

van Dommelen Erwin  
Form 4  
July 22, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
van Dommelen Erwin

2. Issuer Name and Ticker or Trading Symbol  
SEACHANGE INTERNATIONAL  
INC [SEAC]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President, SeaChange Software

(Last) (First) (Middle)  
  
C/O SEACHANGE  
INTERNATIONAL, INC., 50  
NAGOG PARK  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/20/2011

ACTON, MA 01720  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					75,018	I <sup>(1)</sup>	By Ventise Holding B.V. <sup>(1)</sup>
Common Stock	07/20/2011		A		31,646 <sup>(2)</sup>	A	\$ 0 31,646 D
Common Stock	07/20/2011		A		8,000 <sup>(3)</sup>	A	\$ 0 39,646 D

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



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31, 2012, with an equal number of shares vesting on January 31, 2013 and the balance of the shares vesting on January 31, 2014.

- (3) The securities awarded on July 20, 2011 are in the form of restricted stock units (RSUs) issued pursuant to the SeaChange International, Inc. 2011 Compensation and Incentive Plan (the "2011 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 April 30, 2013, with an equal number of shares vesting on April 30, 2014 and the balance of the shares vesting on April 30, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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