

REDPOINT TECHNOLOGY PARTNERS A 1 LP
 Form 4
 December 14, 2007

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 *
 Redpoint Ventures II, L.P.

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)
 3000 SAND HILL ROAD.
 BUILDING 2, SUITE 290
 (Street)

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

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

MENLO PARK, CA 94025

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 12/12/2007 | | C | | 80,266 | A | <u>(1)</u> 80,266 | I | See Footnotes (4) (8) |
| Common Stock | 12/12/2007 | | C | | 50,495 | A | <u>(2)</u> 130,761 | I | See Footnotes (4) (8) |
| Common Stock | 12/12/2007 | | C | | 29,041 | A | <u>(3)</u> 159,802 | I | See Footnotes (4) (8) |
| Common | 12/12/2007 | | C | | 29,026 | A | <u>(1)</u> 29,026 | I | See |

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| Stock | | | | | | | | Footnotes <u>(5)</u> <u>(8)</u> |
|--------------|------------|--|---|-----------|---|------------|-----------|--|
| Common Stock | 12/12/2007 | | C | 181,560 | A | <u>(1)</u> | 181,560 | I See Footnotes <u>(6)</u> <u>(8)</u> |
| Common Stock | 12/12/2007 | | C | 2,670,986 | A | <u>(1)</u> | 2,670,986 | I See Footnotes <u>(7)</u> <u>(8)</u> |
| Common Stock | 12/12/2007 | | C | 1,812,801 | A | <u>(2)</u> | 4,483,787 | I See Footnotes <u>(7)</u> <u>(8)</u> |
| Common Stock | 12/12/2007 | | C | 1,256,000 | A | <u>(3)</u> | 5,739,787 | I See Footnotes <u>(7)</u> <u>(8)</u> |

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.

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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) | Amount | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Number Shares |
| Series A Convertible Preferred Stock | <u>(1)</u> | 12/12/2007 | | C | 80,266 | <u>(1)</u> | <u>(1)</u> | Common Stock | 80,266 |
| Series A Convertible Preferred Stock | <u>(1)</u> | 12/12/2007 | | C | 29,026 | <u>(1)</u> | <u>(1)</u> | Common Stock | 29,026 |
| Series A Convertible Preferred Stock | <u>(1)</u> | 12/12/2007 | | C | 181,560 | <u>(1)</u> | <u>(1)</u> | Common Stock | 181,560 |
| Series A Convertible Preferred Stock | <u>(1)</u> | 12/12/2007 | | C | 2,670,986 | <u>(1)</u> | <u>(1)</u> | Common Stock | 2,670,986 |

| | | | | | | | | | |
|--------------------------------------|-----|------------|---|-----------|-----|-----|--------------|-----------|--|
| Preferred Stock | | | | | | | | | |
| Series B Convertible Preferred Stock | (2) | 12/12/2007 | C | 50,495 | (2) | (2) | Common Stock | 50,495 | |
| Series B Convertible Preferred Stock | (2) | 12/12/2007 | C | 1,812,801 | (2) | (2) | Common Stock | 1,812,801 | |
| Series C Convertible Preferred Stock | (3) | 12/12/2007 | C | 29,041 | (3) | (3) | Common Stock | 29,041 | |
| Series C Convertible Preferred Stock | (3) | 12/12/2007 | C | 1,256,000 | (3) | (3) | Common Stock | 1,256,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Redpoint Ventures II, L.P. 3000 SAND HILL ROAD. BUILDING 2 SUITE 290 MENLO PARK, CA 94025 | | X | | |
| REDPOINT TECHNOLOGY PARTNERS A 1 LP 3000 SAND HILL ROAD. BUILDING 2 SUITE 290 MENLO PARK, CA 94025 | | X | | |
| REDPOINT TECHNOLOGY PARTNERS Q 1 LP 3000 SAND HILL ROAD. BUILDING 2 SUITE 290 MENLO PARK, CA 94025 | | X | | |
| Redpoint Associates II, LLC 3000 SAND HILL ROAD. BUILDING 2 SUITE 290 MENLO PARK, CA 94025 | | X | | |

Signatures

/s/ John Walecka, Managing Director Redpoint Ventures II, LLC for Redpoint Ventures II, L.P its General Partner

12/13/2007

__Signature of Reporting Person

Date

12/13/2007

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/s/ John Walecka, Managing Director Redpoint Ventures I, LLC Redpoint Technology Partners A-1, L.P. its General Partner

__Signature of Reporting Person

Date

/s/ John Walecka, Managing Director Redpoint Ventures I, LLC Redpoint Technology Partners Q-1, L.P. its General Partner

12/13/2007

__Signature of Reporting Person

Date

/s/ John Walecka, Managing Director Redpoint Ventures II, LLC Redpoint Associates II, LLC its General Partner

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) By Redpoint Associates II, LLC.
- (5) By Redpoint Technology Partners A-I, L.P.
- (6) By Redpoint Technology Partners Q-I, L.P.
- (7) By Redpoint Ventures II, L.P.

(8) The voting and disposition of the shares held by Redpoint Ventures II, L.P. is determined by Redpoint Ventures II, LLC, its general partner. The voting and disposition of the shares held by Redpoint Technology Partners A-I, L.P. and Redpoint Technology Partners Q-I, L.P. is determined by Redpoint Ventures I, LLC, the general partner of Redpoint Technology Partners A-I, L.P. and Redpoint Technology Partners Q-I, L.P. Jeffery Brody, Thomas Dyal, Timothy Haley, G. Bradford Jones, John Walecka and Geoffrey Yang are the managing members of Redpoint Ventures I, LLC, Redpoint Ventures II, LLC and Redpoint Associates II, LLC and have shared voting and investment power over the shares held by Redpoint Ventures II, L.P., Redpoint Associates II, LLC, Redpoint Technology Partners A-I, L.P. and Redpoint Technology Partners Q-I, L.P. Messrs. Brody, Dyal, Haley, Jones, Walecka and Yang disclaim beneficial ownership of these shares except to the extent of their 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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