

ENTROPIC COMMUNICATIONS INC  
 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 \*  
 Yassini-Fard Rouzbeh

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)  
 79 NEWBURY STREET  
 (Street)  
 BOSTON, MA 02116  
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/12/2007  
 4. If Amendment, Date Original Filed(Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |   |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |                  |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |   |                  |
| Common Stock                    | 12/12/2007                           |  | C                              | 55,534  | A   | ①  | 55,534                            | I | See Footnote (4) |
| Common Stock                    | 12/12/2007                           |  | C                              | 4,141   | A   | ②  | 59,675                            | I | See Footnote (4) |
| Common Stock                    | 12/12/2007                           |  | C                              | 46,056  | A   | ③  | 105,731                           | I | See Footnote (4) |

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

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**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Series A Convertible Preferred Stock       | (1)  | 12/12/2007                           |  | C                              | 55,534  | (1) (1)  | Common Stock  | 55,534                        |
| Series B Convertible Preferred Stock       | (2)  | 12/12/2007                           |  | C                              | 4,141   | (2) (2)  | Common Stock  | 4,141                         |
| Series C Convertible Preferred Stock       | (3)  | 12/12/2007                           |  | C                              | 46,056  | (3) (3)  | Common Stock  | 46,056                        |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Yassini-Fard Rouzbeh<br>79 NEWBURY STREET<br>BOSTON, MA 02116 | X             |           |         |       |

## Signatures

/s/ Lance Bridges, attorney-in-fact for Rouzbeh Yassini-Fard 12/12/2007

\_\_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 YAS Broadband Ventures, LLC. Mr. Yassini is the President and Chief Executive Officer of YAS Broadband Ventures, LLC and has sole voting and investment power over these shares. Mr. Yassini disclaims beneficial ownership of these shares except to the extent of his 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.