

ENTROPIC COMMUNICATIONS INC  
Form S-8  
February 06, 2008

As filed with the Securities and Exchange Commission on February 6, 2008

Registration No. 333-\_\_\_\_\_

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**Entropic Communications, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or  
organization)

**33-0947630**  
(I.R.S. Employer Identification No.)

**9276 Scranton Road, Suite 200**

**San Diego, California 92121**

(Address of Principal Executive Offices)

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**2007 Equity Incentive Plan**

**2007 Employee Stock Purchase Plan**

(Full titles of the plans)

**Patrick C. Henry**

**Chief Executive Officer**

**Entropic Communications, Inc.**

**9276 Scranton Road, Suite 200**

**San Diego, California 92121**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Lance W. Bridges, Esq.**

**Vice President of Corporate Development**

**and General Counsel**

**Entropic Communications, Inc.**

**9276 Scranton Road, Suite 200**

**San Diego, California 92121**

**(858) 625-3200**

**Frederick T. Muto, Esq.**

**Jason L. Kent, Esq.**

**Cooley Godward Kronish LLP**

**4401 Eastgate Mall**

**San Diego, California 92121**

**(858) 550-6000**

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**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum	Proposed Maximum	Amount of Registration Fee
		Offering Price Per Share (2)	Aggregate Offering Price (2)	
<b>2007 Equity Incentive Plan</b>				
Common Stock (par value \$0.001)	3,407,805 shares (3)	\$6.38	\$21,741,796	\$855
<b>2007 Employee Stock Purchase Plan</b>				
Common Stock (par value \$0.001)	1,022,341 shares (4)	\$6.38	\$6,522,535	\$257

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the *Securities Act*), this Registration Statement shall also cover any additional shares of Registrant's common stock (the *Common Stock*) that become issuable under the plans by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h)(1) under the Securities Act. The price per share and aggregate offering price are based upon the average of the high and low prices of the Registrant's Common Stock on February 4, 2008, as reported on the Nasdaq Global Market.
- (3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Registrant's 2007 Equity Incentive Plan (the *2007 EIP*) on January 1, 2008 pursuant to an evergreen provision contained in the 2007 EIP. Pursuant to such provision, on January 1<sup>st</sup> of each year commencing in 2008 and ending on (and including) January 1, 2017, the number of shares authorized for issuance under the 2007 EIP is automatically increased by a number equal to the lesser of (i) 5% of the aggregate number of shares of Common Stock outstanding on December 31<sup>st</sup> of the preceding calendar year, (ii) 7,692,307 shares of Common Stock or (iii) a lesser number of shares of Common Stock that may be determined by the Registrant's Board of Directors or a duly authorized committee of the Board of Directors.
- (4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Registrant's 2007 Employee Stock Purchase Plan (the *2007 ESPP*) on January 1, 2008 pursuant to an evergreen provision contained in the 2007 ESPP. Pursuant to such provision, on January 1<sup>st</sup> of each year commencing in 2008 and ending on (and including) January 1, 2017, the number of shares authorized for issuance under the 2007 ESPP is automatically increased by a number equal to the lesser of (i) 1.5% of the aggregate number of shares of Common Stock outstanding on December 31<sup>st</sup> of the preceding calendar year, (ii) 2,307,692 shares of Common Stock, or (iii) a lesser number of shares that may be determined by the Registrant's Board of Directors or a duly authorized committee of the Board of Directors.

**INCORPORATION BY REFERENCE OF CONTENTS OF  
REGISTRATION STATEMENT ON FORM S-8 NO. 333-147916**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement on Form S-8 relating to the same benefit plans is effective. The Registrant previously registered shares of its Common Stock for issuance under the 2007 EIP and the 2007 ESPP under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission on December 7, 2007 (File No. 333-147916). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on February 6, 2008.

**Entropic Communications, Inc.**

By: /s/ Patrick Henry  
 Patrick Henry  
 Chief Executive Officer

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Patrick Henry and David Lyle, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Patrick Henry	Chief Executive Officer and Chairman of the	February 6, 2008
Patrick Henry	Board of Directors <i>(Principal Executive Officer)</i>	
/s/ David Lyle	Chief Financial Officer	February 6, 2008
David Lyle	<i>(Principal Financial Officer)</i>	
/s/ Kurt Noyes	Vice President, Finance and	February 6, 2008
Kurt Noyes	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	
/s/ Thomas Baruch	Member of the Board of Directors	February 6, 2008
Thomas Baruch		
/s/ Amir Mashkoori	Member of the Board of Directors	February 6, 2008
Amir Mashkoori		

/s/ Kenneth Merchant	Member of the Board of Directors	February 6, 2008
Kenneth Merchant		
/s/ Umesh Padval	Member of the Board of Directors	February 6, 2008
Umesh Padval		
/s/ John Walecka	Member of the Board of Directors	February 6, 2008
John Walecka		
/s/ Rouzbeh Yassini	Member of the Board of Directors	February 6, 2008
Rouzbeh Yassini		

**EXHIBIT INDEX**

**Exhibit**

**Number**

- 3.1<sup>(1)</sup> Form of Registrant s Amended and Restated Certificate of Incorporation.
- 3.2<sup>(1)</sup> Form of Registrant s Amended and Restated Bylaws.
- 4.1 Reference is made to Exhibits 3.1 and 3.2.
- 4.2<sup>(2)</sup> Form of Common Stock Certificate of the Registrant.
- 4.3<sup>(2)</sup> Third Amended and Restated Investor Rights Agreement dated June 30, 2007 by and among the Registrant and certain of its stockholders.
- 5.1 Opinion of Cooley Godward Kronish LLP.
- 23.1 Consent of Ernst & Young LLP, independent registered public accounting firm.
- 23.2 Consent of Cooley Godward Kronish LLP. Reference is made to Exhibit 5.1.
- 24.1 Power of Attorney. Reference is made to the signature page hereto.
- 99.1<sup>(2)</sup> 2007 Equity Incentive Plan and Form of Stock Option Agreement, Form of Stock Option Grant Notice and Notice of Exercise thereunder.
- 99.2<sup>(2)</sup> 2007 Employee Stock Purchase Plan and Form of Offering Document thereunder.

<sup>(1)</sup> Filed as an exhibit to the Registrant s Current Report on Form 8-K, filed with the Commission on December 13, 2007, and incorporated herein by reference.

<sup>(2)</sup> Filed as an exhibit to the Registrant s Registration Statement on Form S-1 (File No. 333-144889), originally filed with the Commission on July 27, 2007, and incorporated herein by reference.