

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

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 1)<sup>1</sup>

SeaChange International, Inc.  
(Name of Issuer)

Common Stock, \$0.01 Par Value  
(Title of Class of Securities)

811699107  
(CUSIP Number)

MARK MITCHELL  
RAMIUS LLC  
599 Lexington Avenue, 20th Floor  
New York, New York 10022  
(212) 845-7988

STEVEN WOLOSKY, ESQ.  
OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP  
Park Avenue Tower  
65 East 55th Street  
New York, New York 10022  
(212) 451-2300

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

April 13, 2010  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

<sup>1</sup> 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 disclosures provided in a prior cover page.

The information required on 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 (however, see the *Notes*).

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1	NAME OF REPORTING PERSON RAMIUS VALUE AND OPPORTUNITY MASTER FUND LTD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,442,145
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 1,442,145
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,442,145	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.6%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSON RAMIUS ENTERPRISE MASTER FUND LTD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 345,048
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 345,048
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 345,048	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.1%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSON  RAMIUS NAVIGATION MASTER FUND LTD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  462,807
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  462,807
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  462,807	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  1.5%	
14	TYPE OF REPORTING PERSON  CO	

1	NAME OF REPORTING PERSON RCG PB, LTD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 462,807
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 462,807
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 462,807	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.5%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSON RAMIUS ADVISORS, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 807,855
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 807,855
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 807,855	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.6%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON RCG STARBOARD ADVISORS, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,442,145
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 1,442,145
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,442,145	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.6%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON  RAMIUS LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  2,250,000
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  2,250,000
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,250,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  7.2%	
14	TYPE OF REPORTING PERSON  OO	



1	NAME OF REPORTING PERSON COWEN GROUP, INC.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 2,250,000
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 2,250,000
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,250,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSON RCG HOLDINGS LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 2,250,000
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 2,250,000
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,250,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON C4S & CO., L.L.C.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 2,250,000
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 2,250,000
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,250,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON PETER A. COHEN	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 2,250,000
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 2,250,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,250,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON MORGAN B. STARK	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 2,250,000
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 2,250,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,250,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON JEFFREY M. SOLOMON	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 2,250,000
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 2,250,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,250,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON THOMAS W. STRAUSS	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 2,250,000
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 2,250,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,250,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON JOHN A. BUCKETT	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,000
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 1,000
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,000 <sup>1</sup>	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON IN	

<sup>1</sup> See Item 5.



1	NAME OF REPORTING PERSON EDWARD TERINO	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 10,000
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 10,000
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,000 <sup>1</sup>	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON IN	

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<sup>1</sup> See Item 5.

The following constitutes Amendment No. 1 ("Amendment No. 1") to the Schedule 13D filed by the undersigned. This Amendment No. 1 amends the Schedule 13D as specifically set forth.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by Value and Opportunity Master Fund, Navigation Master Fund and Enterprise Master Fund were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted, as set forth in Schedule A, which is incorporated by reference herein. The aggregate purchase cost of the 2,250,000 Shares beneficially owned in the aggregate by Value and Opportunity Master Fund, Navigation Master Fund and Enterprise Master Fund is approximately \$15,861,000, excluding brokerage commissions.

The Shares purchased by Mr. Buckett were purchased with personal funds. The aggregate purchase cost of the 1,000 Shares owned directly by Mr. Buckett is approximately \$6,670, excluding brokerage commissions.

The Shares purchased by Mr. Terino were purchased with personal funds. The aggregate purchase cost of the 10,000 Shares owned directly by Mr. Terino is approximately \$67,900, excluding brokerage commissions.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 31,072,068 Shares outstanding as of March 25, 2010, which is the total number of Shares outstanding as reported in the Issuer's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on April 9, 2010.

A. Value and Opportunity Master Fund

- (a) As of the close of business on April 14, 2010, Value and Opportunity Master Fund beneficially owned 1,442,145 Shares.

Percentage: Approximately 4.6%

- (b) 1. Sole power to vote or direct vote: 1,442,145  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 1,442,145  
4. Shared power to dispose or direct the disposition: 0

- (c) The transactions in the Shares by Value and Opportunity Master Fund since the filing of the Schedule 13D are set forth in Schedule A and are incorporated by reference.

B. Navigation Master Fund

- (a) As of the close of business on April 14, 2010, Navigation Master Fund beneficially owned 462,807 Shares.

Percentage: Approximately 1.5%

- (b)
  - 1. Sole power to vote or direct vote: 462,807
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 462,807
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Navigation Master Fund did not enter into any transactions in the Shares since the filing of the Schedule 13D.

C. Enterprise Master Fund

- (a) As of the close of business on April 14, 2010, Enterprise Master Fund beneficially owned 345,048 Shares.  
Percentage: Approximately 1.1%
- (b)
  - 1. Sole power to vote or direct vote: 345,048
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 345,048
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Enterprise Master Fund since the filing of the Schedule 13D are set forth in Schedule A and are incorporated by reference.

D. RCG PB

- (a) RCG PB, as the sole shareholder of Navigation Master Fund, may be deemed the beneficial owner of the 462,807 Shares owned by Navigation Master Fund.  
Percentage: Approximately 1.5%
- (b)
  - 1. Sole power to vote or direct vote: 462,807
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 462,807
  - 4. Shared power to dispose or direct the disposition: 0
- (c) RCG PB did not enter into any transactions in the Shares since the filing of the Schedule 13D.

E. RCG Starboard Advisors

- (a) RCG Starboard Advisors, as the investment manager of Value and Opportunity Master Fund, may be deemed the beneficial owner of the 1,442,145 Shares owned by Value and Opportunity Master Fund.  
Percentage: Approximately 4.6%
- (b)
  - 1. Sole power to vote or direct vote: 1,442,145
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 1,442,145
  - 4. Shared power to dispose or direct the disposition: 0

- (c) RCG Starboard Advisors did not enter into any transactions in the Shares since the filing of the Schedule 13D. The transactions in the Shares on behalf of Value and Opportunity Master Fund since the filing of the Schedule 13D are set forth on Schedule A and incorporated by reference.

F. Ramius Advisors

- (a) Ramius Advisors, as the investment advisor of each of Enterprise Master Fund, Navigation Master Fund and RCG PB, may be deemed the beneficial owner of the (i) 345,048 Shares owned by Enterprise Master Fund and (ii) 462,807 Shares owned by Navigation Master Fund.

Percentage: Approximately 2.6%

- (b)
  1. Sole power to vote or direct vote: 807,855
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 807,855
  4. Shared power to dispose or direct the disposition: 0

- (c) Ramius Advisors did not enter into any transactions in the Shares since the filing of the Schedule 13D. The transactions in the Shares on behalf of Enterprise Master Fund since the filing of the Schedule 13D are set forth in Schedule A and incorporated by reference.

G. Ramius

- (a) Ramius, as the sole member of each of RCG Starboard Advisors and Ramius Advisors, may be deemed the beneficial owner of the (i) 1,442,145 Shares owned by Value and Opportunity Master Fund, (ii) 462,807 Shares owned by Navigation Master Fund and (iii) 345,048 Shares owned by Enterprise Master Fund.

Percentage: Approximately 7.2%

- (b)
  1. Sole power to vote or direct vote: 2,250,000
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 2,250,000
  4. Shared power to dispose or direct the disposition: 0

- (c) Ramius did not enter into any transactions in the Shares since the filing of the Schedule 13D. The transactions in the Shares on behalf of Value and Opportunity Master Fund and Enterprise Master Fund since the filing of the Schedule 13D are set forth in Schedule A and incorporated by reference.

H. Cowen

- (a) Cowen, as the sole member of Ramius, may be deemed the beneficial owner of the (i) 1,442,145 Shares owned by Value and Opportunity Master Fund, (ii) 462,807 Shares owned by Navigation Master Fund and (iii) 345,048 Shares owned by Enterprise Master Fund.

Percentage: Approximately 7.2%

- (b)
  - 1. Sole power to vote or direct vote: 2,250,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 2,250,000
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Cowen did not enter into any transactions in the Shares since the filing of the Schedule 13D. The transactions in the Shares on behalf of Value and Opportunity Master Fund and Enterprise Master Fund since the filing of the Schedule 13D are set forth in Schedule A and incorporated by reference.

I. RCG Holdings

- (a) RCG Holdings, as a significant shareholder of Cowen, may be deemed the beneficial owner of the (i) 1,442,145 Shares owned by Value and Opportunity Master Fund, (ii) 462,807 Shares owned by Navigation Master Fund and (iii) 345,048 Shares owned by Enterprise Master Fund.  
  
Percentage: Approximately 7.2%
- (b)
  - 1. Sole power to vote or direct vote: 2,250,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 2,250,000
  - 4. Shared power to dispose or direct the disposition: 0
- (c) RCG Holdings did not enter into any transactions in the Shares since the filing of the Schedule 13D. The transactions in the Shares on behalf of Value and Opportunity Master Fund and Enterprise Master Fund since the filing of the Schedule 13D are set forth in Schedule A and incorporated by reference.

J. C4S

- (a) C4S, as the managing member of RCG Holdings, may be deemed the beneficial owner of the (i) 1,442,145 Shares owned by Value and Opportunity Master Fund, (ii) 462,807 Shares owned by Navigation Master Fund and (iii) 345,048 Shares owned by Enterprise Master Fund.  
  
Percentage: Approximately 7.2%
- (b)
  - 1. Sole power to vote or direct vote: 2,250,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 2,250,000
  - 4. Shared power to dispose or direct the disposition: 0
- (c) C4S did not enter into any transactions in the Shares since the filing of the Schedule 13D. The transactions in the Shares on behalf of Value and Opportunity Master Fund and Enterprise Master Fund since the filing of the Schedule 13D are set forth in Schedule A and incorporated by reference.

K. Messrs. Cohen, Stark, Strauss and Solomon

- (a) Each of Messrs. Cohen, Stark, Strauss and Solomon, as the managing members of C4S, may be deemed the beneficial owner of the (i) 1,442,145 Shares owned by Value and Opportunity Master Fund, (ii) 462,807 Shares owned by Navigation Master Fund and (iii) 345,048 Shares owned by Enterprise Master Fund.  
  
Percentage: Approximately 7.2%

- (b)
  - 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 2,250,000
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 2,250,000
- (c) None of Mr. Cohen, Mr. Stark, Mr. Strauss or Mr. Solomon entered into any transactions in the Shares since the filing of the Schedule 13D. The transactions in the Shares on behalf of Value and Opportunity Master Fund and Enterprise Master Fund since the filing of the Schedule 13D are set forth in Schedule A and incorporated by reference.

L. Mr. Buckett

- (a) As of the close of business on April 14, 2010, Mr. Buckett directly owned 1,000 Shares. Mr. Buckett, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is deemed the beneficial owners of the (i) 1,442,145 Shares owned by Value and Opportunity Master Fund, (ii) 462,807 Shares owned by Navigation Master Fund and (iii) 345,048 Shares owned by Enterprise Master Fund. Mr. Buckett disclaims beneficial ownership of such Shares owned by Value and Opportunity Mater Fund, Navigation Master Fund and Enterprise Master Fund.

Percentage: Less than 1%

- (b)
  - 1. Sole power to vote or direct vote: 1,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 1,000
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Mr. Buckett did not enter into any transactions in the Shares since the filing of the Schedule 13D. The transactions in the Shares since the filing of the Schedule 13D on behalf of Value and Opportunity Master Fund and Enterprise Master Fund are set forth in Schedule A and are incorporated by reference.

M. Mr. Terino

- (a) As of the close of business on April 14, 2010, Mr. Terino directly owned 10,000 Shares. Mr. Terino, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Exchange Act, is deemed the beneficial owners of the (i) 1,442,145 Shares owned by Value and Opportunity Master Fund, (ii) 462,807 Shares owned by Navigation Master Fund and (iii) 345,048 Shares owned by Enterprise Master Fund. Mr. Terino disclaims beneficial ownership of such Shares owned by Value and Opportunity Mater Fund, Navigation Master Fund and Enterprise Master Fund.

Percentage: Less than 1%

- (b)
  - 1. Sole power to vote or direct vote: 10,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 10,000
  - 4. Shared power to dispose or direct the disposition: 0

- (c) Mr. Terino did not enter into any transactions in the Shares since the filing of the Schedule 13D. The transactions in the Shares since the filing of the Schedule 13D on behalf of Value and Opportunity Master Fund and Enterprise Master Fund are set forth in Schedule A and are incorporated by reference.
- (d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, such Shares.
- (e) Not applicable.

SIGNATURES

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

Dated: April 15, 2010

RAMIUS VALUE AND OPPORTUNITY MASTER FUND LTD

By: RCG Starboard Advisors, LLC,  
its investment manager

RCG STARBOARD ADVISORS, LLC

By: Ramius LLC,  
its sole member

RAMIUS NAVIGATION MASTER FUND LTD

By: Ramius Advisors, LLC,  
its investment advisor

RAMIUS ADVISORS, LLC

By: Ramius LLC,  
its sole member

RAMIUS ENTERPRISE MASTER FUND LTD

By: Ramius Advisors, LLC,  
its investment advisor

RAMIUS LLC

By: Cowen Group, Inc.,  
its sole member

RCG PB, LTD

By: Ramius Advisors, LLC,  
its investment advisor

COWEN GROUP, INC.

RCG HOLDINGS LLC

By: C4S & Co., L.L.C.,  
its managing member

C4S & CO., L.L.C.

By: /s/ Jeffrey M. Solomon  
Name: Jeffrey M. Solomon  
Title: Authorized Signatory

/s/ Jeffrey M. Solomon  
JEFFREY M. SOLOMON  
Individually and as attorney-in-fact for Peter A.  
Cohen, Morgan B. Stark, Thomas W. Strauss,  
John A. Buckett and Edward Terino



SCHEDULE ATransactions in the Shares Since the Filing of the Schedule 13D

Shares of Common Stock <u>Purchased</u>	Price Per <u>Share(\$)</u>	Date of <u>Purchase</u>
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**RAMIUS VALUE AND OPPORTUNITY MASTER FUND LTD**

194,400	7.8000	4/12/2010
324	7.7900	4/12/2010
7,776	7.7947	4/12/2010
101,250	7.8000	4/13/2010
7,776	7.7995	4/13/2010
12,474	7.8662	4/13/2010

**RAMIUS ENTERPRISE MASTER FUND LTD**

45,600	7.8000	4/12/2010
76	7.7900	4/12/2010
1,824	7.7947	4/12/2010
23,750	7.8000	4/13/2010
1,824	7.7995	4/13/2010
2,926	7.8662	4/13/2010

