

ENTROPIC COMMUNICATIONS INC

Form 4

April 15, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Henry Patrick C

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)

6290 SEQUENCE DRIVE

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
04/11/2014

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

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

CEO & President

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 Ownership (Instr. 4)
Common Stock ⁽¹⁾	04/13/2014		M	13,500 A	\$ 0 615,541	I	by Trust
Common Stock	04/13/2014		F ⁽²⁾	4,951 D	\$ 3.86 610,590 ⁽³⁾	I	by Trust
Common Stock					145,430	I	'09 GRAT PH ⁽⁴⁾
Common Stock					145,430	I	'09 GRAT WH ⁽⁵⁾

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 Underlying (Instr. 3 and
				Code	V	(A)	(D)	
						Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 3.86	04/11/2014		A	240,000	<u>(6)</u>	04/11/2024	Common Stock
Restricted Stock Unit	<u>(7)</u>	04/11/2014		A	80,000	<u>(8)</u>	<u>(8)</u>	Common Stock
Restricted Stock Unit ⁽¹⁾	<u>(9)</u>	04/13/2014		M	13,500	<u>(10)</u>	<u>(10)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Henry Patrick C 6290 SEQUENCE DRIVE SAN DIEGO, CA 92121	X		CEO & President	

Signatures

By: Lance W. Bridges, as attorney-in-fact For: Patrick C. Henry

04/15/2014

Signature of Reporting Person

Date _____

Explanation of Responses:

- | | |
|-----|---|
| * | If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v). |
| ** | Intentional misstatements or omissions of facts constitute Federal Criminal Violations. <i>See</i> 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). |
| (1) | By Patrick C. Henry and Wendy A. Henry Family Trust |
| (2) | Shares have been surrendered to the issuer to satisfy the reporting person's tax withholding obligation due on vesting of restricted stock units. |
| (3) | The reporting persons end of period holdings include 1,581 shares purchased on 10/31/13, under the Company's Employee Stock Purchase Plan and are owned directly by the reporting person. |
| (4) | The shares are held by the Patrick C. Henry and Wendy A. Henry, Trustees of the Patrick C. Henry 2009 Annuity Trust, dated March 26, 2009, of which the Reporting Person holds a pecuniary interest in the annuity provided for in the trust agreement. |

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- (5) The shares are held by the Patrick C. Henry and Wendy A. Henry, Trustees of the Wendy A. Henry 2009 Annuity Trust, dated March 26, 2009, of which the Reporting Person holds a pecuniary interest in the annuity provided for in the trust agreement.
- 1/4th of the shares vest one year after the Vesting Commencement Date beginning 4/11/14. 1/48th of the shares vest monthly thereafter
- (6) over the next three years. Additionally, grant is subject to accelerated vesting on the terms and conditions set forth in such individual's Executive Employment Agreement.
- (7) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.
- The shares vest over a four year period, with 25% vesting on the first quarterly vesting date following the 1st, 2nd, 3rd and 4th
- (8) anniversary of the grant date. Additionally, grant is subject to accelerated vesting on the terms and conditions set forth in such individual's Executive Employment Agreement.
- (9) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.
- The shares vest in four equal annual installments, beginning one year after the Vesting Commencement Date of April 13, 2011.
- (10) Additionally, grant is subject to accelerated vesting on the terms and conditions set forth in such individual's Executive Employment Agreement.

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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