

SEACHANGE INTERNATIONAL INC

Form 8-K/A

November 17, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K/A**

**(Amendment No. 2)**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): September 1, 2009**

**SEACHANGE INTERNATIONAL, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

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(State or Other Jurisdiction of  
Incorporation or Organization)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

50 Nagog Park, Acton, MA  
(Address of Principal Executive Offices)

01720  
(Zip Code)

Registrant's telephone number including area code: (978) 897-0100

No change since last report

(Former Name or Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SeaChange International, Inc. ( SeaChange ) filed a Current Report on Form 8-K on September 1, 2009 to report the acquisition by its subsidiary SeaChange B.V. of the entire issued share capital of eventIS Group B.V. SeaChange has determined that disclosure pursuant to Items 9.01(a) and 9.01(b) of Form 8-K is not required with respect to that acquisition because it did not involve a significant amount of assets, as defined in Item 2.01 of Form 8-K. SeaChange hereby amends and restates Item 9.01 of its current report on Form 8-K filed September 1, 2009, as amended, so that the amended and restated Item 9.01 shall read in its entirety as follows:

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

The following Exhibits are filed as part of this report, except that the portion of Exhibits 99.2 and 99.3 relating to the reporting of financial results of SeaChange is furnished and not filed:

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Press release issued by SeaChange International, Inc., dated September 1, 2009 (filed as Exhibit 99.1 to SeaChange's Current Report on Form 8-K previously filed with the Commission (File No. 000-21393) on September 1, 2009, and incorporated herein by reference).      |
| 99.2               | Press release issued by SeaChange International, Inc., dated September 1, 2009 (filed as Exhibit 99.2 to SeaChange's Current Report on Form 8-K/A previously filed with the Commission (File No. 000-21393) on September 2, 2009, and incorporated herein by reference).    |
| 99.3               | Prepared remarks issued by SeaChange International, Inc., dated September 1, 2009 (filed as Exhibit 99.3 to SeaChange's Current Report on Form 8-K/A previously filed with the Commission (File No. 000-21393) on September 2, 2009, and incorporated herein by reference). |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**SEACHANGE INTERNATIONAL, INC.**

By: */s/* KEVIN M. BISSON  
**Kevin M. Bisson**  
**Chief Financial Officer, Treasurer, Secretary and**  
**Senior Vice President, Finance and Administration**

Dated: November 17, 2009