

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

SCHEDULE 13G

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

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 this 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

CUSIP No. 811699107

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- 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
452,160
- NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH
- 6 SHARED VOTING POWER
388,090
- 7 SOLE DISPOSITIVE POWER
840,250
- 8 SHARED DISPOSITIVE POWER
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
840,250

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.6%

12 TYPE OF REPORTING PERSON*
IA, CO

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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
452,160

NUMBER OF
SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER
388,090

7 SOLE DISPOSITIVE POWER
840,250

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
840,250

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.6%

12 TYPE OF REPORTING PERSON*
IA

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Item 1(a) Name of Issuer

Seachange International, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices

124 Acton Street

Item 2(a) Name of Person Filing

Duncan-Hurst Capital Management Inc.

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

4365 Executive Drive, Suite 1520
San Diego, CA 92121

Item 2(c) 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 Reporting Person

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. Duncan-Hurst Capital Management Inc. and William H. Duncan are the beneficial owners of, and hold sole dispositive power over, the number of shares reflected in Item 9 of the cover pages. However, certain clients for whom Duncan-Hurst Capital Management Inc. acts as investment adviser retain the power to vote the shares and held in their advisory accounts,

provide guidelines and general instructions as to voting. Accordingly, Duncan-Hurst Capital Management Inc. and William H. Duncan, Jr. may be deemed to share voting power with such clients. The number shares reflected in Item 6 of the cover pages reflects shares held in such clients accounts.

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 than five percent of the class of securities, check the following [].

Item 6 Ownership of More than Five Percent on Behalf of Another Person

Duncan-Hurst Capital Management Inc. is deemed to be the beneficial owner of the number of securities reflected in Items 5-9 and 11 of page two (2) of this Schedule 13G pursuant to separate arrangements whereby it acts as investment adviser to certain persons. Each person for whom Duncan-Hurst Capital Management Inc. acts as investment adviser has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock purchased or held pursuant to such arrangements. William H. Duncan, Jr. may be deemed to be the beneficial owner of the number of securities reflected in Items 5-9 and 11 of page three (3) of this Schedule 13G due to his position as the sole director, Chief Executive Officer and Chief Investment Officer of, and his ownership interest in, Duncan-Hurst Capital Management Inc.

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

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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

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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: March 19, 1997

DUNCAN-HURST CAPITAL MANAGEMENT INC.

By /s/ Rebecca M. LaFerney

REBECCA M. LaFERNEY
Vice President

/s/ William H. Duncan, Jr.

WILLIAM H. DUNCAN, JR.
Chief Investment Officer