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)

1. Name and Address of Reporting Person *
Â CMEA VENTURES INFORMATION TECH II LP
(Last) (First) (Middle)
ONE EMBARCADERO CENTER,Â SUITE 3250
(Street)
SAN FRANCISCO,Â CAÂ 94111-3600
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
12/06/2007

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. If Amendment, Date Original Filed(Month/Day/Year)
12/06/2007

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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

						(I) (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,Â CAÂ 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,Â CAÂ 94111-3600				
CMEA Ventures IT Management II, L.P. ONE EMBARCADERO CENTER SUITE 3250 SAN FRANCISCO,Â CAÂ 94111-3600	Â	Â X	Â	Â
BARUCH THOMAS R ONE EMBARCADERO CENTER SUITE 3250 SAN FRANCISCO,Â CAÂ 94111-3600	Â X	Â X	Â	Â
Watson James F ONE EMBARCADERO CENTER SUITE 3250 SAN FRANCISCO,Â CAÂ 94111-3600	Â	Â X	Â	Â

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.

(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.
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