

ENTROPIC COMMUNICATIONS INC

Form 4

December 14, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARUCH THOMAS R

2. Issuer Name **and** Ticker or Trading
Symbol
**ENTROPIC COMMUNICATIONS
INC [ENTR]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2007

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

**ONE EMBARCADERO
CENTER, SUITE 3250**

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

SAN FRANCISCO, CA 94111-3600

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/12/2007		C		1,232,563	A	<u>(1)</u>	1,232,563	I	See Footnote <u>(7)</u>
Common Stock	12/12/2007		C		155,799	A	<u>(1)</u>	155,799	I	See Footnote <u>(8)</u>
Common Stock	12/12/2007		C		1,654,202	A	<u>(1)</u>	2,886,765	I	See Footnote <u>(7)</u>
Common	12/12/2007		C		209,095	A	<u>(1)</u>	364,894	I	See

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Stock								Footnote (8)
Common Stock	12/12/2007	C	883,899	A	<u>1</u>	3,770,664	I	See Footnote (7)
Common Stock	12/12/2007	C	107,677	A	<u>1</u>	472,571	I	See Footnote (8)
Common Stock	12/12/2007	C	88,707	A	<u>1</u>	3,859,371	I	See Footnote (7)
Common Stock	12/12/2007	C	10,048	A	<u>1</u>	482,619	I	See Footnote (8)
Common Stock	12/12/2007	C	1,891,741	A	<u>1</u>	5,751,112	I	See Footnote (7)
Common Stock	12/12/2007	C	238,358	A	<u>1</u>	720,977	I	See Footnote (8)
Common Stock	12/12/2007	C	889,785	A	<u>1</u>	6,640,897	I	See Footnote (7)
Common Stock	12/12/2007	C	112,469	A	<u>1</u>	833,446	I	See Footnote (8)
Common Stock	12/12/2007	C	43,741 ⁽¹¹⁾	A	\$ 0.4284	6,684,638	I	See Footnote (7)
Common Stock	12/12/2007	C	5,527 ⁽¹¹⁾	A	\$ 0.4284	838,969	I	See Footnote (8)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security		Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
			Code	V (A) (D)				
Series A Convertible Preferred Stock	<u>(1)</u>	12/12/2007	C	1,232,563	<u>(1)</u>	<u>(1)</u>	Common Stock	1,232,563
Series A Convertible Preferred Stock	<u>(1)</u>	12/12/2007	C	155,799	<u>(1)</u>	<u>(1)</u>	Common Stock	155,799
Series B Convertible Preferred Stock	<u>(2)</u>	12/12/2007	C	1,654,202	<u>(2)</u>	<u>(2)</u>	Common Stock	1,654,202
Series B Convertible Preferred Stock	<u>(2)</u>	12/12/2007	C	209,095	<u>(2)</u>	<u>(2)</u>	Common Stock	209,095
Series C Convertible Preferred Stock	<u>(3)</u>	12/12/2007	C	883,899	<u>(3)</u>	<u>(3)</u>	Common Stock	883,899
Series C Convertible Preferred Stock	<u>(3)</u>	12/12/2007	C	107,677	<u>(3)</u>	<u>(3)</u>	Common Stock	107,677
Series D-1 Convertible Preferred Stock	<u>(4)</u>	12/12/2007	C	88,707	<u>(4)</u>	<u>(4)</u>	Common Stock	88,707
Series D-1 Convertible Preferred Stock	<u>(4)</u>	12/12/2007	C	10,048	<u>(4)</u>	<u>(4)</u>	Common Stock	10,048
Series D-2 Convertible Preferred Stock	<u>(5)</u>	12/12/2007	C	1,891,741	<u>(5)</u>	<u>(5)</u>	Common Stock	1,891,741
Series D-2 Convertible Preferred Stock	<u>(5)</u>	12/12/2007	C	238,358	<u>(5)</u>	<u>(5)</u>	Common Stock	238,358
	<u>(6)</u>	12/12/2007	C	889,785	<u>(6)</u>	<u>(6)</u>		889,785

Series D-3
Convertible
Preferred
Stock

Common
Stock

Series D-3
Convertible
Preferred
Stock

(6)

12/12/2007

C

112,469

(6)

(6)

Common
Stock

112,4

Warrants to
Purchase
Common
Stock

\$ 0.4284

12/12/2007

C

44,724

(9)

(10)

Common
Stock

43,741

Warrants to
Purchase
Common
Stock

\$ 0.4284

12/12/2007

C

5,652

(9)

(10)

Common
Stock

5,527

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARUCH THOMAS R ONE EMBARCADERO CENTER SUITE 3250 SAN FRANCISCO, CA 94111-3600	X	X		

Signatures

/s/ Lance Bridges, attorney-in-fact for Thomas
Baruch

12/12/2007

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Each 2.7 shares of Series A Preferred Stock converted into one share of the Issuer's common stock upon the filing of the initial public offering for no additional consideration and had no expiration date.
- (2) Each 3.25 shares of Series B Preferred Stock converted into one share of the Issuer's common stock upon the filing of the initial public offering for no additional consideration and had no expiration date.
- (3) Each 3.25 shares of Series C Preferred Stock converted into one share of the Issuer's common stock upon the filing of the initial public offering for no additional consideration and had no expiration date.
- (4) Each 3.25 shares of Series D-1 Preferred Stock converted into one share of the Issuer's common stock upon the filing of the initial public offering for no additional consideration and had no expiration date.
- (5) Each 3.25 shares of Series D-2 Preferred Stock converted into one share of the Issuer's common stock upon the filing of the initial public offering for no additional consideration and had no expiration date.
- (6) Each 3.25 shares of Series D-3 Preferred Stock converted into one share of the Issuer's common stock upon the filing of the initial public offering for no additional consideration and had no expiration date.

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- (7) By CMEA Ventures Information Technology II, L.P. Thomas Baruch, a member of the Issuer's board of directors is a general partner of CMEA Ventures IT Management II, L.P. the sole general partner of CMEA Ventures Information Technology II, L.P. and has voting and investment power over the shares held by CMEA Ventures Information Technology II, L.P. Mr. Baruch disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (8) By CMEA Ventures Information Technology, II, Civil Law Partnership. Thomas Baruch, a member of the Issuer's board of directors is a general partner of CMEA Ventures IT Management II, L.P. the sole managing partner of CMEA Ventures Information Technology II, L.P. and has voting and investment power over the shares held by CMEA Ventures Information Technology, II, Civil Law Partnership. Mr. Baruch disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (9) Warrants became exercisable on September 9, 2003.
- (10) Warrants to purchase common stock terminated upon closing of a public offering.
- (11) Warrants were net exercised resulting in fewer shares being issued than if they had been paid for with cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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