UNITED STATES
SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

SEACHANGE INTERNATIONAL, INC.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

811699107
(CUSIP Number)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.
The information required in the remainder of the cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes)

1.NAME OF REPORTING PERSON Duncan-Hurst Capital Management Inc.
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
33-0403387

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) [ ]
(b) [ ]

3.SEC USE ONLY

4.CITIZENSHIP OR PLACE OF ORGANIZATION
Duncan-Hurst Capital Management Inc. is a California corporation.

5. SOLE VOTING POWER
0
6. SHARED VOTING POWER
0
7. SOLE DISPOSITIVE POWER
0
8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%

12. TYPE OF REPORTING PERSON*
IA, CO

1. NAME OF REPORTING PERSON William H. Duncan, Jr.
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) [ ]
(b) [ ]

3.SEC USE ONLY

4.CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5. SOLE VOTING POWER
0

6. SHARED VOTING POWER
0
7. SOLE DISPOSITIVE POWER
0
8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%

12. TYPE OF REPORTING PERSON*
IA

Item 1(a) Name of Issuer
SEACHANGE INTERNATIONAL. INC.

Item 1(b) Address of Issuers Principal Executive Offices
124 ACTION STREET
MAYNARD, MA 01754

Item 2(a) Name of Person Filing

Duncan-Hurst Capital Management Inc.

Item 2(b) Address of Issuers Principal Business or, if none, Residence

4365 Executive Drive, Suite 1520
San Diego, California 92121

Item 2c Citizenship

Reference is hereby made to item 4 to the cover pages incorporated by reference herein

Item 2(d) Title of Class of Securities

Common

Item 2(e) Cusip Number
811699107

Item 3 Type of person reporting

Duncan-Hurst Capital Management Inc. is an Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940 and William H. Duncan, Jr. is its principal shareholder, sole director, Chief Executive Officer and Chief Investment Officer.

Item 4 Ownership

Reference is hereby made to Items 5-9 and 11 of the cover pages of this Schedule 13G, which items are incorporated by reference herein.

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more that five percent of the class of securities, check the following [X]

Item 6 Ownership of more than five percent on behalf of another person

NOT APPLICABLE

Item 7 Identification and Classification of the Subsidiary which acquired the security being reported on by the Parent Holding Company

Not Applicable

Item 8 Identification and Classification of members of

the Group

Not Applicable

Item 9 Notice of Dissolution of Group

Not Applicable

Item 10 Certification

By signing below the undersigned certify that, to the best of their knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: February 17, 1998

DUNCAN-HURST CAPITAL MANAGEMENT INC.
By /s/ Rebecca M. La Ferney

_____
REBECCA M. LA FERNEY
Vice President

/s/ William H. Duncan, Jr.

_____
WILLIAM H. DUNCAN, JR.
Chief Investment Officer
and Sole Director

February 17, 1998

VIA EDGAR
Securities and Exchange Commission
450 Fifth Street, NW
Washington, DC 20549-1004

RE:Schedule 13G Filings
Ladies and Gentlemen:

We file herewith via EDGAR one executed Schedule 13G relating to the common stock of Seachange International, Inc.

By copy of this letter, we are simultaneously sending copies of the Schedule by certified mail to the Nasdaq System. Thank you for your assistance.

Sincerely,

Rebecca M. La Ferney
Vice President

cc: Nasdaq System (w/encl.)