

SEACHANGE INTERNATIONAL INC  
Form 8-K  
May 16, 2014

**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): May 15, 2014**

**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.)**

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**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))
- .. 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.**

(e)

*Fiscal 2015 Compensation and Bonus Plans*

On May 15, 2014, the Compensation Committee of the Board of Directors of SeaChange International, Inc. ( SeaChange ) established the fiscal year 2015 compensation and bonus plans (the 2015 Plans ) for Raghu Rau, Anthony Dias and David McEvoy, each a named executive officer of SeaChange.

The below-described 2015 Plans were established by the Compensation Committee of the Board of Directors of SeaChange after giving consideration to compensation practices of SeaChange's peer companies, and commentary regarding executive compensation trends and practices, including that published by Institutional Shareholder Services.

Mr. Rau will receive a base salary of \$500,000 and will be eligible for a target bonus of \$1,250,000, with \$500,000 payable in cash and \$750,000 payable in restricted stock units ( RSUs ). Mr. Rau's base salary and target bonus are unchanged from the prior two fiscal years. Mr. Dias will receive a base salary of \$250,000, and he will receive an increase from \$250,000 to \$265,000 on July 1, 2014. Mr. Dias will be eligible for a target bonus of \$212,000, with \$102,000 payable in cash and \$110,000 payable in RSUs. Mr. McEvoy will receive a base salary of \$254,616, and he will receive an increase from \$254,616 to \$262,254 on July 1, 2014. Mr. McEvoy will be eligible for a target bonus of \$131,127, with \$80,000 payable in cash and \$51,127 payable in RSUs.

This performance-based compensation is earned based on SeaChange achieving certain overall company financial objectives for fiscal 2015 related to Total Revenue and Non-GAAP Operating Income. In the case of each of Messrs. Rau, Dias and McEvoy, a portion of their respective bonus is also based on individualized performance-based objectives.

The bonuses are determined upon conclusion of SeaChange's 2015 fiscal year, with any fiscal 2015 awarded RSUs to vest on January 31, 2016.

The 2015 Plans provide that the Compensation Committee has the discretion to determine the amount, if any, of cash bonus and RSUs awarded under the plans, whether or not the criteria are satisfied. The 2015 Plans also provide that the amount of the cash bonus and RSUs awarded may be adjusted upward or downward in predetermined amounts if actual performance exceeds or is below the target financial criteria, with a specified maximum upward adjustment of fifteen percent above target based upon each of non-GAAP operating income and revenue.

**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 hereunto duly authorized.

**SEACHANGE INTERNATIONAL, INC.**

By: /s/ Raghu Rau  
Raghu Rau

Chief Executive Officer

Dated: May 16, 2014