

SEACHANGE INTERNATIONAL INC
 Form 4
 March 17, 2008

FORM 4

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

OMB APPROVAL

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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 *
 Kelly Anthony W

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 29 BEAUCHAMP ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/13/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

EAST MOLESEY
 SURREY, X0 KT8 0PA

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | Price | |
| Common Stock | 03/13/2008 | | A ⁽¹⁾ | | 116,845 | \$ 7.605 | D |
| Common Stock | 03/13/2008 | | A ⁽¹⁾ | | 36,389 | \$ 7.605 | I ⁽²⁾ spouse |
| Common Stock | 03/13/2008 | | A ⁽¹⁾ | | 55,418 | \$ 7.605 | I ⁽³⁾ brother |
| Common Stock | 03/13/2008 | | A ⁽⁴⁾ | | 199,944 | \$ 6.89 | D |
| Common Stock | 03/13/2008 | | A ⁽⁴⁾ | | 62,268 | \$ 6.89 | I ⁽²⁾ spouse |

Common Stock 03/13/2008 A⁽⁴⁾ 94,830 A \$ 6.89 195,581 I⁽³⁾ brother

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kelly Anthony W 29 BEAUCHAMP ROAD EAST MOLESEY SURREY, X0 KT8 0PA | | | Senior Vice President | |

Signatures

/s/ Anthony William Kelly 03/17/2008
 **Signature of Reporting Person Date

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) As disclosed in the Company's Form 8-K filed March 13, 2008, on March 13, 2008 the reporting person and his immediate family members as to which indirect ownership is indicated on this Form 4 received 208,652 shares of the Company's common stock pursuant to the Agreement for the Sale and Purchase of Share Capital of On Demand Group Limited, dated as of September 23, 2005, by and among the Company, Andrew Thomas Birchall, Anthony William Kelly and certain other stockholders of ODG (as amended, the "Purchase Agreement") as the earnout payment in connection with the sale of Film Flex Limited. Pursuant to the terms of the Purchase Agreement,

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the number of shares of the Company's common stock received was based on the ten day trading average commencing five days prior to the same of Film Flex Limited, which was \$7.6050 per share.

- (2) These shares are owned by Ms. Judith Kelly. Mr. Anthony Kelly disclaims beneficial ownership of these shares.
- (3) These shares are owned by Michael Kelly. Mr. Anthony Kelly disclaims beneficial ownership of these shares.

As disclosed in the Company's Form 8-K filed March 13, 2008, on March 13, 2008 the reporting person and his immediate family members as to which indirect ownership is indicated on this Form 4 received 357,042 shares of the Company's common stock pursuant to the Agreement for the Sale and Purchase of Share Capital of On Demand Group Limited, dated as of September 23, 2005, by and among

- (4) the Company, Andrew Thomas Birchall, Anthony William Kelly and certain other stockholders of ODG (as amended, the "Purchase Agreement") as the earnout payment in connection with the period ended January 31, 2008. Pursuant to the terms of the Purchase Agreement, the number of shares of the Company's common stock received was based on the ten day trading average commencing five days prior to January 31, 2008, or \$6.89 per share.

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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