

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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ZORAN CORP \DE\

CIK: 1003022 | IRS No.: 942794449 | State of Incorporation: DE | Fiscal Year End: 1231
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SIC: 3674 Semiconductors & related devices

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **March 24, 2005**

ZORAN CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

0-27246

(Commission File Number)

94-2794449

(IRS Employer Identification No.)

1390 Kifer Road

Sunnyvale, California 94086-5305

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(408) 523-6500**

Not Applicable

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

Effective April 26, 2005, upon the recommendation of the Nominating and Corporate Governance Committee, Raymond A. Burgess was elected to the Board of Directors of Zoran. Mr. Burgess was also elected to the Audit Committee of the Board of Directors.

Zoran's press release announcing Mr. Burgess's election is attached hereto as Exhibit 99.1

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

Effective April 26, 2005, the Board of Directors amended Article IV, Section 15 of the Company' s Bylaws to provide that the authorized number of directors shall be increased from seven (7) to eight (8).

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Zoran Corporation dated April 27, 2005.

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SIGNATURE

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

Date: May 2, 2005

ZORAN CORPORATION

By: /s/ Karl Schneider

Karl Schneider

Senior Vice President of Finance and
Chief Financial Officer

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News Release

Zoran Corporation

Betty Watkins (Media)

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The Global Consulting Group

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**ZORAN WELCOMES NEW BOARD MEMBER RAY BURGESS,
FORMERLY OF MOTOROLA**

Sunnyvale, Calif. – April 27, 2005 - Zoran Corporation (Nasdaq: ZRAN), a leading provider of digital solutions for the consumer electronics market, today announced that Ray Burgess, well-known for his strategic leadership at Motorola, Inc., has joined Zoran' s Board of Directors.

Most recently, Mr. Burgess served as senior vice president, strategy, marketing and communications, at Freescale Semiconductor, Inc. in Austin Texas.

From 1984 until 2004, Mr. Burgess served in multiple management positions at Motorola, Inc. including Corporate VP Strategy, Marketing and Communications; Corporate VP, General Manager, Imaging & Entertainment Solutions; VP General Manager, New Media Division; VP Director, Communications & Consumer Group, Europe; VP Director, Microprocessor & Memory Group Europe as well as others. While serving in these positions at Motorola, he lived in the United Kingdom, Switzerland, Germany and the U.S.

Prior to joining Motorola, Mr. Burgess worked at Texas Instruments in Bedford, England.

Dr. Levy Gerzberg, Zoran' s president and chief executive officer, stated, "We are pleased to welcome Ray Burgess to the Zoran Board and are looking forward to his advice and counsel. During his years at Motorola, he became well-known for his leadership abilities, successfully implementing corporate strategic plans, and growing businesses that address many of the global markets similar to those Zoran serves today."

About Zoran Corporation

Zoran Corporation, based in Sunnyvale, California, is a leading provider of digital solutions in the growing digital entertainment and digital imaging markets. With two

decades of expertise developing and delivering digital signal processing technologies, Zoran has pioneered high-performance digital audio and video, imaging applications, and Connect and Share technologies for the digital home. Zoran' s proficiency in integration delivers major benefits for OEM customers, including greater capabilities within each product generation, reduced system costs, and shorter time to market. Zoran-based DVD, digital camera, DTV, multimedia mobile phone and multifunction printer products have received recognition for

excellence and are now in millions of homes and offices worldwide. With headquarters in the U.S. and operations in Canada, China, England, Germany, Israel, Japan, Korea, and Taiwan, Zoran may be contacted on the World Wide Web at www.zoran.com or at 408-523-6500.
