

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 04/30/2010 | 04/30/2010 | J ⁽¹⁾ | 1,504,224 ⁽²⁾ | \$ 5.27 | 6,093,893 ⁽³⁾ | I |

By CMEA Ventures Information Technology II, L.P. and CMEA Ventures Information Technology II, CLP ⁽⁴⁾

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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.