

SEACHANGE INTERNATIONAL INC  
Form 8-K  
July 20, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 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): July 18, 2007

**SEACHANGE INTERNATIONAL, INC.**

(Exact Name of Registrant as Specified in its Charter)

**DELAWARE**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**0-21393**  
(Commission File  
Number)

**04-3197974**  
(I.R.S. Employer  
Identification No.)

**50 Nagog Park, Acton, MA**  
(Address of Principal Executive Offices)

**01720**  
(Zip Code)

Registrant's telephone number including area code: (978) 897-0100

**No change since last report**

(Former Name or Address, if Changed Since Last Report)

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))

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“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02(e).**

*Compensation and Bonus Plans*

At the 2007 annual meeting of stockholders of SeaChange International, Inc. ( SeaChange ) held July 18, 2007, the stockholders of SeaChange approved an amendment to SeaChange s 2005 Equity Compensation and Incentive Plan (the 2005 Plan ) to:

increase the total number of authorized shares under the 2005 Plan by 1,300,000 shares, so that the aggregate number of awards that may be granted under the 2005 Plan is 2,800,000, and permit all of these additional shares to be used for any form of award under the 2005 Plan; and

prohibit liberal share counting , meaning that the number of shares available for grant under the 2005 Plan would not be increased by the tendering of shares in payment of a stock option, the withholding of shares to satisfy a tax withholding obligation, or shares repurchased with option proceeds.

As described in SeaChange s proxy statement filed with the SEC on May 25, 2007, the Board of Directors had previously approved this amendment on May 22, 2007.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

The following Exhibit is furnished as part of this report:

<b>Exhibit No.</b>	<b>Description</b>
10.1	Amended and Restated 2005 Equity Compensation and Incentive Plan (filed as Appendix A to the Company s Proxy Statement on Schedule 14A previously filed May 25, 2007 with the Commission (File No. 000-21393) and incorporated herein by reference).

**SIGNATURE**

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 thereunto duly authorized.

**SEACHANGE INTERNATIONAL, INC.**

By: /s/ Kevin M. Bisson  
Kevin M. Bisson  
Chief Financial Officer, Treasurer, Secretary and  
Senior Vice President, Finance and Administration

Dated: July 20, 2007

**EXHIBIT INDEX**

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