

ENTROPIC COMMUNICATIONS INC
Form SC 13G/A
February 09, 2011

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Entropic Communications, Inc.
(Name of Issuer)
Common Stock, \$0.001 par value per share
(Title of Class of Securities)
29384R 10 5
(CUSIP Number)
December 31, 2010
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 29384R 10 5

1 NAMES OF REPORTING PERSONS
Redpoint Ventures II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware, United States of America

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

PN

(1) This Amendment No. 1 to the statement on Schedule 13G is filed by Redpoint Ventures II, L.P. (RV II), Redpoint Associates II, LLC (RA II), Redpoint Ventures II, LLC (RV II LLC), Redpoint Technology Partners A-I, L.P. (RTP A-I), Redpoint Technology Partners Q-I, L.P. (RTP Q-I) and Redpoint Ventures I, LLC (RV I LLC, together with RV II, RA II, RV II LLC, RTP A-I and RTP Q-I, collectively, the Reporting Persons). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

CUSIP No. 29384R 10 5

1 NAMES OF REPORTING PERSONS
Redpoint Associates II, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware, United States of America

SOLE VOTING POWER
5
NUMBER OF 0

SHARES BENEFICIALLY OWNED BY **6** SHARED VOTING POWER
0

EACH REPORTING PERSON **7** SOLE DISPOSITIVE POWER
0

WITH: **8** SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) This Amendment No. 1 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

CUSIP No. 29384R 10 5

1 NAMES OF REPORTING PERSONS
Redpoint Ventures II, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware, United States of America

NUMBER OF **5** SOLE VOTING POWER
0

SHARES **6** SHARED VOTING POWER
BENEFICIALLY OWNED BY 0

EACH **7** SOLE DISPOSITIVE POWER
REPORTING PERSON 0

WITH: **8** SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) This Amendment No. 1 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

CUSIP No. 29384R 10 5

1 NAMES OF REPORTING PERSONS
Redpoint Technology Partners A-I, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware, United States of America

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) This Amendment No. 1 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

CUSIP No. 29384R 10 5

1 NAMES OF REPORTING PERSONS
Redpoint Technology Partners Q-I, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware, United States of America

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) This Amendment No. 1 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

CUSIP No. 29384R 10 5

1 NAMES OF REPORTING PERSONS
Redpoint Ventures I, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware, United States of America

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) This Amendment No. 1 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.

Introductory Note: This Amendment No. 1 to the statement on Schedule 13G amends the Schedule 13G originally filed with the SEC on February 14, 2008, and is being filed by the Reporting Persons in respect of shares of Common Stock, par value \$0.001 per share (Common Stock), of Entropic Communications, Inc. (the Issuer).

Item 1

(a) Name of Issuer: Entropic Communications, Inc.

(b) Address of Issuer s

Principal Executive Offices: 6290 Sequence Drive
San Diego, California 92121

Item 2

(a) Name of Person(s) Filing:

Redpoint Ventures II, L.P. (RV II)
Redpoint Associates II, LLC (RA II)
Redpoint Ventures II, LLC (RV II LLC)
Redpoint Technology Partners A-I, L.P. (RTP A-I)
Redpoint Technology Partners Q-I, L.P. (RTP Q-I)
Redpoint Ventures I, LLC (RV I LLC)

(b) Address of Principal Business Office: c/o Redpoint Ventures
3000 Sand Hill Road, Building 2,
Suite 290
Menlo Park, California 94025

(c) Citizenship:

| | |
|-----------|------------------------------------|
| RV II | Delaware, United States of America |
| RA II | Delaware, United States of America |
| RV II LLC | Delaware, United States of America |
| RTP A-I | Delaware, United States of America |
| RTP Q-I | Delaware, United States of America |
| RV I LLC | Delaware, United States of America |

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 29384R 10 5

Item 3 Not applicable.

Item 4 Ownership.

The following information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2010:

| Reporting Persons | Shares Held Directly | Sole Voting Power | Shared Voting Power | Sole Dispositive Power | Shared Dispositive Power | Beneficial Ownership | Percentage of Class |
|--------------------------|-----------------------------|--------------------------|----------------------------|-------------------------------|---------------------------------|-----------------------------|----------------------------|
| RV II | 0 | 0 | 0 | 0 | 0 | 0 | 0.0% |
| RA II | 0 | 0 | 0 | 0 | 0 | 0 | 0.0% |
| RV II LLC | 0 | 0 | 0 | 0 | 0 | 0 | 0.0% |
| RTP A-I | 0 | 0 | 0 | 0 | 0 | 0 | 0.0% |
| RTP Q-I | 0 | 0 | 0 | 0 | 0 | 0 | 0.0% |
| RV I LLC | 0 | 0 | 0 | 0 | 0 | 0 | 0.0% |

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof, the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8 Identification and Classification of Members of the Group.

Not applicable.

Item 9 Notice of Dissolution of Group.

Not applicable.

Item 10 Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2011

REDPOINT VENTURES II, L.P.

By its General Partner, Redpoint Ventures II, LLC

/s/ John L. Walecka

John L. Walecka

Manager

REDPOINT ASSOCIATES II, LLC

/s/ John L. Walecka

John L. Walecka

Manager

REDPOINT VENTURES II, LLC

/s/ John L. Walecka

John L. Walecka

Manager

REDPOINT TECHNOLOGY PARTNERS A-I, L.P.

REDPOINT TECHNOLOGY PARTNERS Q-I, L.P.

By its General Partner, Redpoint Ventures I, LLC

/s/ John L. Walecka

John L. Walecka

Manager

REDPOINT VENTURES I, LLC

/s/ John L. Walecka

John L. Walecka

Manager

Exhibit(s):

A Joint Filing Statement