

Singer Eric
Form 4

December 08, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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 ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) 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
X 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 Beneficial Ownership (Instr. 4)
Common Stock, \$0.01 par value ⁽¹⁾ <u>(2)</u>	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⁾ <u>(2)</u>	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 <u>(1)</u> <u>(2)</u>		\$ 3.4968						By: VIEX Special Opportunities Fund II, LP <u>(4)</u>
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Common Stock, \$0.01 par value <u>(1)</u> <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>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Deriv Secur Bene Own Follo Repor Trans (Instr
				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
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

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VIEX Special Opportunities Fund II, LP
825 THIRD AVENUE
33RD FLOOR
NEW YORK, NY 10022

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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 ("VIEX Capital"), and Eric Singer (collectively, the "Reporting Persons").

- 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

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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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