully utilized during the fourth quarter of 2008. In February 2009, the Company's Board of Directors approved the adoption of another 10b5-1 plan, authorizing the repurchase of 200,064 shares of its common stock, representing the remaining shares available for repurchase pursuant to the one-million board-authorized share repurchase program. In October 2009, the Company's Board of Directors authorized the termination of such 10b5-1 plan such that the 106,409 shares of common stock that remained available for repurchase under the plan were repurchasable pursuant to Rule 10b-18 of the Securities Exchange Act of 1934, as amended. In May 2010, the Company announced that its board of directors approved the expansion of its share repurchase program by another two million shares of common stock, with one million shares available for repurchase in accordance with Rule 10b5-1, and one million shares available for repurchase in accordance with Rule 10b-18. As of December 31, 2010, 1,966,700 shares of common stock remained authorized for repurchase pursuant to the Company's share repurchase program.

In 2008, 2009 and 2010, the Company repurchased 752,763, 140,828 and 139,709 shares, respectively, of common stock at an average purchase price of \$7.73, \$5.85 and \$11.22 per share, respectively, for an aggregate purchase price of \$5,821, \$823 and \$1,567, respectively.

Repurchases of common stock are accounted for as treasury stock, and result in a reduction of stockholders' equity. When treasury shares are reissued, the Company charges the excess of the repurchase cost over issuance price using the weighted average method to accumulated deficit. In the event the repurchase cost using the weighted average method is lower than the issuance price, the Company credits the difference to additional paid-in capital.

In 2008, 2009 and 2010, the Company issued 92,568, 801,023 and 139,709 shares, respectively, of common stock, out of treasury stock, to employees who exercised their stock options or purchased shares from the Company's 2002 Employee Stock Purchase Plan (ESPP).

*d. Employee and non-employee stock plans:*

The Company grants stock options to employees and non-employee directors of the Company and its subsidiaries and provides the right to purchase stock pursuant to the ESPP to employees of the Company and its subsidiaries. Most of the options granted under these plans have been granted at the fair market value of the Company's common stock on grant date.

A summary of the Company's stock option activity and related information for the year ended December 31, 2010, is as follows:

Number of options	Weighted average exercise price	Weighted average remaining	Aggregate intrinsic value
----------------------	------------------------------------------	----------------------------------	---------------------------------

				<b>contractual</b>		
				<b>term</b>		
Outstanding at the beginning of the year	3,965,655	\$	7.66			
Granted	193,000		12.48			
Exercised	(2,052,276)		7.11			
Forfeited or expired	(65,301)		8.47			
Outstanding at the end of the year	2,041,078	\$	8.65	4.4	\$	24,186,144
Vested or expected to vest as of December 31	1,977,993	\$	8.64	4.3	\$	23,467,268
Exercisable as of December 31	1,082,940	\$	8.12	3.8	\$	13,406,330

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The weighted average fair value of options granted during the twelve months ended December 31, 2008, 2009 and 2010 was \$3.1, \$3.3 and \$4.9 per share, respectively. The total intrinsic value of options exercised during the years ended December 31, 2008, 2009 and 2010 was \$231, \$3,610 and \$18,410, respectively.

The options granted to employees and non-employee directors of the Company and its subsidiaries which were outstanding as of December 31, 2010 have been classified into a range of exercise prices as follows:

Exercise price (range)	Options outstanding as of December 31, 2010	Weighted average remaining contractual life (years)	Weighted average exercise price	Options exercisable as of December 31, 2010	Weighted average exercise price of options exercisable
5.50-6.99	351,098	4.4	\$ 6.61	205,898	\$ 6.34
7.22-7.97	394,890	3.1	7.54	309,214	7.46
8.03-8.68	563,994	4.5	8.43	247,414	8.41
9.10-9.80	548,096	4.3	9.69	320,414	9.68
11.17-17.56	183,000	6.4	12.54		
	2,041,078	4.4	\$ 8.65	1,082,940	\$ 8.12

**2003 Director Stock Option Plan**

The Company's 2003 Director Stock Option Plan (the Director Plan) was adopted by the Board of Directors in April 2003 and by the stockholders in June 2003. Up to 700,000 shares of common stock, subject to adjustment in the event of stock splits and other similar events, were reserved for issuance under the Director Plan, which became effective on June 18, 2003.

A summary of activities relating to options granted to purchase common stock under the Director Plan is as follows:

	Year ended December 31, 2010	
	Number of options	Weighted average exercise price
Outstanding at the beginning of the year	602,500	\$ 7.14
Granted	13,000	12.60
Exercised	(419,250)	7.10
Forfeited or expired		
Outstanding at the end of the year	196,250	\$ 7.60

The Director Plan provides for the grant of nonqualified stock options to non-employee directors. Options must be granted at an exercise price equal to the fair market value of the common stock on the date of grant. Options may not be granted for a term in excess of ten years. The Director Plan permits the following forms of payment of the exercise price of options: (i) payment by cash or certified or bank check, or (ii) delivery to the Company of an irrevocable undertaking by a broker to deliver sufficient funds or delivery to the Company of irrevocable instructions to a broker to deliver sufficient funds.

On June 18, 2003, each non-employee director of the Company's Board of Directors was granted an option to purchase 38,000 shares of common stock. Any person who subsequently becomes a non-employee director of the Company will automatically be granted an option to purchase 38,000 shares of common stock. Each option will vest as to 25% of the shares underlying the option on each anniversary of the option grant.

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On June 18, 2003, each non-employee director who had served on the Company's Board of Directors for at least six months was granted an additional option to purchase 13,000 shares of common stock. Also on that date, any non-employee director who had served as a chairperson of a committee of the Company's Board of Directors for at least six (6) months was granted an option to purchase 13,000 shares of common stock. Under the terms of the Director Plan, on June 30 of each year, beginning in 2004, each non-employee director who has served on the Company's Board of Directors for at least six (6) months as of such date will automatically be granted an option to purchase 13,000 shares of common stock, and each non-employee director would receive an option to purchase 13,000 shares of common stock for each committee on which he or she had served as chairperson for at least six months prior to such date. On May 9, 2005, the Company's Board of Directors approved granting the Chairman of the Board an additional option to purchase 15,000 shares of common stock on an annual basis.

Starting in 2007, options to non-employee directors were mostly no longer granted from the Director Plan as a result of an insufficient number of authorized shares under the Director Plan for the automatic director grants. Options to purchase shares of common stock were granted to non-employee directors from the Company's 2000 Stock Incentive Plan (the 2000 Plan) and from the Company's 2002 Stock Incentive Plan (the 2002 Plan). As of December 31, 2010, no options to purchase shares of common stock were available for grant under the Director Plan.

The Company's Board of Directors may grant additional options to purchase common stock with a vesting schedule to be determined by the Board of Directors in recognition of services provided by a non-employee director in his or her capacity as a director.

The Company's Board of Directors or a committee thereof has authority to administer the Director Plan. The Company's Board of Directors has the authority to adopt, amend and repeal the administrative rules, guidelines and practices relating to the Director Plan and to interpret its provisions.

**2002 Stock Incentive Plan**

The Company's 2002 Plan was adopted by the Board of Directors and sole stockholder in July 2002. Up to 3,300,000 shares of common stock, subject to adjustment in the event of stock splits and other similar events, are reserved for issuance under the 2002 Plan.

A summary of activity of options granted to purchase common stock under the 2002 Plan is as follows:

	<b>Year ended December 31, 2010</b>	
	<b>Number of options</b>	<b>Weighted average exercise price</b>
Outstanding at the beginning of the year	1,280,598	\$ 6.28
Granted (*)	31,000	13.43
Exercised	(818,406)	5.73
Forfeited or expired	(17,984)	6.99
Outstanding at the end of the year	475,208	\$ 7.66

(\*) Options to purchase 13,000 shares of common stock were granted to non-employee directors during 2010. The exercise price of such grants was \$12.60.

The 2002 Plan provides for the grant of incentive stock options intended to qualify under Section 422 of the Internal Revenue Code, nonqualified stock options and restricted stock awards. Officers, employees, directors, outside consultants and advisors of the Company and those of the Company's present and future parent and subsidiary

corporations are eligible to receive awards under the 2002 Plan. Under current U.S. tax laws, incentive stock options may only be granted to employees.

Optionees receive the right to purchase a specified number of shares of common stock at a specified option price, subject to the terms and conditions of the option grant. The Company may grant options at an exercise price less than, equal to or greater than the fair market value of common stock on the date of the grant. Under current U.S. tax laws, incentive stock options and options intended to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code may not be granted at an exercise price less than the fair market value of common stock on the date of grant, or less than 110% of the fair market value in the case of incentive stock options granted to optionees holding more than 10% of the voting power of the Company's securities. The 2002 Plan permits the Board of Directors to determine how optionees may pay the exercise price of their options, including by cash, check or in connection with a cashless exercise through a broker, by surrender of shares of common stock, or by any combination of the permitted forms of payment.

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The Company's Board of Directors and a committee thereof have the authority to administer the 2002 Plan. The Company's Board of Directors or its compensation committee has the authority to adopt, amend and repeal the administrative rules, guidelines and practices relating to the 2002 Plan and to interpret its provisions.

As of December 31, 2010, options to purchase 915,735 shares of common stock were available for grant under the 2002 Plan.

***2000 Stock Incentive Plan***

In July 2000, the Company adopted the 2000 Plan. By its terms, the 2000 Plan expired in July 2010.

A summary of activity of options granted to purchase common stock under the 2000 Plan is as follows:

	<b>Year ended December 31, 2010</b>	
	<b>Number of options</b>	<b>Weighted average exercise price</b>
Outstanding at the beginning of the year	2,082,557	\$ 8.66
Granted (*)	149,000	12.28
Exercised	(814,620)	8.49
Forfeited or expired	(47,317)	9.04
Outstanding at the end of the year	1,369,620	\$ 9.14

(\*) Options to purchase 106,000 shares of common stock were granted to non-employee directors during 2010. The exercise price of such grants was \$12.60.

Generally, options granted under stock incentive plans vest at rates of 25% to 50% of the shares underlying the option after one year and the remaining shares vest in equal portions over the following 4 to 12 quarters, such that all shares are vested after two to four years. Options granted to non-employee directors will vest as to 25% of the shares underlying the option on each anniversary of the option grant.

As of December 31, 2010, options to purchase 20,913 shares of common stock were unused under the 2000 Plan.

***2002 Employee Stock Purchase Plan ( ESPP )***

The ESPP was adopted by the Company's Board of Directors and sole stockholder in July 2002. The ESPP is intended to qualify as an Employee Stock Purchase Plan under Section 423 of the U.S. Internal Revenue Code and is intended to provide the Company's employees with an opportunity to purchase shares of common stock through payroll deductions. At the annual meeting of stockholders held on July 18, 2006, the stockholders approved an increase of 500,000 shares of common stock under the ESPP. At the annual meeting of stockholders held on June 2, 2009, the stockholders approved an increase of 650,000 shares of common stock. Accordingly, an aggregate of 2,150,000 shares of common stock (subject to adjustment in the event of future stock splits, future stock dividends or other similar changes in the common stock or the Company's capital structure) are reserved for issuance. As of December 31, 2010, 517,550 shares of common stock were available for future issuance under the ESPP. In 2008, 2009 and 2010, the Company issued 168,831, 168,015 and 182,146 shares of common stock to employees under the ESPP for consideration of \$1,082, \$979 and \$1,087, respectively.

All of the Company's employees who are regularly employed for more than five months in any calendar year and work 20 hours or more per week are eligible to participate in the ESPP. Non-employee directors, consultants, and employees subject to the rules or laws of a foreign jurisdiction that prohibit or make impractical their participation in an employee stock purchase plan are not eligible to participate in the ESPP.



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The ESPP designates offer periods, purchase periods and exercise dates. Offer periods generally will be overlapping periods of 24 months. Purchase periods generally will be six-month periods. Exercise dates are the last day of each purchase period. In the event the Company merges with or into another corporation, sells all or substantially all of the Company's assets, or enters into other transactions in which all of the Company's stockholders before the transaction own less than 50% of the total combined voting power of the Company's outstanding securities following the transaction, the Company's Board of Directors or a committee designated by the Board may elect to shorten the offer period then in progress.

The price per share at which shares of common stock may be purchased under the ESPP during any purchase period is the lesser of:

85% of the fair market value of common stock on the date of grant of the purchase right, which is the commencement of an offer period; or

85% of the fair market value of common stock on the exercise date, which is the last day of a purchase period.

The participant's purchase right is exercised in the above noted manner on each exercise date arising during the offer period unless, on the first day of any purchase period, the fair market value of common stock is lower than the fair market value of common stock on the first day of the offer period. If so, the participant's participation in the original offer period will be terminated, and the participant will automatically be enrolled in the new offer period effective the same date.

The ESPP is administered by the Board of Directors or a committee designated by the Board, which will have the authority to terminate or amend the plan, subject to specified restrictions, and otherwise to administer and resolve all questions relating to the administration of the plan.

*e. Dividend policy:*

The Company has never declared or paid any cash dividends on its capital stock and does not anticipate paying any cash dividends in the foreseeable future.

**NOTE 9: DERIVATIVES AND HEDGING ACTIVITIES**

The fair value of the Company's outstanding derivative instruments is as follows:

	<b>As at December 31,</b>	
	<b>2009</b>	<b>2010</b>
<b>Derivative assets:</b>		
Derivatives designated as cash flow hedging instruments:		
Foreign exchange option contracts	\$ 103	\$ 151
Foreign exchange forward contracts	25	90
<b>Total</b>	<b>\$ 128</b>	<b>\$ 241</b>
<b>Derivative liabilities:</b>		
Derivatives designated as cash flow hedging instruments:		
Foreign exchange forward contracts	\$ 27	\$
Derivatives not designated as hedging instruments:		
Foreign exchange forward contracts		709
<b>Total</b>	<b>\$ 27</b>	<b>\$ 709</b>

The Company recorded the fair value of derivative assets in prepaid expenses and other accounts receivable and the fair value of derivative liabilities in accrued expenses and other payables in the Company's consolidated balance sheet.

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The increase (decrease) in gains recognized in accumulated other comprehensive income (loss) on derivatives, before tax effect, is as follows:

	Year ended December 31,		
	2008	2009	2010
Derivatives designated as cash flow hedging instruments:			
Foreign exchange option contracts	\$ (22)	\$ (209)	\$ 176
Foreign exchange forward contracts	122	52	143
	\$ 100	\$ (157)	\$ 319

The gains (losses) reclassified from accumulated other comprehensive income (loss) into income, are as follows:

	Year ended December 31,		
	2008	2009	2010
Derivatives designated as cash flow hedging instruments:			
Foreign exchange option contracts	\$ 108	\$ 226	\$ (128)
Foreign exchange forward contracts	(128)	(113)	(51)
	\$ (20)	\$ 113	\$ (179)

The Company recorded in cost of revenues and operating expenses a net gain of \$20, a net loss of \$113 and a net gain of \$179 during the years ended December 31, 2008, 2009 and 2010, respectively, related to its Hedging Contracts. In addition, the Company recorded in financial income, net, a loss of \$709 during the year ended December 31, 2010, related to derivatives not designated as hedging instruments. There were no derivatives not designated as hedging instruments during the years 2008 and 2009.

**NOTE 10: GEOGRAPHIC INFORMATION AND MAJOR CUSTOMER DATA**

*a. Summary information about geographic areas:*

FASB ASC No. 280, Segment Reporting, establishes standards for reporting information about operating segments. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. The Company manages its business on a basis of one reportable segment: the licensing of intellectual property to semiconductor companies and electronic equipment manufacturers (see Note 1 for a brief description of the Company's business). The following is a summary of operations within geographic areas:

	Year ended December 31,		
	2008	2009	2010
Revenues based on customer location:			
United States	\$ 5,276	\$ 5,982	\$ 9,326
Europe, Middle East (1) (2) (3)	22,278	17,843	18,825
Asia Pacific (4) (5)	12,811	14,642	16,760
	\$ 40,365	\$ 38,467	\$ 44,911

(1) Germany \*) \*) \$ 8,670

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(2) Switzerland	\$	5,946		*)	\$	6,163
(3) Sweden	\$	8,019	\$	7,454		*)
(4) China		*)	\$	6,420	\$	11,098
(5) Japan	\$	5,144	\$	4,455		*)

\*) Less than 10%

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	<b>2008</b>	<b>December 31, 2009</b>	<b>2010</b>
Long-lived assets by geographic region:			
United States	\$ 28	\$ 25	\$ 35
Ireland (*)	36	69	47
Israel	1,188	1,044	1,260
Other	19	10	6
	\$ 1,271	\$ 1,148	\$ 1,348

(\*) The Company recorded a loss of \$138 in 2008 related to the disposal of SATA-related fixed assets in connection with the restructuring of SATA activities associated with its Irish subsidiary.

*b. Major customer data as a percentage of total revenues:*

The following table sets forth the customers that represented 10% or more of the Company's total revenues in each of the periods set forth below:

	<b>Year ended December 31,</b>		
	<b>2008</b>	<b>2009</b>	<b>2010</b>
Customer A	*)	20%	16%
Customer B	*)	13%	18%
Customer C	*)	*)	19%
Customer D	20%	*)	*)

\*) Less than 10%

*c. Information about Products and Services:*

The following table sets forth the products and services that represented 10% or more of the Company's total revenues in each of the periods set forth below:

	<b>Year ended December 31,</b>		
	<b>2008</b>	<b>2009</b>	<b>2010</b>
CEVA-X family	27%	40%	32%
CEVA TeakLite family	38%	35%	48%
CEVA Teak family	15%	13%	12%

The Company expects these products will continue to generate a significant portion of its revenues for 2011. The remaining amount consists of other families of products and services that each represented less than 10% of total revenues.

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**NOTE 11: SELECTED STATEMENTS OF OPERATIONS DATA**

Financial income, net:

	<b>Year ended December 31,</b>		
	<b>2008</b>	<b>2009</b>	<b>2010</b>
Interest income	\$ 3,329	\$ 2,863	\$ 3,724
Gain (loss) on available-for-sale marketable securities, net	(287)	(21)	35
Amortization of premium on available-for-sale marketable securities, net	(179)	(652)	(1,603)
Foreign exchange loss, net	(134)	(142)	(61)
	\$ 2,729	\$ 2,048	\$ 2,095

Other income, net:

	<b>Year ended December 31,</b>		
	<b>2008</b>	<b>2009</b>	<b>2010</b>
Gain on realization of investments	\$ 12,145	\$ 3,712	\$
Gain from sale of a property	4		
Impairment of assets	(138)		
	\$ 12,011	\$ 3,712	\$

On June 23, 2006, the Company divested its GPS technology and associated business to Glonav Inc. ( Glonav ) in return for an equity ownership of 19.9% in Glonav on a fully diluted basis. The Company's valuation of its equity investment in Glonav was \$5,984 based on an independent expert's valuation in consideration of the assets and cash contributed to Glonav. The Company did not have the ability to exercise significant influence over operating and financial policies of Glonav. Since Glonav was a highly leveraged entity and received additional funding to continue its operations after the divestment by the Company, the gain resulting from the divestment of the GPS technology and associated business in the total amount of \$1,751 was deferred. In January 2008, the Company divested its entire equity investment in Glonav following Glonav's acquisition by NXP Semiconductors B.V. ( NXP Semiconductors ) for an initial cash payment of \$85,000, plus up to an additional \$25,000 in cash payable to all of Glonav's stockholders, contingent upon Glonav reaching certain revenue and product development milestones within the two years after the acquisition. In February 2008, the Company received its portion of the initial cash payment, less 10% which has been held in escrow to satisfy indemnification claims and less its portion of certain fees and expenses incurred in connection with the transaction. After the deductions, the Company's portion of the initial cash payment totaled \$14,561. During 2008, the Company received additional payments of \$1,790 in connection with Glonav's achievement of its first, second and third product development milestones. In total, the Company received \$16,351 during 2008 for the equity divestment of Glonav and Glonav's achievement of milestones. In 2008, the Company recorded a capital gain of \$12,118 from the divestment of its equity investment in Glonav (including the deferred gain of \$1,751 resulting from the recognition of the deferred gain, as detailed above). During 2009, the Company received an aggregate payment of \$3,712 and recorded a capital gain of \$3,712 from the divestment of its equity investment in Glonav in connection with Glonav's achievement of the remaining development milestones and in connection with receiving the full escrow amount.

As part of the combination with Parthus in November 2002, the Company acquired a minority investment in a private company (the Portfolio Company ). The Company had no influence or control over the Portfolio Company or any board representation. In December 2003, the Portfolio Company commenced a round of private funding at a significantly reduced valuation to the Company s original investment. As a result, the Company impaired the investment. The Company recorded a gain of \$27 in 2008 from the realization of this minority investment in the Portfolio Company due to proceeds received from the Portfolio Company of the same amount.

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The Company recorded a capital gain of \$4 in 2008 from the sale of a property, and a loss of \$138 in 2008 related to the disposal of SATA-related fixed assets associated with the Company's restructuring of its SATA activities.

**NOTE 12: TAXES ON INCOME**

*a. A number of the Company's operating subsidiaries are taxed at rates lower than U.S. rates.*

*1. Irish Subsidiaries*

The Irish operating subsidiary qualified for a 10% tax rate on its trade until December 31, 2010. After this date, a 12.5% tax rate applies. Another Irish subsidiary qualified for an exemption from income tax as its revenue source was license fees from qualifying patents within the meaning of Section 140 of the Irish Taxes Consolidation Act 1997. This exemption expired on November 24, 2010 and a 12.5% tax rate now applies.

*2. Israeli Subsidiary*

A. Tax benefits under the Law for the Encouragement of Capital Investments, 1959 ( Investment Law ):

According to the Investment Law, CEVA's Israeli subsidiary is entitled to various tax benefits by virtue of the approved enterprise and/or benefited enterprise status granted to a part of its enterprises, as defined by the Investment Law.

According to the provisions of the Investment Law, CEVA's Israeli subsidiary has elected the alternative benefits track the waiver of grants in return for tax exemption and, accordingly, it is tax-exempt for a period of two or four years commencing from the year it first earns taxable income, and is subject to corporate taxes at the reduced rate of 10% to 25%, depending upon the level of foreign ownership of the Company, for an additional period of up to a total of six or eight years from when the tax exemption ends.

The period of reduced tax rate, detailed above, is limited to the earlier of 12 years from the commencement of production, or 14 years from the approval date.

CEVA's Israeli subsidiary's first, second, third, fourth, fifth and sixth plans under the Approved Enterprise status commenced operations in 1994, 1996, 1998, 1999, 2002, and 2004, respectively. The second plan was tax exempt for four years from the first year it had taxable income and is entitled to a reduced corporate tax rate of 10%-25% (based on the percentage of foreign ownership) for an additional period of six years. The other plans are tax exempt for two years from the first year they had taxable income and are entitled to a reduced corporate tax rate of 10%-25% (based on the percentage of foreign ownership) for an additional period of eight years. The tax benefit under the first, second, third and fourth plans have expired.

On April 1, 2005, an amendment to the Investment Law came into effect (the Amendment ) and significantly changed the provisions of the Investment Law. The Amendment included revisions to the criteria for investments qualified to receive tax benefits as an Approved Enterprise. The Amendment applies to new investment programs and investment programs commencing after 2004, and does not apply to investment programs approved prior to December 31, 2004, and therefore benefits included in any certificate of approval that was granted before the Amendment came into effect will remain subject to the provisions of the Investment Law as they were in effect on the date of such approval.

The Amendment simplifies the approval process for the Approved Enterprise. As a result of the Amendment, it is no longer necessary for a company to approach the Investment Center in order to receive the tax benefits previously available under the alternative benefits track. Rather, a company may claim the tax benefits offered by the Investment Law directly in its tax returns or by notifying the Israeli Tax Authority within 12 months from the end of that year ( the year of election ), provided that its facilities meet the criteria for tax benefits set out by the Amendment. An enterprise that receives tax benefits under the Amendment is called a Benefited Enterprise, rather than the previous terminology of Approved Enterprise.

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The seventh and eighth Benefited Enterprise programs (commenced in 2007 and 2010, respectively) of CEVA's Israeli subsidiary is subject to the provisions of the Amendment.

During 2006, CEVA's Israeli subsidiary received an approval for the erosion of tax basis in respect to its fifth and sixth plans, and during 2008, CEVA's Israeli subsidiary's received an approval for the erosion of tax basis in respect to its second, third and fourth plans. These approvals resulted in increasing the taxable income attributed to the eighth plan, which is currently in effect, and since the eighth plan is tax exempt for the years 2010 and 2011, as compared to the previous plans, which are subject to a reduced corporate tax rate of 10%-25%, it will result in a decrease in the effective tax rate.

The principal benefits by virtue of the Investment Law are:

**X. Tax benefits and reduced tax rates:**

Since CEVA's Israeli subsidiary is operating under more than one approval, its effective tax rate is the result of a weighted combination of the various applicable rates.

The Company's Board of Directors has determined that tax-exempt income earned by the Israeli subsidiary's Approved Enterprise and Benefited Enterprise programs will not be distributed as dividends, and the Israeli subsidiary intends to reinvest the amount of its tax exempt income. Accordingly, no deferred income taxes have been provided on income attributable to the Israeli subsidiary's Approved Enterprise and Benefited Enterprise programs as the undistributed tax exempt income is essentially permanently reinvested.

In the event CEVA distributes a dividend out of the retained tax exempt profits, such profits will be subject to corporate tax in the year the dividend is distributed, in respect of the gross amount of the dividend distributed and at a rate that would have been applicable had the Company not elected the alternative benefits track (10%-25%, depending on the level of foreign investment in the Company). In addition, the dividend recipient is subject to tax at a reduced rate of 15% applicable to dividends from Approved Enterprises if the dividend is distributed during the exemption period or within 12 years thereafter. This tax must be withheld by CEVA at the source. However, in the event that the Company qualifies as a Foreign Investors Company, there would be no such limitation.

As a result of the Amendment, tax-exempt income generated from a Benefited Enterprise under the provisions of the Amendment will subject the Company to taxes upon distribution or liquidation, and the Company may be required to record deferred tax liability with respect to such tax-exempt income. As of December 31 2010, the Company generated exempt income under the provisions of the Investment Law which in the case of distribution or liquidation of the Israeli subsidiary would result in the Israeli subsidiary being taxed at the reduced corporate tax rate of 10%, which in turn will generate tax liabilities of \$967.

Income from sources other than the Approved Enterprise and Benefited Enterprise programs during the benefit period will be subject to tax at the statutory corporate tax rate.

Tax benefits are available under the Amendment to production facilities, which generally are required to derive more than 25% of their business income from export. In order to receive the tax benefits under the Amendment, a company must make an investment in the Benefited Enterprise exceeding a certain percentage or a minimum amount specified in the Investment Law.

**Y. Accelerated depreciation:**

Under the Investment Law, CEVA's Israeli subsidiary is entitled to claim accelerated rates of depreciation on its property and equipment that are included in the Approved Enterprise and Benefited Enterprise programs during the first five tax years of the asset's operation.

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Conditions for the entitlement to the benefits:

The entitlement to the above benefits is conditioned upon the Company's fulfillment of the conditions stipulated by the Investment Law and Amendment, regulations published thereunder and the criteria set forth in the specific certificate of approvals. In the event of the Company's failure to comply with these conditions, the benefits may be canceled, the income generated from the Approved Enterprise and Benefited Enterprise programs could be subject to corporate tax in Israel at the standard corporate tax rate and CEVA's Israeli subsidiary will be required to refund tax benefits already received plus a consumer price index linkage adjustment and interest.

Management believes that as of December 31, 2010, CEVA's Israeli subsidiary met all of the aforementioned conditions.

On December 29, 2010, the Economic Policy Law for 2011-2012 was approved, which included an amendment to the Investment Law (the New Amendment). The New Amendment allows companies to continue compliance with the Investment Law prior to enactment of the New Amendment until the end of the benefits period for the applicable investment plans in lieu of compliance with the New Amendment. CEVA's Israeli subsidiary does not intend to implement the New Amendment in the foreseeable future, and intend to continue to comply with the Investment Law before the enactment of the New Amendment.

B. Israeli corporate tax structure:

The rate of the Israeli corporate tax is as follows: 2008 27%, 2009 26%, 2010 25%. Tax at a reduced rate of 25% applies on capital gains arising after January 1, 2003, instead of the regular tax rate. In July 2009, the Knesset (Israeli Parliament) passed the Law for Economic Efficiency (Amended Legislation for Implementing the Economic Plan for 2009 and 2010), which prescribes, among others, an additional gradual reduction in the rates of the Israeli corporate tax and real capital gains tax starting in 2011 to the following tax rates: 2011 24%, 2012 23%, 2013 22%, 2014 21%, 2015 20%, 2016 and thereafter 18%.

C. Final tax assessments:

CEVA's Israeli subsidiary has received final tax assessments through 2005.

*b. The provision for income taxes is as follows:*

	<b>Year ended December 31,</b>		
	<b>2008</b>	<b>2009</b>	<b>2010</b>
Domestic taxes:			
Current	\$ 3,104	\$ 109	\$ (885)
Deferred	(138)	920	(877)
Foreign taxes:			
Current	817	1,175	2,164
Deferred	18	180	189
	\$ 3,801	\$ 2,384	\$ 591
Income (loss) before taxes on income:			
Domestic	\$ (3,321)	\$ (3,571)	\$ (3,426)
Foreign	15,687	14,301	15,395
	\$ 12,366	\$ 10,730	\$ 11,969



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*c. Reconciliation between the Company's effective tax rate and the U.S. statutory rate:*

	<b>Year ended December 31,</b>		
	<b>2008</b>	<b>2009</b>	<b>2010</b>
Income before taxes on income	\$ 12,366	\$ 10,730	\$ 11,969
Theoretical tax at U.S. statutory rate-35%	4,328	3,756	4,189
Foreign income taxes at rates other than U.S. rate	(4,017)	(3,273)	(4,182)
Changes in foreign tax rates			(1,714)
Subpart F	4,360	1,189	216
Non-deductible items	809	1,008	408
Valuation allowance	(1,187)	(265)	1,633
Other, net	(492)	(31)	41
Taxes on income	\$ 3,801	\$ 2,384	\$ 591

*d. Deferred taxes on income:*

Deferred taxes on income reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets are as follows:

	<b>As at December 31,</b>	
	<b>2009</b>	<b>2010</b>
<b>Deferred tax assets</b>		
Operating loss carryforward	\$ 7,450	\$ 9,067
Accrued expenses	366	397
Temporary differences related to R&D expenses	991	857
Equity-based compensation	495	533
Other		637
Total gross deferred tax assets	9,302	11,491
Valuation allowance	(7,897)	(9,629)
Net deferred tax assets	\$ 1,405	\$ 1,862
<b>Deferred tax liabilities</b>		
Subpart F carryforward	\$ 1,062	\$ 751
Other	106	150
Total gross deferred tax liabilities	\$ 1,168	\$ 901
Net deferred tax assets (*)	\$ 237	\$ 961

(\*) Net deferred tax for the year ended December 31, 2009 from domestic and foreign jurisdictions was \$(851) and \$1,088, respectively.

Net deferred tax for the year ended December 31, 2010 from domestic and foreign jurisdictions was \$77 and \$884, respectively.

The Company and its subsidiaries provide valuation allowances in respect of deferred tax assets resulting principally from the carryforward of tax losses. Management currently believes that it is more likely than not that the deferred tax regarding the carryforward of losses and certain accrued expenses will not be realized in the foreseeable future.

The Company has not provided for federal income tax on approximately \$39 million of undistributed earnings of its foreign subsidiaries since the Company intends to reinvest this amount outside the U.S. indefinitely. The tax impact of repatriating these earnings is not practical to compute.

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**CEVA, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
*(in thousands, except share data)*

*e. Uncertain tax positions*

The Company accounts for its income tax uncertainties in accordance with FASB ASC No. 740 which clarifies the accounting for uncertainties in income taxes recognized in a company's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. A reconciliation of the beginning and ending amount of gross unrecognized tax benefits based on the provisions of FASB ASC No. 740 is as follows (in thousands):

	<b>Year ended December 31, 2010</b>
Beginning of year	\$
Additions for current year tax positions	847
Balance at December 31	\$ 847

As of December 31, 2010, there were \$847 of unrecognized tax benefits that if recognized would affect the annual effective tax rate. The Company did not accrue interest and penalties relating to unrecognized tax benefits in its provision for income taxes because such interest and penalties did not have a material impact on the Company's financial statements.

*f. Tax loss carryforwards:*

Excess tax benefits related to option exercises cannot be recognized until realized through a reduction of current taxes payable. An additional \$3.8 million of net operating loss in relation to excess tax benefits on stock option exercises during the fiscal year ended December 31, 2010 were not recorded, because these benefits have not yet been realized. Such loss carryforwards begin to expire in 2020.

As of December 31, 2010, CEVA and its subsidiaries had net operating loss carryforwards for California income tax purposes of approximately \$5,936, which are available to offset future California taxable income. Such loss carryforwards begin to expire in 2014. As of December 31, 2010, CEVA and its subsidiaries had foreign operating losses only in CEVA's Irish subsidiary of approximately \$68,362, which are available to offset future taxable income. Such foreign operating losses can be carried forward indefinitely for tax purposes. A full valuation allowance was provided in relation to those carryforward tax losses due to the uncertainty of their utilization in the foreseeable future.

g. CEVA files income tax returns in the U.S. federal jurisdiction and various state and local jurisdictions. With few exceptions, CEVA is no longer subject to U.S. federal income tax examinations by tax authorities for the years prior to 2007, and state and local income tax examinations for the years prior to 2006.

**NOTE 13: REORGANIZATION, RESTRUCTURING AND SEVERANCE CHARGE**

The lease for one of the Company's facilities in Dublin, Ireland, known as the Harcourt lease, provided for an aggregate annual rental of 888 Euro (approximately \$1,300) and expired in 2021. On January 18, 2008, the Company signed an assignment agreement with the Harcourt landlord for the surrender and termination of the Harcourt lease. In 2008, the Company paid approximately \$5,900 for the termination of the lease and related termination costs, consisting primarily of legal and professional fees. The Company also successfully managed during the first quarter of 2008 to terminate part of its lease obligation in another office in Limerick, Ireland, where the Company had unused space. The Company recorded in 2008 an aggregate of \$3,537 for the above lease terminations as an additional reorganization expense. As a result of the above lease terminations, the Company had no under-utilized building operating lease obligations starting as of December 31, 2008 or as of December 31, 2010.

In October 2008, the Company's Board of Directors approved a reduction in expenses associated with the Company's SATA activities. In December 2008, the Company's management implemented the reduction with the termination in employment of a number of SATA-related technology engineers across the Company's Irish offices. A one-time

restructuring expense associated with the downsizing of the SATA team in the amount of \$584 was recorded in 2008 in accordance with FASB ASC No. 420 Exit or Disposal Costs Obligation.

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**CEVA, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
*(in thousands, except share data)*

The major components of restructuring and other charges are as follows:

	<b>Severance and related costs</b>	<b>Under-utilized building operating lease obligations</b>	<b>Legal and professional fees</b>	<b>Total</b>
Balance as of December 31, 2007 (1)	\$	\$	\$	\$
Charge, net	663	2,144	230	2,374
Effect of exchange rate	61	3,586	(128)	4,121
Cash outlays	(103)	3	5	69
		(5,733)	(83)	(5,919)
Balance as of December 31, 2008 (2)	\$	\$	\$	\$
Cash outlays	621	(621)	24	645
	(621)		(24)	(645)
Balance as of December 31, 2009	\$	\$	\$	\$

(1) The legal and professional fees were related to the termination of the Harcourt lease.

(2) The legal and professional fees were related to charges associated with the restructuring of the SATA business.

**NOTE 14: RELATED PARTY TRANSACTIONS**

a. Directors who are not employees of CEVA (other than the Chairman) are entitled to an annual retainer of \$40, payable in quarterly installments of \$10 each. The Chairman receives an annual retainer of \$60, payable in quarterly installments of \$15 each. The retainer contemplates attendance at four board meetings per year. Committee meetings of a face-to-face nature and on a telephonic basis are compensated at the rate of \$1 per meeting. All directors are reimbursed for expenses incurred in connection with attending board and committee meetings. Directors are eligible to participate in the Company's stock option plans.

b. On July 1, 1996, one of CEVA's Irish subsidiaries entered into a property lease agreement with Veton Properties Limited to lease the Harcourt facilities. The lease term was 25 years from July 1, 1996 and the annual rental payment was approximately 888 Euro (\$1,300). Peter McManamon, Chairman of the Company's Board of Directors, is a minority stockholder of Veton Properties Limited. On January 18, 2008, the Company made a payment of approximately \$5,700 to surrender and terminate the lease, which was recorded as cash outflow in 2008 (for more details see Note 13).

c. One of the Company's directors, Bruce Mann, is a partner of Morrison & Foerster LLP, the Company's outside legal counsel. Fees paid to Morrison & Foerster LLP during the years ended December 31, 2008, 2009 and 2010 were \$263, \$194 and \$307, respectively. The accounts receivable balances with Morrison & Foerster LLP at December 31, 2008, 2009 and 2010 were \$0, \$16 and \$0, respectively.

**NOTE 15: COMMITMENTS AND CONTINGENCIES**

a. The Company is not a party to any litigation or other legal proceedings that the Company believes could reasonably be expected to have a material adverse effect on the Company's business, results of operations and financial condition.

b. As of December 31, 2010, the Company and its subsidiaries had several non-cancelable operating leases, primarily for facilities, equipment and vehicles. These leases generally contain renewal options and require the Company and its subsidiaries to pay all executory costs such as maintenance and insurance. In addition, the Company has several fixed service agreements with sub-contractors.

Rent expense for the fiscal years ended December 31, 2008, 2009 and 2010, were \$937, \$918 and \$891, respectively.



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**CEVA, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
*(in thousands, except share data)*

As of December 31, 2010, future purchase obligations and minimum rental commitments for leasehold properties and operating leases with non-cancelable terms are as follows:

	<b>Minimum rental commitments for leasehold properties</b>	<b>Commitments for other lease obligations</b>	<b>Other purchase obligations</b>	<b>Total</b>
2011	\$ 837	\$ 1,440	\$ 414	\$ 2,691
2012	677	954		1,631
2013	680	705		1,385
2014	637			637
2015	80			80
	\$ 2,911	\$ 3,099	\$ 414	\$ 6,424

c. Royalties:

The Company participated in programs sponsored by the Israeli government for the support of research and development activities. Through December 31, 2010, the Company had obtained grants from the Office of the Chief Scientist of the Israeli Ministry of Industry and Trade (the OCS) aggregating \$2,322 for certain of the Company's research and development projects. The Company is obligated to pay royalties to the OCS, amounting to 3%-3.5% of the sales of the products and other related revenues (based on the dollar) generated from such projects, up to 100% of the grants received. For grants received after January 1, 1999, the royalty payment obligations also bear interest at the LIBOR rate. The obligation to pay these royalties is contingent on actual sales of the products and in the absence of such sales, no payment is required.

Through December 31, 2010, the Company had paid royalties to the OCS in the amount of \$108. As of December 31, 2010, the aggregate contingent liability to the OCS (including interest) amounted to \$2,114.

**Table of Contents****SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

CEVA, INC.

By: /s/ Gideon Wertheizer  
**Gideon Wertheizer**  
**Chief Executive Officer**

March 15, 2011

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Gideon Wertheizer and Yaniv Arieli or either of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report on Form 10-K has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Gideon Wertheizer Gideon Wertheizer	Chief Executive Officer and Director (Principal Executive Officer & Director)	March 15, 2011
/s/ Yaniv Arieli Yaniv Arieli	Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	March 15, 2011
/s/ Peter McManamon Peter McManamon	Director and Chairman	March 15, 2011
/s/ Eliyahu Ayalon Eliyahu Ayalon	Director	March 15, 2011
/s/ Zvi Limon Zvi Limon	Director	March 15, 2011
/s/ Bruce Mann Bruce Mann	Director	March 15, 2011

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/s/ Sven-Christer-Nilsson	Director	March 15, 2011
Sven-Christer Nilsson		
/s/ Louis Silver	Director	March 15, 2011
Louis Silver		
/s/ Dan Tocatly	Director	March 15, 2011
Dan Tocatly		

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**CEVA, INC.**  
**SCHEDULE II VALUATION AND QUALIFYING ACCOUNTS**

	Balance at beginning of period	Additions	Deduction (1)	Balance at end of period
Year ended December 31, 2010				
Allowance for doubtful accounts	\$ 700	\$	\$ 675	\$ 25
Year ended December 31, 2009				
Allowance for doubtful accounts	\$ 743	\$	\$ 43	\$ 700
Year ended December 31, 2008				
Allowance for doubtful accounts	\$ 868	\$	\$ 125	\$ 743

(1) Actual write-offs of uncollectible accounts receivables

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**Table of Contents****EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
3.1(1)	Amended and Restated Certificate of Incorporation of the Registrant
3.2(2)	Certificate of Ownership and Merger (merging CEVA, Inc. into ParthusCeva, Inc.)
3.3(3)	Third Amended and Restated Bylaws of the Registrant
3.7(4)	Amendment to the Amended and Restated Certificate of Incorporation of the Registrant
4.1(5)	Specimen of Common Stock Certificate
10.1(6)	CEVA, Inc. 2000 Stock Incentive Plan
10.7(6)	CEVA, Inc. 2002 Stock Incentive Plan
10.8(6)	CEVA, Inc. 2003 Director Stock Option Plan
10.9(6)	Parthus 2000 Share Option Plan
10.10	CEVA, Inc. 2002 Employee Stock Purchase Plan
10.11(1)	Form of Indemnification Agreement
10.12(7)	Employment Agreement between the Registrant and Gideon Wertheizer dated as of November 1, 2002
10.13(7)	Employment Agreement between the Registrant and Issachar Ohana dated as of November 1, 2002
10.14(8)	Personal and Special Employment Agreement between the Registrant and Yaniv Arieli dated as of August 18, 2005
10.15(9)	Form of Stock Option Agreement under the CEVA, Inc. 2002 Stock Incentive Plan
10.16(9)	Form of Israeli Stock Option Agreement under the CEVA, Inc. 2002 Stock Incentive Plan
10.17(9)	Form of Stock Option Agreement under the CEVA, Inc. 2000 Stock Incentive Plan
10.18(9)	Form of Israeli Stock Option Agreement under the CEVA, Inc. 2000 Stock Incentive Plan
10.19(9)	Form of Option Agreement under the CEVA, Inc. 2003 Director Stock Option Plan
10.20(10)	Form of Stock Option Agreement for Directors under the CEVA, Inc. 2000 Stock Incentive Plan
10.21(10)	

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Yaniv Arieli's Amended and Restated Nonstatutory Stock Option Agreement under the CEVA, Inc. 2002 Stock Incentive Plan, dated as of August 1, 2007

- 10.22(11) Amendment, dated July 22, 2003, to the Employment Agreement by and between Issachar Ohana and CEVA, Inc., dated November 1, 2002
  - 10.23(12) Amendment, effective as of November 1, 2007, to the Employment Agreement by and between Issachar Ohana and CEVA, Inc., dated November 1, 2002 and as amended on July 22, 2003
  - 10.24(13) 2010 Incentive Plan for Issachar Ohana, effective as of January 1, 2010
  - 10.25(14) 2011 Incentive Plan for Issachar Ohana, effective as of January 1, 2011
  - 10.26(15) 2010 Executive Bonus Plan for Gideon Wertheizer and Yaniv Arieli, effective as of January 1, 2010
  - 10.27(16) 2011 Executive Bonus Plan for Gideon Wertheizer and Yaniv Arieli, effective as of January 1, 2011
  - 21.1\* Subsidiaries of the Registrant
  - 23.1\* Consent of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global
  - 24.1\* Power of Attorney (See signature page of this Annual Report on Form 10-K)
  - 31.1\* Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
  - 31.2\* Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
  - 32\* Section 1350 Certification of Chief Executive Officer and Chief Financial Officer
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- (1) Filed as an exhibit to CEVA's registration statement on Form 10, as amended, initially filed with the Commission on June 3, 2002 (registration number 000-49842), and incorporated herein by reference.
- (2) Filed as an exhibit to CEVA's Report on Form 8-K, filed with the Commission on December 8, 2003, and incorporated hereby by reference.
- (3) Filed as an exhibit to CEVA's Current Report on Form 8-K, filed with the Commission on October 29, 2008, and incorporated hereby by reference.
- (4) Filed as an exhibit to CEVA's Report on Form 8-K, filed with the Commission on July 22, 2005, and incorporated hereby by reference.
- (5) Filed as an exhibit to CEVA's registration statement on Form S-1, as amended, initially filed with the Commission on July 30, 2002 (registration number 333-97353), and incorporated herein by reference.
- (6) Filed as an exhibit to CEVA's 2007 Annual Report on Form 10-K, filed with the Commission on March 14, 2008, and incorporated hereby by reference.
- (7) Filed as an exhibit to CEVA's 2002 Annual Report on Form 10-K, filed with the Commission on March 28, 2003, and incorporated hereby by reference.
- (8) Filed as an exhibit to CEVA's Quarterly Report on Form 10-Q, filed with the Commission on November 9, 2005, and incorporated hereby by reference.
- (9) Filed as an exhibit to CEVA's Quarterly Report on Form 10-Q, filed with the Commission on August 9, 2006, and incorporated hereby by reference.
- (10) Filed as an exhibit of the same number to CEVA's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on August 9, 2007, and incorporated hereby by reference.
- (11) Filed as Exhibit 10.27 to CEVA's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 9, 2007, and incorporated hereby by reference.
- (12) Filed as Exhibit 99.1 to CEVA's Current Report on Form 8-K, filed with the Securities and Exchange Commission on November 7, 2007, and incorporated hereby by reference.
- (13) Filed as Exhibit 10.1 to CEVA's Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 30, 2010, and incorporated hereby by reference.
- (14) Filed as Exhibit 10.1 to CEVA's Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 1, 2011, and incorporated hereby by reference.
- (15) Description filed with CEVA's Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 3, 2010, and incorporated hereby by reference.
- (16) Description filed as Exhibit 99.1 to CEVA's Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 1, 2011, and incorporated hereby by reference.

Management contract or compensatory plan or arrangement required to be filed as an exhibit pursuant to Item 15(c) of Form 10-K.

\* Filed herewith.