

SEACHANGE INTERNATIONAL INC

Reported by
SINGER ERIC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/08/17 for the Period Ending 12/07/17

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ACTON, MA, 01720
Telephone 9788970100
CIK 0001019671
Symbol SEAC
SIC Code 3663 - Radio and Television Broadcasting and Communications Equipment
Industry Software
Sector Technology
Fiscal Year 01/31

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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Singer Eric (Last) (First) (Middle) 825 THIRD AVENUE, 33RD FLOOR (Street) NEW YORK, NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol SECHANGE INTERNATIONAL INC [SEAC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Passive Investor
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/7/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common Stock, \$0.01 par value (1)(2)	12/7/2017		S		118619	D	\$3.4968	1831162	I	By: VIEX Opportunities Fund, LP - Series One (3)
Common Stock, \$0.01 par value (1)(2)	12/7/2017		S		207724	D	\$3.5048	1623438	I	By: VIEX Opportunities Fund, LP - Series One (3)
Common Stock, \$0.01 par value (1)(2)	12/7/2017		S		117183	D	\$3.4968	1808992	I	By: VIEX Special Opportunities Fund II, LP (4)
Common Stock, \$0.01 par value (1)(2)	12/7/2017		S		205209	D	\$3.5048	1603783	I	By: VIEX Special Opportunities Fund II, LP (4)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) 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").
- (2) 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.
- (3) 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 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.

- (4) 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, 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.

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

12/8/2017

--Signature of Reporting Person

Date

VIEX Opportunities Fund, LP - Series One; By: VIEX GP, LLC; its general partner; By: /s/ Eric Singer, Managing Member

12/8/2017

--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

12/8/2017

--Signature of Reporting Person

Date

VIEX Special Opportunities GP II, LLC; By /s/ Eric Singer, Managing Member

12/8/2017

--Signature of Reporting Person

Date

VIEX Capital Advisors, LLC; By /s/ Eric Singer, Managing Member

12/8/2017

--Signature of Reporting Person

Date

VIEX GP, LLC; By: /s/ Eric Singer, Managing Member

12/8/2017

--Signature of Reporting Person

Date

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

* 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).

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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