

CMEA VENTURES INFORMATION TECH II LP
 Form 3/A
 December 14, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person * CMEA VENTURES INFORMATION TECH II LP (Last) (First) (Middle) ONE EMBARCADERO CENTER, SUITE 3250 (Street) SAN FRANCISCO, CA 94111-3600 (City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year) 12/06/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol ENTROPIC COMMUNICATIONS INC [ENTR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___X___ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year) 12/06/2007</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person ___X___ Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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						(1) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	1,232,563	\$ (1)	I	See Footnote (9)
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	155,799	\$ (1)	I	See Footnote (10)
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	1,654,202	\$ (2)	I	See Footnote (9)
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	209,095	\$ (2)	I	See Footnote (10)
Series C Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	883,899	\$ (3)	I	See Footnote (9)
Series C Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	107,677	\$ (3)	I	See Footnote (10)
Series D-1 Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	88,707	\$ (4)	I	See Footnote (9)
Series D-1 Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	10,048	\$ (4)	I	See Footnote (10)
Series D-2 Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	1,891,741	\$ (5)	I	See Footnote (9)
Series D-2 Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	238,358	\$ (5)	I	See Footnote (10)
Series D-3 Convertible Preferred Stock	Â (6)	Â (6)	Common Stock	889,785	\$ (6)	I	See Footnote (9)
Series D-3 Convertible Preferred Stock	Â (6)	Â (6)	Common Stock	112,469	\$ (6)	I	See Footnote (10)
Warrants to Purchase Common Stock	Â (7)	Â (8)	Common Stock	44,724	\$ 0.4284	I	See Footnote (9)
Warrants to Purchase Common Stock	Â (7)	Â (8)	Common Stock	5,652	\$ 0.4284	I	See Footnote (10)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CMEA VENTURES INFORMATION TECH II LP ONE EMBARCADERO CENTER SUITE 3250 SAN FRANCISCO, CA 94111-3600	Â	Â X	Â	Â
CMEA Ventures Information Technology II, Civil Law Partnership ONE EMBARCADERO CENTER SUITE 3250	Â	Â X	Â	Â

SAN FRANCISCO, CA 94111-3600

CMEA Ventures IT Management II, L.P.
 ONE EMBARCADERO CENTER
 SUITE 3250
 SAN FRANCISCO, CA 94111-3600

^ ^ X ^ ^

BARUCH THOMAS R
 ONE EMBARCADERO CENTER
 SUITE 3250
 SAN FRANCISCO, CA 94111-3600

^ X ^ X ^ ^

Watson James F
 ONE EMBARCADERO CENTER
 SUITE 3250
 SAN FRANCISCO, CA 94111-3600

^ ^ X ^ ^

Signatures

/s/ Thomas Baruch, General Partner CMEA Ventures IT Management II, L.P for CMEA Ventures Information Technology II, L.P. Its Managing Partner 12/13/2007

__Signature of Reporting Person Date

/s/ Thomas Baruch, General Partner CMEA Ventures IT Management II, L.P for CMEA Ventures Information Technology, II, Civil Law Partnership Its Managing Partner 12/13/2007

__Signature of Reporting Person Date

/s/ Thomas Baruch, General Partner for CMEA Ventures IT Management II, L.P 12/13/2007

__Signature of Reporting Person Date

/s/ Thomas Baruch 12/13/2007

__Signature of Reporting Person Date

/s/ James Watson 12/13/2007

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Series A Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert upon the closing of the Issuer's initial public offering, at a conversion ratio of 1.203247177 shares of Common Stock for every one share of Series A Preferred Stock then pursuant to a 1-for-3.25 Reverse Stock Split, for no additional consideration.

(2) The Series B Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert upon the closing of the Issuer's initial public offering, at a conversion ratio of one share of Common Stock for every three and 1/4 shares of Series B Preferred Stock, for no additional consideration.

(3) The Series C Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert upon the closing of the Issuer's initial public offering, at a conversion ratio of one share of Common Stock for every three and 1/4 shares of Series C Preferred Stock, for no additional consideration.

(4) The Series D-1 Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert upon the closing of the Issuer's initial public offering, at a conversion ratio of one share of Common Stock for every three and 1/4 shares of Series D-1 Preferred Stock, for no additional consideration.

(5) The Series D-2 Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert upon the closing of the Issuer's initial public offering, at a conversion ratio of one share of Common Stock for every three and 1/4 shares of Series D-2 Preferred Stock, for no additional consideration.

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- (6) The Series D-3 Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert upon the closing of the Issuer's initial public offering, at a conversion ratio of one share of Common Stock for every three and 1/4 shares of Series D-3 Preferred Stock, for no additional consideration.
- (7) Warrants became exercisable on September 9, 2003.
- (8) Warrants to purchase common stock terminate upon closing of a public offering.
- (9) By CMEA Ventures Information Technology II, L.P. Thomas Baruch, a member of the Issuer's board of directors, and James Watson are general partners of CMEA Ventures IT Management II, L.P. the sole managing partner of CMEA Ventures Information Technology II, L.P. and have voting and investment power over the shares held by CMEA Ventures Information Technology II, L.P. Each of the Reporting Persons disclaims beneficial ownership of these shares except to the extent of its pecuniary interest therein.
- (10) By CMEA Ventures Information Technology, II, Civil Law Partnership. Thomas Baruch, a member of the Issuer's board of directors, and James Watson are general partners of CMEA Ventures IT Management II, L.P. the sole managing partner of of CMEA Ventures Information Technology II, L.P. and have voting and investment power over the shares held by CMEA Ventures Information Technology II, L.P. Each of the Reporting Persons disclaims beneficial ownership of these shares except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.