

CMEA VENTURES INFORMATION TECH II LP

Form 4

May 03, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *

CMEA VENTURES
INFORMATION TECH II LP

(Last) (First) (Middle)

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

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol
ENTROPIC COMMUNICATIONS
INC [ENTR]

3. Date of Earliest Transaction

(Month/Day/Year)

04/30/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

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		
Common Stock	04/30/2010	04/30/2010	J ⁽¹⁾	1,504,224 ⁽²⁾	D \$ 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.

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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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 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.
- (3) 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 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.
- (4)

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.