

Singer Eric
Form 4
December 08, 2017

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 *
Singer Eric

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)
825 THIRD AVENUE, 33RD FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2017

____ Director
____ Officer (give title below) Other (specify below)
Passive Investor

(Street)
NEW YORK, NY 10022

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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock, \$0.01 par value ⁽¹⁾ ₍₂₎	12/07/2017		S		\$ 118,619	D	\$ 3.4968	1,831,162	I	By: VIEX Opportunities Fund, LP - Series One ⁽³⁾
Common Stock, \$0.01 par value ⁽¹⁾ ₍₂₎	12/07/2017		S		\$ 207,724	D	\$ 3.5048	1,623,438	I	By: VIEX Opportunities Fund, LP - Series One ⁽³⁾
	12/07/2017		S		117,183	D		1,808,992	I	

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Common Stock, \$0.01 par value ⁽¹⁾ <u>(2)</u>					\$ 3.4968					By: VIEX Special Opportunities Fund II, LP ⁽⁴⁾
Common Stock, \$0.01 par value ⁽¹⁾ <u>(2)</u>	12/07/2017		S	205,209	D	\$ 3.5048	1,603,783	I		By: VIEX Special Opportunities Fund II, LP ⁽⁴⁾

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Singer Eric 825 THIRD AVENUE 33RD FLOOR NEW YORK, NY 10022				Passive Investor
VIEX Opportunities Fund, LP Series One C/O VERTEX CAPITAL ADVISORS, LLC 826 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022				Passive Investor

VIEX Special Opportunities Fund II, LP 825 THIRD AVENUE 33RD FLOOR NEW YORK, NY 10022	Passive Investor
VIEX Special Opportunities GP II, LLC 825 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022	Passive Investor
VIEX GP, LLC 825 THIRD AVE. 33RD FLOOR NEW YORK, NY 10022	Passive Investor
VIEX Capital Advisors, LLC 825 THIRD AVENUE 33RD FLOOR NEW YORK, NY 10022	Passive Investor

Signatures

By: /s/ Eric Singer	12/08/2017
__Signature of Reporting Person	Date
VIEX Opportunities Fund, LP - Series One; By: VIEX GP, LLC; its general partner; By: /s/ Eric Singer, Managing Member	12/08/2017
__Signature of Reporting Person	Date
VIEX Special Opportunities Fund II, LP; By: VIEX Special Opportunities GP II, LLC; its general partner; By: /s/ Eric Singer, Managing Member	12/08/2017
__Signature of Reporting Person	Date
VIEX Special Opportunities GP II, LLC; By /s/ Eric Singer, Managing Member	12/08/2017
__Signature of Reporting Person	Date
VIEX Capital Advisors, LLC; By /s/ Eric Singer, Managing Member	12/08/2017
__Signature of Reporting Person	Date
VIEX GP, LLC; By: /s/ Eric Singer, Managing Member	12/08/2017
__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).
- This Form 4 is filed jointly by VIEX Opportunities Fund, LP - Series One ("Series One"), a series of VIEX Opportunities Fund, LP ("VIEX Opportunities"), VIEX Special Opportunities Fund II, LP ("VSO II"), VIEX GP, LLC ("VIEX GP"), VIEX Special Opportunities GP II, LLC ("VSO GP II"), VIEX Capital Advisors, LLC ("VIEXCapital"), and Eric Singer (collectively, the "Reporting Persons").
- (1) The Reporting Persons are filing this report because each of the Reporting Persons is a member of a Section 13(d) group, disclosed in a Schedule 13D filed on behalf of the Reporting Persons, as it may be amended, which beneficially owns in the aggregate more than 10% of the Issuer's outstanding shares of Common Stock. Each Reporting Person disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.
 - (2) Shares of Common Stock beneficially owned directly by Series One. VIEX GP, as the general partner of Series One, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by Series One. VIEX Capital, as the investment manager of Series One, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by Series One. Mr. Singer, as the managing

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member of each of VIEX GP and VIEX Capital, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by Series One.

- Shares of Common Stock beneficially owned directly by VSO II. VSO GP II, as the general partner of VSO II, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by VSO II. VIEX Capital, as the investment manager of VSO II,
- (4) may be deemed the beneficial owner of the shares of Common Stock beneficially owned by VSO II. Mr. Singer, as the managing member of each of VIEX GP and VIEX Capital, may be deemed the beneficial owner of the shares of Common Stock beneficially owned by VSO II.

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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