

ENTROPIC COMMUNICATIONS INC
 Form 4/A
 February 08, 2008

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

OMB APPROVAL

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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

(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)
ONE EMBARCADERO CENTER, SUITE 3250

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

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

(Street)
SAN FRANCISCO, CA 94111-3600

4. If Amendment, Date Original Filed(Month/Day/Year)
12/14/2007

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

(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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 12/12/2007 | | C | 1,232,563 | A | Ⓛ | 1,232,563 | I | See Footnote (7) |
| Common Stock | 12/12/2007 | | C | 155,799 | A | Ⓛ | 155,799 | I | See Footnote (8) |
| Common Stock | 12/12/2007 | | C | 1,654,202 | A | Ⓛ | 2,886,765 | I | See Footnote (7) |
| Common | 12/12/2007 | | C | 209,095 | A | Ⓛ | 364,894 | I | See |

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| Stock | | | | | | | | Footnote (8) |
|--------------|------------|---|------------------------|---|-----------|-----------|---|------------------|
| Common Stock | 12/12/2007 | C | 883,899 | A | Ⓛ | 3,770,664 | I | See Footnote (7) |
| Common Stock | 12/12/2007 | C | 107,677 | A | Ⓛ | 472,571 | I | See Footnote (8) |
| Common Stock | 12/12/2007 | C | 88,707 | A | Ⓛ | 3,859,371 | I | See Footnote (7) |
| Common Stock | 12/12/2007 | C | 10,048 | A | Ⓛ | 482,619 | I | See Footnote (8) |
| Common Stock | 12/12/2007 | C | 1,891,741 | A | Ⓛ | 5,751,112 | I | See Footnote (7) |
| Common Stock | 12/12/2007 | C | 238,358 | A | Ⓛ | 720,977 | I | See Footnote (8) |
| Common Stock | 12/12/2007 | C | 889,785 | A | Ⓛ | 6,640,897 | I | See Footnote (7) |
| Common Stock | 12/12/2007 | C | 112,469 | A | Ⓛ | 833,446 | I | See Footnote (8) |
| Common Stock | 12/12/2007 | C | 41,530 ⁽¹¹⁾ | A | \$ 0.4284 | 6,682,427 | I | See Footnote (7) |
| Common Stock | 12/12/2007 | C | 5,248 ⁽¹¹⁾ | A | \$ 0.4284 | 838,694 | I | See Footnote (8) |

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

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(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

41,530

Warrants to
Purchase
Common
Stock

\$ 0.4284

12/12/2007

C

5,652

(9)

(10)

Common
Stock

5,248

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

02/07/2008

**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. 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.