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

SCHEDULE 13D

(Rule 13d-101)

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

(Amendment No. 1)1

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 $\S\S$ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box \square .

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.

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).

1	NAME OF REPORTING	G PERSON		
		ND OPPORTUNITY MASTER FUND LTD		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) □			
3	SEC USE ONLY			
_				
4	SOURCE OF FUNDS			
	WC			
5		OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION		
	Cayman Islands			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY		140145		
OWNED BY EACH REPORTING PERSON	8	1,442,145 SHARED VOTING POWER		
WITH	o o	SIRILED VOTINGTOWER		
		- 0 -		
	9	SOLE DISPOSITIVE POWER		
		1,442,145		
	10	SHARED DISPOSITIVE POWER		
		-0-		
11	AGGREGATE AMOUN	VT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12	1,442,145	CORECATE AMOUNT BY DOW (11) EVOLUDES CERTAIN SHARES		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS I	REPRESENTED BY AMOUNT IN ROW (11)		
	4.607			
14	4.6% TYPE OF REPORTING	DEDSON		
14	I I I E OF KEFOKTING	I ENSON		
	CO			

1	NAME OF REPORTING	G DED SON			
1	NAME OF REPORTING	O FERSON			
	RAMIUS ENTERPRI	SE MASTER FUND LTD			
2	CHECK THE APPROP	RIATE BOX IF A MEMBER OF A GROUP	(a) 🗵		
	anaan a		(b) □		
3	SEC USE ONLY	SEC USE ONLY			
4	SOURCE OF FUNDS				
	WC				
5	CHECK BOX IF DISCI	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION			
Ü	orribbinoini on ibi				
	Cayman Islands				
NUMBER OF SHARES	7	SOLE VOTING POWER			
BENEFICIALLY OWNED BY EACH		345,048			
REPORTING PERSON	8	SHARED VOTING POWER			
WITH					
		- 0 -			
	9	SOLE DISPOSITIVE POWER			
		345,048			
	10	SHARED DISPOSITIVE POWER			
11	ACCDECATE AMOUN	- 0 - VT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	AGGINEGATE AMOUT	VI DENELICIALET OWNED DI EACH REFORTING LERSON			
	345,048				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	TERCENT OF CEASS	REFERENCE DI AMOONI INION (11)			
	1.1%				
14	TYPE OF REPORTING	PERSON			
	СО				

1	NAME OF REPORTING	G PERSON		
1	THINE OF REFORM	J ENSON		
	RAMIUS NAVIGATI	ON MASTER FUND LTD		
2	CHECK THE APPROPI	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (a)		
2	(b) [
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	Souther of Torres			
	WC			
5	CHECK BOX IF DISCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION		
	orribbitoriii orribit	of ortonal line.		
	Cayman Islands			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY EACH		462.807		
REPORTING PERSON	8	SHARED VOTING POWER		
WITH	-			
		- 0 -		
	9	SOLE DISPOSITIVE POWER		
		462.807		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMOUN	IT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	462,807			
12		GGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS I	REPRESENTED BY AMOUNT IN ROW (11)		
	1.5%			
14	TYPE OF REPORTING	PERSON		
	СО			

1	NAME OF REPORTIN	G PERSON		
	RCG PB, LTD	RCG PB, LTD		
2	CHECK THE APPROP	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠ (b) □		
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	00			
5	CHECK BOX IF DISCI	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION		
	Cayman Islands			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY EACH		462,807		
REPORTING PERSON	8	SHARED VOTING POWER		
WITH				
		- 0 -		
	9	SOLE DISPOSITIVE POWER		
		462,807		
	10	SHARED DISPOSITIVE POWER		
		-0-		
11	AGGREGATE AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	462,807			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	1.5%			
14	TYPE OF REPORTING	G PERSON		
	CO			

1	NAME OF REPORTING	C DED CON		
	NAME OF REPORTING	J PERSON		
	RAMIUS ADVISORS	S.LLC		
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (a) (b) (c) (c) (d) (d) (e) (e) (f) (f) (f) (g) (g)		
_	CILLOIT THE THITTEON		(b) \square	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	00	OCUPE OF LEGAL PROCEEDINGS IS REQUIRED BURGLAND TO IDENTAL A (1) OR A		
5	CHECK BOX IF DISCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHID OD DI A	CE OF ORGANIZATION		
0	CITIZENSHIF OK FLA	CE OF ORDANIZATION		
	Delaware			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY				
OWNED BY EACH		807,855		
REPORTING PERSON	8	SHARED VOTING POWER		
WITH				
	9	- 0 - SOLE DISPOSITIVE POWER		
	9	SOLE DISPOSITIVE POWER		
		807,855		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMOUN	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	007.055			
12	807,855	CCDECATE AMOUNT IN DOW (11) EVCLUDES CERTAIN SHAPES		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □			
13	PERCENT OF CLASS I	REPRESENTED BY AMOUNT IN ROW (11)		
15	TERCEIT OF CERTOOT	ALL ALL DE L'ALLO ON THE HOLD WITH		
	2.6%			
14	TYPE OF REPORTING	PERSON		
	00			

1	NAME OF REPORTIN	G PERSON		
	RCG STARBOARD	ADVISORS LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (a)			
			(b) □	
3	SEC USE ONLY	SEC USE ONLY		
4	SOURCE OF FUNDS			
	0.0			
5	OO CHECK BOX IE DISCI	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
3	CHECK BOX II DISCI	COSORE OF LEGAL PROCEEDINGS IS REQUIRED FORSOANT TO TTEM 2(a) OR 2(c)		
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION		
	Delaware			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY				
OWNED BY EACH		1,442,145		
REPORTING PERSON WITH	8	SHARED VOTING POWER		
WIIII		- 0 -		
	9	SOLE DISPOSITIVE POWER		
		1,442,145		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMOU	- U - NT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12	1,442,145	CORECATE AMOUNT BUROW (11) EVOLVERED CERTARY CHARGO		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □			
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
	4.6%			
14	TYPE OF REPORTING	PERSON		
	00			
	00			

1	NAME OF REPORTIN	G PERSON		
	RAMIUS LLC			
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠ (b) □		
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	00			
5	CHECK BOX IF DISC	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION		
	Delaware			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY		2,250,000		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING PERSON				
WITH		- 0 -		
	9	SOLE DISPOSITIVE POWER		
		2,250,000		
ŀ	10	SHARED DISPOSITIVE POWER		
	10	Similar Biol Collin Provincia		
		- 0 -		
11	AGGREGATE AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,250,000			
12		AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
	7.2%			
14	TYPE OF REPORTING	G PERSON		
	00			

1	NAME OF REPORTING	G PERSON			
	COWEN GROUP, INC.				
2	CHECK THE APPROPR	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠ (b) □			
3	SEC USE ONLY				
5	520 052 01121				
4	SOURCE OF FUNDS				
	00				
5	OO THE OF THE DISCI	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
3	CHECK BOX IF DISCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PORSUANT TO TIEM 2(a) OR 2(e)			
6	CITIZENSHIP OR PLAC	CE OF ORGANIZATION	,		
AND CREEK OF STANDES	Delaware	AND MORNING POWER			
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER			
OWNED BY EACH		2.250,000			
REPORTING PERSON	8	SHARED VOTING POWER			
WITH					
		- 0 -			
	9	SOLE DISPOSITIVE POWER			
		2,250,000			
	10	SHARED DISPOSITIVE POWER			
11	AGGREGATE AMOUN	- 0 - T BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	AGGICLGATE AMOUN	I BENEFICIALLY OWNED BY EACH REPORTING LEAGON			
	2,250,000				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	TERCENT OF CLASS R	LEI RESENTED DI AMOUNT IN KOW (11)			
	7.2%				
14	TYPE OF REPORTING	PERSON			
	CO				
	CO				

1	NAME OF REPORTING	G PERSON		
	RCG HOLDINGS LL	C		
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠ (b) □		
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	00			
5	CHECK BOX IF DISCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION		
	Delaware			
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER		
OWNED BY EACH		2,250,000		
REPORTING PERSON WITH	8	SHARED VOTING POWER		
		- 0 -		
	9	SOLE DISPOSITIVE POWER		
		2,250,000		
	10	SHARED DISPOSITIVE POWER		
		-0-		
11	AGGREGATE AMOUN	T BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,250,000			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	7.2%			
14	TYPE OF REPORTING	PERSON		
	00			

1	NAME OF REPORTING	G PERSON		
	C4S & CO., L.L.C.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) \boxtimes (b) \square			
3	SEC USE ONLY			
3	SEC OSE ONE!			
4	SOURCE OF FUNDS			
	00			
5	CHECK BOX IF DISCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION	,	
	Delaware	T		
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER		
OWNED BY EACH		2,250,000		
REPORTING PERSON	8	SHARED VOTING POWER		
WITH	O	SIMALD VOINVOIOWER		
		- 0 -		
	9	SOLE DISPOSITIVE POWER		
		2 250 000		
	10	2,250,000 SHARED DISPOSITIVE POWER		
	10	SHARED DISI OSHTIVE TOWER		
		- 0 -		
11	AGGREGATE AMOUN	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12	2,250,000	COREGATE AMOUNT BUROW (11) EVOLUBED CERTARI QUARES		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □			
13	PERCENT OF CLASS I	REPRESENTED BY AMOUNT IN ROW (11)		
	7.20/			
14	7.2% TYPE OF REPORTING	PERSON		
17	TITE OF KEI OKTINO	LLAGON		
	00			

1	NAME OF REPORTING	G PERSON			
	PETER A. COHEN				
2	CHECK THE APPROP	RIATE BOX IF A MEMBER OF A GROUP	(a) ⊠ (b) □		
3	SEC USE ONLY				
	SEC OSE ONET	SEC USE ONL!			
4	SOURCE OF FUNDS				
	00				
5	OO CHECK BOY IE DISCI	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
3	CHECK BOX IF DISCI	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO TIEM 2(a) OR 2(e)			
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION			
	USA	T			
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER			
OWNED BY EACH		-0-			
REPORTING PERSON	8	SHARED VOTING POWER			
WITH	O	SIMILED FORMOTOWER			
		2,250,000			
	9	SOLE DISPOSITIVE POWER			
		-0-			
	10	SHARED DISPOSITIVE POWER			
	10	SHARED DISTOSITIVE TO WER			
		2,250,000			
11	AGGREGATE AMOUN	VT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2.250.000				
12	2,250,000	CCDECATE AMOUNT IN DOW (11) EVOLUDES CEDTAIN SHADES			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □				
13	PERCENT OF CLASS I	REPRESENTED BY AMOUNT IN ROW (11)			
	7.20/				
14	7.2% TYPE OF REPORTING	DEDSON			
14	I I I E OF KEFOKTINO	LEISON			
	IN				

1	NAME OF REPORTING	G PERSON			
-		 			
		MORGAN B. STARK			
2	CHECK THE APPROP	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □ (b) □			
3	SEC USE ONLY				
3	SEC OSE ONET				
4	SOURCE OF FUNDS				
	00				
5		LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
3	CHECK BOX IF DISCI	LOSUKE OF LEGAL PROCEEDINGS IS REQUIRED FORSUANT TO THEM 2(d) OR 2(e)			
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION			
	TICA				
NUMBER OF SHARES	USA 7	SOLE VOTING POWER			
BENEFICIALLY	1	SOLE VOTING POWER			
OWNED BY EACH		- 0 -			
REPORTING PERSON	8	SHARED VOTING POWER			
WITH					
		2,250,000			
	9	SOLE DISPOSITIVE POWER			
		-0-			
	10	SHARED DISPOSITIVE POWER			
		2,250,000			
11	AGGREGATE AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2,250,000				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)			
	7.2%				
14	TYPE OF REPORTING	PERSON			
	IN				

1	NAME OF BEDORED	O DEDGOM	1	
1	NAME OF REPORTING PERSON			
	JEFFREY M. SOLOMON			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (a)			
2	(a) \(\to\) (b) \(\to\)			
3	SEC USE ONLY			
	SEC USE UNET			
4	SOURCE OF FUNDS			
	00			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) □			
	CAMPAGE VICTOR OF BY	GE OF OR CLAYFOUR		
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
	USA			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY	,	SOLE VOINGTOWER		
OWNED BY EACH		- 0 -		
REPORTING PERSON	8	SHARED VOTING POWER		
WITH				
		2,250,000		
	9	SOLE DISPOSITIVE POWER		
	10	- 0 - SHARED DISPOSITIVE POWER		
	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 □			
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
14	7.2% TYPE OF REPORTING	DEDSON		
14	I I I E OF KEFORTING	1 EVOON		
	IN			

1	NAME OF REPORTING	G PERSON			
	White of Ref or this reason				
	THOMAS W. STRAUSS				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (a)				
3	SEC USE ONLY				
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
	00				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) □				
6	CITIZENSHIP OR PLACE OF ORGANIZATION				
	USA				
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER			
OWNED BY EACH	- 0 -				
REPORTING PERSON	8	SHARED VOTING POWER			
WITH					
		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				
	* '				
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) (b) □				
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)				
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION			
	USA				
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER			
OWNED BY EACH		1,000			
REPORTING PERSON	8	SHARED VOTING POWER			
WITH		- 0 -			
	9	SOLE DISPOSITIVE POWER			
		1,000			
	10	SHARED DISPOSITIVE POWER			
		- 0 -			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	$1,000^{1}$				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	Less than 1%				
14	TYPE OF REPORTING	PERSON			
	IN				

¹ See Item 5.

1	NAME OF REPORTING PERSON		
	EDWARD TERINO		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠ (b) □		
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) □		
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION	
	USA		
NUMBER OF SHARES	7	SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH		10.000	
REPORTING PERSON	8	SHARED VOTING POWER	
WITH	Ü		
		- 0 -	
	9	SOLE DISPOSITIVE POWER	
		10,000	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	10,0001		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
Less than 1%			
14	TYPE OF REPORTING PERSON		
	IN		

¹ 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. Bucket 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. <u>Interest in Securities of the Issuer.</u>

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

RAMIUS NAVIGATION MASTER FUND LTD

By: Ramius Advisors, LLC, its investment advisor

RAMIUS ENTERPRISE MASTER FUND LTD

By: Ramius Advisors, LLC, its investment advisor

RCG PB, LTD

By: Ramius Advisors, LLC, its investment advisor

RCG STARBOARD ADVISORS, LLC

By: Ramius LLC, its sole member

RAMIUS ADVISORS, LLC

By: Ramius LLC, its sole member

RAMIUS LLC

By: Cowen Group, Inc., its sole member

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 A

Transactions in the Shares Since the Filing of the Schedule 13D

Shares of Common Stock <u>Purchased</u>	Price Per Share(\$)	Date of <u>Purchase</u>				
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				
	25					