## Edgar Filing: SEACHANGE INTERNATIONAL INC - Form 4

#### SEACHANGE INTERNATIONAL INC

Form 4 May 20, 2008

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

#### **OMB APPROVAL**

OMB Number: 3235-0287 January 31,

Expires: 2005
Estimated average

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Check this box if no longer subject to

subject to Section 16. Form 4 or Form 5

SECURITIES

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

SEACHANGE INTERNATIONAL

Form 5 obligations may continue. See Instruction See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Symbol

**INC [SEAC]** 

1(b).

(Print or Type Responses)

MANN BRUCE E

1. Name and Address of Reporting Person \*

	11 (0 [51									
(Last)  C/O SEACI INTERNAT PARK	3. Date of Earliest Transaction (Month/Day/Year) 05/28/2004					Director 10% Owner Other (give title Other (specify below)  Sr VP Network Storage Engneerg				
ACTON, M	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)  (A) or		of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership 7. Nature o Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)				
Common Stock	05/16/2008			A	40,860	A	\$0	121,500 <u>(4)</u>	$D_{(5)}$	
Common Stock								20,137	I	by Daughter
Common Stock								20,135	I	by Son (2)
Common Stock								20,135	I	by Son II

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	1
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount of		Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	) Derivativ					(Instr. 5)	į
		Derivative				Securities	;					
		Security				Acquired	Acquired					1
						(A) or						1
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										<b>A</b>		
										Amount		
							Date Expiration Exercisable Date	Expiration		or		
								Title Number				
					~					of		
					Code \	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MANN BRUCE E C/O SEACHANGE INTERNATIONAL 50 NAGOG PARK ACTON, MA 01720

Sr VP Network Storage Engneerg

## **Signatures**

\s\ Bruce E.
Mann
05/20/2008

\*\*Signature of Date
Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares are owned by Mr. Mann's daughter, Emily. Mr. Mann disclaims beneficial ownership of these shares.
- (2) These shares are owned by Mr. Mann's son, Benjamin. Mr. Mann disclaims beneficial ownership of these shares.
- (3) These shares are owned by Mr. Mann's son, Jonathan. Mr. Mann disclaims beneficial ownership of these shares.
- (4) The reporting person's beneficial ownership total has been updated both to reflect the reported transaction and to include 8,623 shares acquired under the Issuer's employee stock purchase plan during the period between 5/28/2004 and 11/30/2007.

Reporting Owners 2

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The securities awarded on May 16, 2008 are in the form of restricted stock units (RSUs) issued pursuant to the SeaChange International,
Inc. 2005 Equity Compensation and Incentive Plan that entitle the reporting person to receive one (1) share of common stock per RSU.
The RSUs will vest, and the underlying common stock will issue, ratably over three years. The first tranche will vest on January 31, 2009, with an equal number of shares vesting on January 31, 2010 and the balance of the shares vesting on January 31, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.