

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  
(Street)

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

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Passive Investor

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

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

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (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...                   |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | 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            |
| Singer Eric<br>825 THIRD AVENUE<br>33RD FLOOR<br>NEW YORK, NY 10022  |               |           |         | Passive Investor |
| VIEX Opportunities Fund, LP Series One<br>C/O VERTEX CAPITAL ADVISORS, LLC<br>826 THIRD AVENUE, 33RD FLOOR<br>NEW YORK, NY 10022 |               |           |         | Passive Investor |

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

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.