

CMEA VENTURES INFORMATION TECH II LP
 Form 4
 December 14, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
ONE EMBARCADERO CENTER, SUITE 3250
 (Street)

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

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

SAN FRANCISCO, CA 94111-3600

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

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

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.

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 | <u>(6)</u> | 12/12/2007 | C | 112,469 | <u>(6)</u> | <u>(6)</u> | Common Stock | 112,4 | |
| Warrants to Purchase Common Stock | \$ 0.4284 | 12/12/2007 | C | 44,724 | <u>(9)</u> | <u>(10)</u> | Common Stock | 43,741 | |
| Warrants to Purchase Common Stock | \$ 0.4284 | 12/12/2007 | C | 5,652 | <u>(9)</u> | <u>(10)</u> | Common Stock | 5,527 | |

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, CA 94111-3600 | | X | | |
| CMEA Ventures Information Technology II, Civil Law Partnership ONE EMBARCADERO CENTER SUITE 3250 SAN FRANCISCO, CA 94111-3600 | | X | | |
| CMEA Ventures IT Management II, L.P. ONE EMBARCADERO CENTER SUITE 3250 SAN FRANCISCO, CA 94111-3600 | | X | | |
| BARUCH THOMAS R ONE EMBARCADERO CENTER SUITE 3250 SAN FRANCISCO, CA 94111-3600 | X | X | | |
| Watson James F ONE EMBARCADERO CENTER SUITE 3250 SAN FRANCISCO, CA 94111-3600 | | X | | |

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 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.
- (7) 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.
- (8) 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.
- (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.