

ENTROPIC COMMUNICATIONS INC

Form 8-K

February 24, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): February 24, 2010

**ENTROPIC COMMUNICATIONS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**001-33844**  
(Commission File Number)

**33-0947630**  
(IRS Employer

Identification No.)

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**6290 Sequence Drive**

**San Diego, CA 92121**

**(Address of Principal Executive Offices and Zip Code)**

**(858) 768-3600**

**(Registrant's Telephone Number, Including Area Code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01 Regulation FD Disclosure.**

The following executive officers of Entropic Communications, Inc. (the Company) have adopted stock trading plans in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended: Patrick Henry, president and chief executive officer; David Lyle, chief financial officer; Kurt Noyes, vice president, accounting and treasury; Tom Lookabaugh, chief technology officer; Vinay Gokhale, senior vice president, marketing and business development; Bill Bradford, senior vice president, worldwide sales; and Lance Bridges, vice president and general counsel. These executive officers have entered into Rule 10b5-1 plans to diversify their assets and obtain liquidity to meet financial obligations and for estate planning purposes. Under Rule 10b5-1, directors, officers and other employees who are not in possession of material non-public information may adopt a pre-arranged plan or contract for the sale of Company securities under specified conditions and at specified times. Using these 10b5-1 plans, individuals can gradually diversify their investment portfolios, spread stock trades out over an extended period of time to reduce market impact and avoid concerns about transactions occurring at a time when they might possess material non-public information.

Sales of stock made under these plans will be reported to the Securities and Exchange Commission in accordance with applicable securities laws, rules and regulations. The Company does not undertake to report Rule 10b5-1 plans that may be adopted by any officers or directors in the future, or to report any modifications or termination of any publicly announced trading plans, except to the extent required by law.

The information in this Item 7.01 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any registration statement or other document filed with the Securities and Exchange Commission, whether filed before or after the date hereof, and regardless of any general incorporation language in any such filing.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

**ENTROPIC COMMUNICATIONS, INC.**

Dated: February 24, 2010

By: /s/ LANCE W. BRIDGES, ESQ.  
**Lance W. Bridges, Esq.**  
**Vice President and General Counsel**