

ENTROPIC COMMUNICATIONS INC

Form 8-K

June 17, 2009

**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): June 15, 2009

**ENTROPIC COMMUNICATIONS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

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

6290 Sequence Drive

**33-0947630**  
(IRS Employer

Identification No.)

Edgar Filing: ENTROPIC COMMUNICATIONS INC - Form 8-K

**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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On June 15, 2009, the board of directors of Entropic Communications, Inc., a Delaware corporation (the *Company*), unanimously elected Keith Bechard as a Class III director whose term will expire at the Company's 2010 Annual Meeting of Stockholders. Mr. Bechard will serve as a non-employee director of the Company until his successor is duly elected and qualified or until the earlier of his death, resignation or removal. Under the terms of Mr. Bechard's offer letter with the Company, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference, Mr. Bechard will receive the same compensation for his service on the Company's board that the Company provides to its other non-employee directors, namely, an annual cash retainer of \$10,000, prorated for partial years of service, and \$2,500 for attending each board meeting in person and \$1,000 for attending each board meeting that lasts for more than one hour by telephone. As a non-employee director, under the terms of the Company's stockholder-approved 2007 non-employee directors' stock option plan, a copy of which is attached hereto as Exhibit 99.2 and incorporated herein by reference, Mr. Bechard will receive automatic grants of stock options, including an option to purchase 51,076 shares of the Company's common stock vesting in equal monthly installments over four years following his initial appointment to the board, and an option to purchase 12,769 shares of the Company's common stock, vesting in equal monthly installments over one year following each annual meeting of stockholders of the Company, provided that Mr. Bechard has served on our board for at least 180 days prior to such annual meeting.

The Company will also enter into an indemnification agreement with Mr. Bechard in the form attached as Exhibit 99.3 to this Form 8-K and incorporated herein by reference.

Mr. Bechard's appointment to the board was announced in a press release dated June 17, 2009, which is attached hereto as Exhibit 99.4 and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 99.1          | Director Offer Letter dated June 9, 2009 by and between the Registrant and Keith Bechard.   |
| 99.2(1)       | 2007 Non-Employee Directors' Stock Option Plan and Form of Option Agreement, Forms of Grant Notice and Notice of Exercise thereunder.                                   |
| 99.3(1)       | Form of Indemnity Agreement by and between the Registrant and each of its directors and executive officers.   |
| 99.4          | Press Release of Entropic Communications, Inc. dated June 17, 2009.   |
| (1)           | Incorporated herein by reference to the Registrant's Registration Statement on Form S-1 (No. 333-144899), as amended, file with the Securities and Exchange Commission. |

**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: June 17, 2009

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

**EXHIBIT INDEX**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 99.1          | Director Offer Letter dated June 9, 2009 by and between the Registrant and Keith Bechard.   |
| 99.2(1)       | 2007 Non-Employee Directors Stock Option Plan and Form of Option Agreement, Forms of Grant Notice and Notice of Exercise thereunder.                                    |
| 99.3(1)       | Form of Indemnity Agreement by and between the Registrant and each of its directors and executive officers.   |
| 99.4          | Press Release of Entropic Communications, Inc. dated June 17, 2009.   |
| (1)           | Incorporated herein by reference to the Registrant's Registration Statement on Form S-1 (No. 333-144899), as amended, file with the Securities and Exchange Commission. |