

CMEA VENTURES INFORMATION TECH II LP  
 Form 4  
 May 03, 2010

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 CMEA VENTURES  
 INFORMATION TECH II LP

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)  
 C/O CMEA CAPITAL, ONE  
 EMBARCADERO CENTER,  
 SUITE 3250

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 04/30/2010

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

(Street)  
 SAN FRANCISCO, CA 94111

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

(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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	04/30/2010	04/30/2010	J <sup>(1)</sup>	1,504,224 <sup>(2)</sup> D	\$ 6,093,893 <sup>(3)</sup>	I	By CMEA Ventures Information Technology II, L.P. and CMEA Ventures Information Technology II, CLP <sup>(4)</sup>

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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 Derivative Security	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 Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

CMEA VENTURES INFORMATION TECH II LP  
C/O CMEA CAPITAL  
ONE EMBARCADERO CENTER, SUITE 3250  
SAN FRANCISCO, CA 94111

X

CMEA Ventures Information Technology II, Civil Law Partnership  
C/O CMEA CAPITAL  
ONE EMBARCADERO CENTER, SUITE 3250  
SAN FRANCISCO, CA 94111

X

CMEA Ventures IT Management II, L.P.  
C/O CMEA CAPITAL  
ONE EMBARCADERO CENTER, SUITE 3250  
SAN FRANCISCO, CA 94111

X

BARUCH THOMAS R  
C/O CMEA CAPITAL  
ONE EMBARCADERO CENTER, SUITE 3250  
SAN FRANCISCO, CA 94111

X

X

Watson James F  
C/O CMEA CAPITAL  
ONE EMBARCADERO CENTER, SUITE 3250

X

SAN FRANCISCO, CA 94111

## Signatures

CMEA Ventures Information Technology II, L.P., By: CMEA Ventures IT Management II, L.P., its general partner By: /s/ Thomas R. Baruch, Thomas R. Baruch, its general partner	05/03/2010
__Signature of Reporting Person	Date
CMEA Ventures Information Technology II, Civil Law Partnership, By: CMEA Ventures IT Management II, L.P., its general partner By: /s/ Thomas R. Baruch, Thomas R. Baruch, its general partner	05/03/2010
__Signature of Reporting Person	Date
CMEA Ventures IT Management II, L.P. By: /s/ Thomas R. Baruch, Thomas R. Baruch, its general partner	05/03/2010
__Signature of Reporting Person	Date
/s/ Thomas R. Baruch, Thomas R. Baruch	05/03/2010
__Signature of Reporting Person	Date
/s/ James F. Watson, James F. Watson	05/03/2010
__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) Pro rata distribution of shares.
  - (2) Consists of 1,336,485 shares being disposed of by CMEA Ventures Information Technology II, L.P. and 167,739 shares being disposed of by CMEA Ventures Information Technology II, Civil Law Partnership.  
Consists of 5,345,942 shares beneficially owned by CMEA Ventures Information Technology II, L.P.; 670,955 shares owned by CMEA
  - (3) Ventures Information Technology II, Civil Law Partnership; 382 shares beneficially owned by Thomas R. Baruch and options to purchase an additional 76,614 shares held by Thomas R. Baruch.  
Consists of securities held directly by CMEA Ventures Information Technology II, L.P. and CMEA Ventures Information Technology II, Civil Law Partnership (collectively, "CMEA 4"). CMEA Ventures IT Management II, L.P. ("CMEA 4 GP") is the sole general partner of
  - (4) CMEA 4. Each of Thomas R. Baruch ("Baruch") and James F. Watson ("Watson") are the general partners of CMEA 4 GP. Each of CMEA 4 GP, Baruch and Watson may be deemed to beneficially own the shares held by CMEA 4, but each of CMEA 4 GP, Baruch and Watson disclaims beneficial ownership of such 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.