

ENTROPIC COMMUNICATIONS INC

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 * 2. Date of Event
 A BARUCH THOMAS R Requiring Statement
 (Last) (First) (Middle) (Month/Day/Year)
 12/06/2007

ONE EMBARCADERO
 CENTER, SUITE 3250

(Street)

SAN
 FRANCISCO, CA 94111-3600

(City)

(State)

(Zip)

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

4. Relationship of Reporting
 Person(s) to Issuer

(Check all applicable)

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

**Persons who respond to the collection of
 information contained in this form are not
 required to respond unless the form displays a
 currently valid OMB control number.**

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)

Date Expiration
 Exercisable Date

3. Title and Amount of
 Securities Underlying
 Derivative Security
 (Instr. 4)

Title Amount or
 Number of
 Shares

4. Conversion
 or Exercise
 Price of
 Derivative
 Security

5. Ownership
 Form of
 Derivative
 Security:
 Direct (D)
 or Indirect
 (I)

6. Nature of Indirect
 Beneficial
 Ownership
 (Instr. 5)

(Instr. 5)

Stock Option (right to buy)	Â <u>(1)(2)</u>	07/23/2017	Common Stock	51,076	\$ 2.665	D	Â
Series A Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	1,232,563	\$ <u>(3)</u>	I	See Footnote <u>(11)</u>
Series A Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	155,799	\$ <u>(3)</u>	I	See Footnote <u>(12)</u>
Series B Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	1,654,202	\$ <u>(4)</u>	I	See Footnote <u>(11)</u>
Series B Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	209,095	\$ <u>(4)</u>	I	See Footnote <u>(12)</u>
Series C Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	883,899	\$ <u>(5)</u>	I	See Footnote <u>(11)</u>
Series C Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	107,677	\$ <u>(5)</u>	I	See Footnote <u>(12)</u>
Series D-1 Convertible Preferred Stock	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	88,707	\$ <u>(6)</u>	I	See Footnote <u>(11)</u>
Series D-1 Convertible Preferred Stock	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	10,048	\$ <u>(6)</u>	I	See Footnote <u>(12)</u>
Series D-2 Convertible Preferred Stock	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	1,891,741	\$ <u>(7)</u>	I	See Footnote <u>(11)</u>
Series D-2 Convertible Preferred Stock	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	238,358	\$ <u>(7)</u>	I	See Footnote <u>(12)</u>
Series D-3 Convertible Preferred Stock	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	889,785	\$ <u>(8)</u>	I	See Footnote <u>(11)</u>
Series D-3 Convertible Preferred Stock	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	112,469	\$ <u>(8)</u>	I	See Footnote <u>(12)</u>
Warrants to Purchase Common Stock	Â <u>(9)</u>	Â <u>(10)</u>	Common Stock	44,724	\$ 0.4284	I	See Footnote <u>(11)</u>
Warrants to Purchase Common Stock	Â <u>(9)</u>	Â <u>(10)</u>	Common Stock	5,652	\$ 0.4284	I	See Footnote <u>(12)</u>

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	Â X	Â X	Â	Â

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 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) 1/48th of the shares vest in equal installments at the end of each month after the Vesting Commencement Date and continuing for four years beginning 7/24/07; provided that upon a Change in Control (as defined below), if a board seat in the surviving company is not offered to the optionholder, 100% of the shares that remain unvested as of the date of such Change in Control shall immediately vest. (Continue in Footnote 2)

A "Change in Control" means: (i) the direct or indirect sale or exchange in a single transaction or series of related transactions by the stockholders of the Company of more than 50% of the voting stock of the Company; (ii) a merger or consolidation in which the Company is a party after which the stockholders of the Company immediately prior to such transaction hold less than 50% of the voting securities of the surviving entity; (iii) the sale, exchange, or transfer of all or substantially all of the assets of the Company after which the stockholders of the Company immediately prior to such transaction hold less than 50% of the voting securities of the corporation or other business entity to which the assets of the Company were transferred; or (iv) a liquidation or dissolution of the Company. The options may be early exercised prior to vesting but any exercised and unvested shares are subject to a right of repurchase on behalf of the Issuer.
 - (3) 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.
 - (4) 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.
 - (5) 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.
 - (6) 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.
 - (7) 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.
 - (8) 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.
 - (9) Warrants became exercisable on September 9, 2003.
 - (10) Warrants to purchase common stock terminate upon closing of a public offering.
 - (11) 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.
 - (12) 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.

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.