

# SEACHANGE INTERNATIONAL INC

Reported by  
**BONNEY MARK J**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/28/17 for the Period Ending 08/24/17

Address 50 NAGOG PARK  
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

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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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>BONNEY MARK J</b>		<b>SEACHANGE INTERNATIONAL INC</b> <b>[ SEAC ]</b>		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
<b>C/O SEACHANGE INTERNATIONAL, INC., 50 NAGOG PARK</b>		<b>8/24/2017</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>ACTON, MA 01720</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)				<input type="checkbox"/> 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. 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	8/24/2017		A		38023 <a href="#">(1)</a>	A	\$0.00	38023	D	
Common Stock	8/24/2017		A		38023 <a href="#">(2)</a>	A	\$0.00	76046	D	

**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				

### Explanation of Responses:

- (1) The securities awarded on August 24, 2017 are in the form of restricted stock units (RSUs) issued pursuant to the Issuer's Second Amended and Restated 2011 Compensation and Incentive Plan that entitles the reporting person to receive one (1) share of common stock per RSU. The RSUs will vest at the rate of 33.33% on the first and second anniversary of August 17, 2017 with the balance of the award to be vested on the third anniversary of August 17, 2017, or upon a change in control of the Issuer.
- (2) The securities awarded on August 24, 2017 are in the form of restricted stock units (RSUs) issued pursuant to the Issuer's Second Amended and Restated 2011 Compensation and Incentive Plan that entitles the reporting person to receive one (1) share of common stock per RSU. The RSUs will vest on the earliest of (i) July 13, 2018, (ii) the business day before the Issuer's 2018 Annual Meeting of Stockholders or (iii) a change in control of the Issuer. The reporting person has elected to defer issuance of the shares underlying the RSU award until the earlier of the reporting person's departure from the Issuer's board of directors or a change in control of the Issuer.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>BONNEY MARK J</b> <b>C/O SEACHANGE INTERNATIONAL, INC.</b> <b>50 NAGOG PARK</b> <b>ACTON, MA 01720</b>	X			

### Signatures

/s/ Mark J. Bonney

8/28/2017

\*\*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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