

ENTROPIC COMMUNICATIONS INC  
Form DEFA14A  
April 05, 2012

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

**ENTROPIC COMMUNICATIONS, INC.**

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**\*\*\* Exercise Your *Right* to Vote \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 15, 2012.**

**Meeting Information**

**ENTROPIC COMMUNICATIONS, INC.**

**Meeting Type:** Annual Meeting

**For holders as of:** March 26, 2012

**Date:** May 15, 2012 **Time:** 2:00 PM, Pacific Daylight Time

**Location:** Entropic Communications, Inc.  
6290 Sequence Drive  
San Diego, CA 92121

**Directions to the meeting are available in the proxy materials and may also be obtained by email to:**  
ir@entropic.com

You are receiving this communication because you hold shares in the above named company.

*ENTROPIC COMMUNICATIONS, INC.*

*ATTN: LANCE BRIDGES*

*6290 SEQUENCE DRIVE*

*SAN DIEGO, CA 92121*

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

## **Before You Vote**

### How to Access the Proxy Materials

#### **Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT      FORM 10-K (ANNUAL REPORT)

#### **How to View Online:**

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

#### **How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:*      [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE:*    1-800-579-1639
- 3) *BY E-MAIL\*:*      [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 1, 2012 to facilitate timely delivery.

## How To Vote

Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of photo identification and, where shares are held in street name, proof of beneficial ownership. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Voting Items**

1 To elect the following persons to serve on the company's board of directors until the 2015 Annual Meeting of Shareholders and until their successors are duly elected and have been qualified.

**Nominees:**

- 01) Kenneth Merchant, Ph.D.
- 02) Umesh Padval

2 To cast a vote on advisory approval of the executive compensation of the Company's named executive officers as disclosed in the proxy statement.

3 To ratify the selection by the audit committee of the board of directors Ernst & Young LLP as the Company's registered public accounting firm for the fiscal year ending December 31, 2012.

4 To transact such other business that properly comes before the 2012 Annual Meeting of Stockholders and any adjournment or postponement thereof.

The Company's board of directors recommends a vote **FOR** the nominees listed above and a vote **FOR** proposal 2 and proposal 3.