

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 \*  
Birchall Andrew Thomas

(Last) (First) (Middle)

WEIR WATER, ADMIRALS  
BRIDGE LANE

(Street)

EAST GRINSTEAD, WEST  
SUSSEX, X0 RH19 4NN

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/13/2008		A <sup>(1)</sup>	208,652	A \$ 7.605	379,331	D
Common Stock	03/13/2008		A <sup>(2)</sup>	357,042	A \$ 6.89	736,373	D

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 Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Birchall Andrew Thomas  
WEIR WATER, ADMIRALS BRIDGE LANE  
EAST GRINSTEAD, WEST SUSSEX, X0 RH19 4NN

Senior Vice President

## Signatures

/s/ Andrew Thomas                      03/17/2008  
Birchall

\_\_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 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, 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) As disclosed in the Company's Form 8-K filed March 13, 2008, on March 13, 2008 the reporting person 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 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. 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.