

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. 3)<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 55<sup>th</sup> Street  
New York, New York 10022  
(212) 451-2300  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

September 14, 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*).

---

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 1,881,572
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 1,881,572
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,881,572	
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) 6.0%	
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 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 315,815
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 315,815
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 315,815	
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) 1.0%	
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 315,815
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 315,815
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 315,815	
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) 1.0%	
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 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 417,954
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 417,954
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 417,954	
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) 1.3%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSON COWEN OVERSEAS INVESTMENT LP	
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 181,250
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 181,250
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 181,250	
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 PN	

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 915,019
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 915,019
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 915,019	
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) 2.9%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON RAMIUS VALUE AND OPPORTUNITY 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 1,881,572
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 1,881,572
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,881,572	
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) 6.0%	
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 2,796,591
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 2,796,591
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,796,591	
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) 8.9%	
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 2,796,591
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 2,796,591
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,796,591	
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) 8.9%	
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 2,796,591
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 2,796,591
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,796,591	
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) 8.9%	
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 2,796,591
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 2,796,591
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,796,591	
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) 8.9%	
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 2,796,591
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 2,796,591
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,796,591	
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) 8.9%	
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 2,796,591
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 2,796,591
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,796,591	
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) 8.9%	
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 2,796,591
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 2,796,591
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,796,591	
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) 8.9%	
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 2,796,591
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 2,796,591
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,796,591	
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) 8.9%	
14	TYPE OF REPORTING PERSON IN	



The following constitutes Amendment No. 3 (“Amendment No. 3”) to the Schedule 13D filed by the undersigned. This Amendment No. 3 amends the Schedule 13D as specifically set forth.

Item 2. Identity and Background.

Item 2 is hereby amended and restated to read as follows:

- (a) This statement is filed by:
- (i) Ramius Value and Opportunity Master Fund Ltd, a Cayman Islands exempted company (“Value and Opportunity Master Fund”), with respect to the Shares directly and beneficially owned by it;
  - (ii) Ramius Navigation Master Fund Ltd, a Cayman Islands exempted company (“Navigation Master Fund”), with respect to the Shares directly and beneficially owned by it;
  - (iii) RCG PB, Ltd, a Cayman Islands exempted company (“RCG PB”), with respect to the Shares directly and beneficially owned by it;
  - (iv) Cowen Overseas Investment LP, a Cayman Islands limited partnership (“COIL”), with respect to the Shares directly and beneficially owned by it;
  - (v) Ramius Enterprise Master Fund Ltd, a Cayman Islands exempted company (“Enterprise Master Fund”), which serves as the sole shareholder of Navigation Master Fund;
  - (vi) Ramius Advisors, LLC, a Delaware limited liability company (“Ramius Advisors”), which serves as the investment advisor of Enterprise Master Fund, Navigation Master Fund and RCG PB and the general partner of COIL;
  - (vii) Ramius Value and Opportunity Advisors LLC, a Delaware limited liability company (“Value and Opportunity Advisors”), which serves as the investment manager of Value and Opportunity Master Fund;
  - (viii) Ramius LLC, a Delaware limited liability company (“Ramius”), which serves as the sole member of each of Value and Opportunity Advisors and Ramius Advisors;
  - (ix) Cowen Group, Inc., a Delaware corporation (“Cowen”), which serves as the sole member of Ramius;
  - (x) RCG Holdings LLC, a Delaware limited liability company (“RCG Holdings”), which is a significant shareholder of Cowen;
  - (xi) C4S & Co., L.L.C., a Delaware limited liability company (“C4S”), which serves as managing member of RCG Holdings;
  - (xii) Peter A. Cohen, who serves as one of the managing members of C4S;
  - (xiii) Morgan B. Stark, who serves as one of the managing members of C4S;
  - (xiv) Thomas W. Strauss, who serves as one of the managing members of C4S; and
  - (xv) Jeffrey M. Solomon, who serves as one of the managing members of C4S.

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons." Each of the Reporting Persons is party to that certain Joint Filing Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal office of each of Ramius Advisors, Value and Opportunity Advisors, Ramius, Cowen, RCG Holdings, C4S, and Messrs. Cohen, Stark, Strauss and Solomon is 599 Lexington Avenue, 20th Floor, New York, New York 10022.

The address of the principal office of each of Value and Opportunity Master Fund, Enterprise Master Fund, Navigation Master Fund, COIL and RCG PB is c/o Citco Fund Services (Cayman Islands) Limited, Regatta Office Park, Windward 1, 2nd Floor, PO Box 31106, Grand Cayman KY1-1205, Cayman Islands. The officers and directors of each of Value and Opportunity Master Fund, Enterprise Master Fund, Navigation Master Fund, RCG PB and Cowen and their principal occupations and business addresses are set forth on Schedule B and incorporated by reference in this Item 2.

(c) The principal business of each of Value and Opportunity Master Fund, RCG PB, Navigation Master Fund and COIL is serving as a private investment fund. Value and Opportunity Master Fund has been formed for the purpose of making equity investments and, on occasion, taking an active role in the management of portfolio companies in order to enhance shareholder value. Each of RCG PB, Navigation Master Fund and COIL has been formed for the purpose of making equity and debt investments. Enterprise Master Fund is the sole shareholder of Navigation Master Fund. The principal business of Value and Opportunity Advisors is acting as the investment manager of Value and Opportunity Master Fund. The principal business of Ramius Advisors is acting as the investment advisor of each of Navigation Master Fund, Enterprise Master Fund and RCG PB and as the general partner of COIL. Ramius is engaged in money management and investment advisory services for third parties and proprietary accounts and serves as the sole member of each of Value and Opportunity Advisors and Ramius Advisors. Cowen provides alternative investment management, investment banking, research, and sales and trading services through its business units, Ramius and Cowen and Company. Cowen also serves as the sole member of Ramius. RCG Holdings is a significant shareholder of Cowen. C4S serves as managing member of Ramius. Messrs. Cohen, Strauss, Stark and Solomon serve as co-managing members of C4S.

(d) No Reporting Person, nor any person listed on Schedule B, annexed hereto, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person, nor any person listed on Schedule B, annexed hereto, has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Messrs. Cohen, Stark, Strauss and Solomon are citizens of the United States of America.

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, COIL and RCG PB 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 2,796,591 Shares beneficially owned in the aggregate by Value and Opportunity Master Fund, Navigation Master Fund, COIL and RCG PB is approximately \$20,014,249, excluding brokerage commissions.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On September 14, 2010, Value and Opportunity Advisors delivered a letter to the Board of Directors of the Issuer (the "Board") expressing its disappointment and concern regarding the poor margin performance in the Issuer's core Software business, management's decision to continue to operate the Issuer's non-core Servers and Storage business despite having received "several offers" for this business and senior management's lack of credibility due to their failure to follow through on commitments to shareholders over time.

The letter further called on the Board to hold management accountable for the Issuer's poor performance and to ensure that communication with shareholders is transparent and consistent. Value and Opportunity Advisor's also urged the Board to immediately engage a nationally-recognized investment bank to explore all strategic options to maximize value for shareholders and to re-evaluate the decision not to sell the Servers and Storage business. A copy of the letter is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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 31,436,862 Shares outstanding, as of September 3, 2010, which is the total number of Shares outstanding as reported in the Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on September 9, 2010.

A. Value and Opportunity Master Fund

- (a) As of close of the close of business on September 13, 2010, Value and Opportunity Master Fund beneficially owned 1,881,572 Shares.

Percentage: Approximately 6.0%.

- (b) 1. Sole power to vote or direct vote: 1,881,572  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 1,881,572  
4. Shared power to dispose or direct the disposition: 0

- (c) The transactions in the Shares by Value and Opportunity Master Fund during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

B. Navigation Master Fund

- (a) As of the close of business on September 13, 2010, Navigation Master Fund beneficially owned 315,815 Shares.

Percentage: Approximately 1.0%.

- (b)
  1. Sole power to vote or direct vote: 315,815
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 315,815
  4. Shared power to dispose or direct the disposition: 0

- (c) The transactions in the Shares by Navigation Master Fund during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

C. RCG PB

- (a) As of the close of business on September 13, 2010, RCG PB beneficially owned 417,954 Shares.

Percentage: Approximately 1.3%.

- (b)
  1. Sole power to vote or direct vote: 417,954
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 417,954
  4. Shared power to dispose or direct the disposition: 0

- (c) The transactions in the Shares by RCG PB during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

D. COIL

(a) As of the close of business on September 13, 2010, COIL beneficially owned 181,250 Shares.

Percentage: Less than 1%.

- (b)
1. Sole power to vote or direct vote: 181,250
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 181,250
  4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by COIL during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

E. Enterprise Master Fund

(a) Enterprise Master Fund, as the sole shareholder of Navigation Master Fund, may be deemed the beneficial owner of the 315,815 Shares owned by Navigation Master Fund.

Percentage: Approximately 1.0%.

- (b)
1. Sole power to vote or direct vote: 315,815
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 315,815
  4. Shared power to dispose or direct the disposition: 0

(c) Enterprise Master Fund has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares during the past 60 days on behalf of Navigation Master Fund are set forth on Schedule A and are incorporated herein by reference.

F. Ramius Advisors

(a) Ramius Advisors, as the investment advisor of each of Navigation Master Fund and RCG PB and the general partner of COIL, may be deemed the beneficial owner of the (i) 315,815 Shares owned by Navigation Master Fund, (ii) 417,954 Shares owned by RCG PB and (iii) 181,250 Shares owned by COIL.

Percentage: Approximately 2.9%.

- (b)
1. Sole power to vote or direct vote: 915,019
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 915,019
  4. Shared power to dispose or direct the disposition: 0

(c) Ramius Advisors has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares during the past 60 days by Navigation Master Fund, RCG PB and COIL are set forth in Schedule A and are incorporated herein by reference.

G. Value and Opportunity Advisors

(a) Value and Opportunity Advisors, as the investment manager of Value and Opportunity Master Fund may be deemed the beneficial owner of the 1,881,572 Shares owned by Value and Opportunity Master Fund.

Percentage: Approximately 6.0%.

- (b)
1. Sole power to vote or direct vote: 1,881,572
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 1,881,572
  4. Shared power to dispose or direct the disposition: 0

(c) Value and Opportunity Advisors has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares during the past 60 days on behalf of Value and Opportunity Master Fund are set forth on Schedule A and incorporated herein by reference.

H. Ramius

- (a) Ramius, as the sole member of each of Value and Opportunity Advisors and Ramius Advisors, may be deemed the beneficial owner of the (i) 1,881,572 Shares owned by Value and Opportunity Master Fund, (ii) 315,815 Shares owned by Navigation Master Fund, (iii) 417,954 Shares owned by RCG PB and (iv) 181,250 Shares owned by COIL.

Percentage: Approximately 8.9%.

- (b) 1. Sole power to vote or direct vote: 2,796,591  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 2,796,591  
4. Shared power to dispose or direct the disposition: 0
- (c) Ramius has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares during the past 60 days on behalf of Value and Opportunity Master Fund, Navigation Master Fund, COIL and RCG PB are set forth on Schedule A and incorporated herein by reference.

I. Cowen

- (a) Cowen, as the sole member of Ramius, may be deemed the beneficial owner of the (i) 1,881,572 Shares owned by Value and Opportunity Master Fund, (ii) 315,815 Shares owned by Navigation Master Fund, (iii) 417,954 Shares owned by RCG PB and (iv) 181,250 Shares owned by COIL.

Percentage: Approximately 8.9%.

- (b) 1. Sole power to vote or direct vote: 2,796,591  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 2,796,591  
4. Shared power to dispose or direct the disposition: 0
- (c) Cowen has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares during the past 60 days on behalf of Value and Opportunity Master Fund, Navigation Master Fund, COIL and RCG PB are set forth on Schedule A and incorporated herein by reference.

J. RCG Holdings

- (a) RCG Holdings, as a significant shareholder of Cowen, may be deemed the beneficial owner of the (i) 1,881,572 Shares owned by Value and Opportunity Master Fund, (ii) 315,815 Shares owned by Navigation Master Fund, (iii) 417,954 Shares owned by RCG PB and (iv) 181,250 Shares owned by COIL.

Percentage: Approximately 8.9%.

- (b) 1. Sole power to vote or direct vote: 2,796,591  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 2,796,591  
4. Shared power to dispose or direct the disposition: 0

- (c) RCG Holdings has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares during the past 60 days on behalf of Value and Opportunity Master Fund, Navigation Master Fund, COIL and RCG PB are set forth on Schedule A and incorporated herein by reference.

K. C4S

- (a) C4S, as the managing member of RCG Holdings, may be deemed the beneficial owner of the (i) 1,881,572 Shares owned by Value and Opportunity Master Fund, (ii) 315,815 Shares owned by Navigation Master Fund, (iii) 417,954 Shares owned by RCG PB and (iv) 181,250 Shares owned by COIL.

Percentage: Approximately 8.9%.

- (b)
  1. Sole power to vote or direct vote: 2,796,591
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 2,796,591
  4. Shared power to dispose or direct the disposition: 0

- (c) C4S has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares during the past 60 days on behalf of Value and Opportunity Master Fund, Navigation Master Fund, COIL and RCG PB are set forth on Schedule A and incorporated herein by reference.

L. 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) 1,881,572 Shares owned by Value and Opportunity Master Fund, (ii) 315,815 Shares owned by Navigation Master Fund, (iii) 417,954 Shares owned by RCG PB and (iv) 181,250 Shares owned by COIL.

Percentage: Approximately 8.9%.

- (b)
  1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 2,796,591
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 2,796,591

- (c) None of Messrs. Cohen, Stark, Strauss or Solomon has entered into any transactions in the Shares during the past 60 days. The transactions in the Shares during the past 60 days on behalf of Value and Opportunity Master Fund, Navigation Master Fund, COIL and RCG PB are set forth on Schedule A and incorporated herein 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.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 is hereby amended to add the following:

On September 14, 2010, Value and Opportunity Master Fund, RCG PB, Navigation Master Fund, Enterprise Master Fund, COIL, Value and Opportunity Advisors, Ramius Advisors, Ramius, Cowen, RCG Holdings, C4S, Mr. Cohen, Mr. Solomon, Mr. Stark and Mr. Strauss (collectively, the “Group”) entered into a Joint Filing Agreement (the “Joint Filing Agreement”) in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached as Exhibit 99.2 hereto and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

Item 7 is hereby amended to add the following exhibits:

- 99.1 Letter to the Board of Directors of SeaChange International, Inc., dated September 14, 2010.
- 99.2 Joint Filing Agreement, dated September 14, 2010, by and among Ramius Value and Opportunity Master Fund Ltd, Ramius Navigation Master Fund Ltd, RCG PB, Ltd, Ramius Enterprise Master Fund Ltd, Cowen Overseas Investment LP, Ramius Advisors, LLC, Ramius Value and Opportunity Advisors LLC, Ramius LLC, Cowen Group, Inc., RCG Holdings LLC, C4S & Co., L.L.C., Peter A. Cohen, Morgan B. Stark, Thomas W. Strauss and Jeffrey M. Solomon.



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: September 14, 2010

RAMIUS VALUE AND OPPORTUNITY MASTER FUND LTD

By: Ramius Value and Opportunity Advisors LLC,  
its investment manager

RAMIUS VALUE AND OPPORTUNITY 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

COWEN OVERSEAS INVESTMENT LP

By: Ramius Advisors, LLC,  
its general partner

C4S & CO., L.L.C.

By: /s/ Owen S. Littman

Name: Owen S. Littman

Title: Authorized Signatory

/s/ Owen S. Littman

OWEN S. LITTMAN

Individually and as attorney-in-fact for Jeffrey  
M. Solomon, Peter A. Cohen, Morgan B. Stark  
and Thomas W. Strauss

**SCHEDULE A****Transactions in the Shares During the Past 60 Days**

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

**RAMIUS VALUE AND OPPORTUNITY MASTER FUND LTD**

(7,689)	8.7991	07/13/2010
(22,033)	8.7773	07/13/2010
(736)	9.4518	07/26/2010
(28,509)	9.4086	07/26/2010
(35,370)	9.2821	07/27/2010
(1,033)	9.0068	07/28/2010
(3,850)	9.0053	07/30/2010
(10,720)	9.1272	08/02/2010
(1,873)	9.1641	08/02/2010
(16,145)	9.1057	08/02/2010
(16,145)	9.0266	08/03/2010
(1,620)	9.0033	08/04/2010
37,500	7.1748	09/03/2010
75,000	7.1721	09/03/2010
75,000	7.1543	09/03/2010
90,000	7.1707	09/07/2010
54,000	7.1522	09/07/2010
44,025	7.2093	09/08/2010
36,975	7.1935	09/09/2010
60,000	7.1738	09/10/2010
37,500	7.2837	09/13/2010
33,750	7.2474	09/13/2010

**RAMIUS NAVIGATION MASTER FUND LTD**

(1,812)	8.7991	07/13/2010
(5,193)	8.7773	07/13/2010
(173)	9.4518	07/26/2010
(6,719)	9.4086	07/26/2010
(8,336)	9.2821	07/27/2010
(244)	9.0068	07/28/2010
(379)	9.0053	07/30/2010
(2,531)	9.1272	08/02/2010
(442)	9.1641	08/02/2010
(3,811)	9.1057	08/02/2010
(3,811)	9.0266	08/03/2010
(382)	9.0033	08/04/2010

---

**COWEN OVERSEAS INVESTMENT LP**

12,500	7.1748	09/03/2010
25,000	7.1721	09/03/2010
25,000	7.1543	09/03/2010
30,000	7.1707	09/07/2010
18,000	7.1522	09/07/2010
14,675	7.2093	09/08/2010
12,325	7.1935	09/09/2010
20,000	7.1738	09/10/2010
12,500	7.2837	09/13/2010
11,250	7.2474	09/13/2010

**RCG PB, LTD**

(2,399)	8.7991	07/13/2010
(6,874)	8.7773	07/13/2010
(229)	9.4518	07/26/2010
(8,894)	9.4086	07/26/2010
(11,034)	9.2821	07/27/2010
(323)	9.0068	07/28/2010
(571)	9.0053	07/30/2010
(3,349)	9.1272	08/02/2010
(585)	9.1641	08/02/2010
(5,044)	9.1057	08/02/2010
(5,044)	9.0266	08/03/2010
(507)	9.0033	08/04/2010

---

SCHEDULE B**Directors and Officers of Ramius Value and Opportunity Master Fund Ltd**

<u>Name and Position</u>	<u>Principal Occupation</u>	<u>Principal Business Address</u>	<u>Citizenship</u>
Owen S. Littman Director	General Counsel of Cowen Group, Inc.	599 Lexington Avenue 20th Floor New York, New York 10022	United States
Mark R. Mitchell Director	Partner Managing Director of Ramius LLC	599 Lexington Avenue 20th Floor New York, New York 10022	United States
CFS Company Ltd. Director	Nominee Company registered with Cayman Islands Monetary Authority and is affiliated with Administrator of the Fund	c/o Citco Fund Services (Cayman Islands) Limited Regatta Office Park Windward 1, 2nd Floor PO Box 31106 Grand Cayman KY1-1205 Cayman Islands	Cayman Islands
CSS Corporation Ltd. Secretary	Affiliate of the Administrator of the Fund	c/o Citco Fund Services (Cayman Islands) Limited Regatta Office Park Windward 1, 2nd Floor PO Box 31106 Grand Cayman KY1-1205 Cayman Islands	Cayman Islands

**Directors and Officers of Ramius Enterprise Master Fund Ltd**

<u>Name and Position</u>	<u>Principal Occupation</u>	<u>Principal Business Address</u>	<u>Citizenship</u>
Morgan B. Stark Director	Chairman of Ramius LLC	599 Lexington Avenue 20th Floor New York, New York 10022	United States
Owen S. Littman Director	General Counsel of Cowen Group, Inc.	599 Lexington Avenue 20th Floor New York, New York 10022	United States
CFS Company Ltd. Director	Nominee Company registered with Cayman Islands Monetary Authority and is affiliated with Administrator of the Fund	c/o Citco Fund Services (Cayman Islands) Limited Regatta Office Park Windward 1, 2nd Floor PO Box 31106 Grand Cayman KY1-1205 Cayman Islands	Cayman Islands
CSS Corporation Ltd. Secretary	Affiliate of the Administrator of the Fund	c/o Citco Fund Services (Cayman Islands) Limited Regatta Office Park Windward 1, 2nd Floor PO Box 31106 Grand Cayman KY1-1205 Cayman Islands	Cayman Islands

---

**Directors and Officers of Ramius Navigation Master Fund Ltd**

<u>Name and Position</u>	<u>Principal Occupation</u>	<u>Principal Business Address</u>	<u>Citizenship</u>
Jeffrey C. Smith Director	Partner Managing Director of Ramius LLC	599 Lexington Avenue 20th Floor New York, New York 10022	United States

**Directors and Officers of RCG PB, Ltd**

<u>Name and Position</u>	<u>Principal Occupation</u>	<u>Principal Business Address</u>	<u>Citizenship</u>
Morgan B. Stark Director	Chief Executive Officer and President of Ramius LLC	599 Lexington Avenue 20th Floor New York, New York 10022	United States
Owen S. Littman Director	General Counsel of Cowen Group, Inc.	599 Lexington Avenue 20th Floor New York, New York 10022	United States
CFS Company Ltd. Director	Nominee Company registered with Cayman Islands Monetary Authority and is affiliated with Administrator of the Fund	c/o Citco Fund Services (Cayman Islands) Limited Regatta Office Park Windward 1, 2nd Floor PO Box 31106 Grand Cayman KY1-1205 Cayman Islands	Cayman Islands
CSS Corporation Ltd. Secretary	Affiliate of the Administrator of the Fund	c/o Citco Fund Services (Cayman Islands) Limited Regatta Office Park Windward 1, 2nd Floor PO Box 31106 Grand Cayman KY1-1205 Cayman Islands	Cayman Islands

---

**Directors and Officers of Cowen Group, Inc.**

<u>Name and Position</u>	<u>Principal Occupation</u>	<u>Principal Business Address</u>	<u>Citizenship</u>
Peter A. Cohen Chairman of the Board and Chief Executive Officer	Chief Executive Officer of Cowen Group, Inc.	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	United States
Steven Kotler Director	Vice Chairman of Gilbert Global Equity Partners	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	United States
Jules B. Kroll Director	President of JEMKroll Group	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	United States
David M. Malcolm Director	Chairman of Cowen and Company, LLC	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	United States
Jerome S. Markowitz Director	Senior Partner at Conifer Securities LLC	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	United States
Jack H. Nusbaum Director	Chairman of Willkie Farr & Gallagher LLP	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	United States
Edoardo Spezzotti Director	Senior Executive Vice President of Unicredit Group	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	Italy
John E. Toffolon, Jr. Lead Director	Director, Westway Group, Inc.	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	United States
Christopher A. White Chief of Staff	Chief of Staff of Cowen Group, Inc.	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	United States
Joseph R. Wright Director	Senior Advisor to The Chart Group, L.P. and Director of Scientific Games Corporation	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	United States
Morgan B. Stark Member of Executive and Operating Committees	Chairman of Ramius LLC	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	United States
Thomas W. Strauss Member of Executive and Operating Committees	President of Ramius LLC	c/o Cowen Group, Inc. 599 Lexington Avenue 20th Floor New York, New York 10022	United States

Stephen A. Lasota  
Chief Financial Officer

Chief Financial Officer of Ramius LLC

c/o Cowen Group, Inc.  
599 Lexington Avenue  
20th Floor  
New York, New York 10022

United States

Jeffrey M. Solomon  
Chief Operating Officer, Chief Strategy  
Officer, Chairman of the Investment  
Committee  
and member of the Operating Committee

Chief Operating Officer of Cowen Group,  
Inc.

c/o Cowen Group, Inc.  
599 Lexington Avenue  
20th Floor  
New York, New York 10022

United States

September 14, 2010

Board of Directors  
SeaChange, International, Inc.  
50 Nagog Park  
Acton, MA 01720

cc: William C. Styslinger, III, Chairman and Chief Executive Officer  
Yvette M. Kanouff, President  
Kevin M. Bisson, Chief Financial Officer

To the Board of Directors of SeaChange:

Ramius Value and Opportunity Advisors LLC, a subsidiary of Ramius LLC, together with certain of its affiliates (collectively, "Ramius"), is one of the largest shareholders of SeaChange International, Inc. ("SeaChange" or the "Company"), owning approximately 8.9% of the shares outstanding. We are deeply disappointed and concerned with the Company's fiscal second quarter 2011 earnings release and the conference call on September 2, 2010. Evidently, so are other shareholders, given the steep 15.6% decline in SeaChange's stock price on the following day.

Our disappointment and concern center on three key issues:

1. Following its poor margin performance in the first two quarters, the core Software business appears set to fall far short of the 10% pre-tax margin goal that the Company publicly committed to for the full fiscal year 2011.
  2. The decision was made to continue to operate the Servers and Storage business, despite Chief Executive Officer Bill Styslinger's acknowledgement that the Company has received several offers to acquire this business and that it is non-core and deteriorating fundamentally.
  3. Management credibility appears to be extremely low, given the Company's failure to follow through on commitments to shareholders over time.
-



## Software Segment Pre-tax Margins Are Tracking Far Below Committed Levels

With regard to the Software business, Mr. Styslinger stated in the June 3, 2010 press release announcing the Company's settlement agreement with Ramius that:

*"Our Company is committed to reaching pre-tax margins within the Software segment of 10% for the full year fiscal 2011 and 15% for the full year fiscal 2012 through R&D cost reductions and other measures within our control."* – Bill Styslinger, Company press release, June 3, 2010.<sup>1</sup>

However, Software segment pre-tax margins were approximately 3% in the first quarter and less than 2% in the second quarter, far below the committed margin levels of 10% for the full year fiscal 2011. Gross margins were several hundred basis points below expectations in both quarters and, despite management's commitment to reduce costs, operating expenses increased in the first quarter and were flat in the second quarter. Without substantial and immediate cost reductions, it appears the Company will fall short of achieving its publicly-stated margin targets for the full year fiscal 2011. Such drastic underperformance relative to recently committed goals is unacceptable and requires prompt action.

We urge the Board to examine the following key questions:

1. If senior management expected to meet its Software pre-tax margin targets "through R&D cost reductions and other measures within our control," as stated above, then why hasn't senior management taken the necessary significant action to reduce costs to accomplish this goal?
2. If for some reason senior management now believes it is unable to meet these targets through measures within its control, then what has changed in the past few months to cause senior management to change its position? We question whether the CEO understands the dynamics of the business that are outside of his control.

Commentary on recent Software gross margin performance seems to indicate that the CEO may not have his finger on the pulse of this business. On May 27, 2010, Mr. Styslinger assured investors on the first quarter earnings call that the Software gross margin weakness in the first quarter was due to a one-time licensing deal related to the displacement of a competitor at one of the Company's largest US cable television customers:

*"... on the software [gross] margins, that was a very temporary thing for this one deal that took the [gross] margins down, but they will respond right back up in the current quarter."* – Bill Styslinger, fiscal 1Q11 earnings conference call, May 27, 2010<sup>2</sup>

---

<sup>1</sup> The Company first stated this goal in its fiscal fourth quarter and full year 2010 earnings press release dated March 11, 2010

<sup>2</sup> [gross] added for clarification

---

However, Software gross margins in the second fiscal quarter were equally disappointing. Second quarter 2011 Software gross margins were 53.8%, down slightly from 53.9% in the first quarter, and down significantly from 60.6% in the second quarter of 2010. This result also compares with the Company's "clear expectation of a long term 60% gross margin."<sup>3</sup>

With regard to the fiscal second quarter Software gross margin performance, Mr. Styslinger commented:

*"The [gross]<sup>4</sup> margins being lower than what we thought they would be for the year in software are a bit of a surprise to us."* – Bill Styslinger, fiscal 2Q11 earnings conference call, September 2, 2010.

It is concerning that the CEO has been unable to forecast performance of the Software business, even over such a short period of time, despite the high level of recurring revenue and customer visibility.

What is just as troubling as our concern about the Software pre-tax margin shortfall and its implications, is the manner in which the Company chose to communicate this information to its shareholders. In the first quarter fiscal 2011 earnings press release issued on May 27, 2010, a section called "Update on Financial Goals" included a clear discussion of the Company's Software pre-tax margin goals for fiscal 2011 and fiscal 2012 as well as a table demonstrating the Company's progress towards those goals. This appeared to be an effort at transparency and accountability through a quarterly report card to measure the tracking of a goal.

---

#### Update on Financial Goals

As described on the Q4, fiscal 2010 earnings call, the goals for the software business have been defined as a 10% pre-tax software margin by the end of fiscal 2011 and a 15% pre-tax margin by the close of fiscal 2012. The chart below shows how SeaChange is tracking towards those numbers.

Software Goals and Actuals	End of FY2011 Goals	Q1 FY2011 Actuals	End of FY2012 Goals
Gross Margin	60%	54%	60%
R&D	26%	26%	22%
Sales & Marketing	12%	11%	12%
G&A	9%	12%	8%
Amortization	3%	2%	3%
Pre-Tax Margin	10%	3%	15%

---

Then, surprisingly, in the fiscal second quarter, the Company appears to have moved away from reporting progress towards this goal. The "Update on Financial Goals" section and accompanying table, as well as any discussion or documentation of fiscal second quarter Software pre-tax margin results, which declined to less than 2% versus roughly 3% in the first quarter, were noticeably absent from the second quarter earnings release issued on September 2, 2010. Such inconsistency and lack of transparency on the key financial metrics that the Company agreed to be measured against by its shareholders is unacceptable.

---

<sup>3</sup> Bill Styslinger, fiscal 2Q11 earnings call on September 2, 2010

<sup>4</sup> [gross] added for clarification

---

We believe shareholders are entitled to answers to the following questions:

1. Does the Company think these metrics are no longer relevant?
2. Does the Company believe the goals are no longer achievable?
3. Does the Company have a new timetable for when these goals will be reached?
4. Who is being held accountable for achieving, or failing to achieve, these goals?

#### **Decision to Continue Operating the Servers and Storage Business**

The text of the fiscal second quarter 2011 earnings press release includes the following excerpt on the Company's decision to restructure the Servers and Storage business:

*Over the past few quarters SeaChange has gone through the strategic options for the server business including the evaluation of a potential sale or merging of the business, keeping in mind that a key goal is to ensure ongoing high quality support and upgradeability of its customer base. As of now, the Company has received several offers; however none are consistent with external analysis of the value of the business... the Company continues to see a weakening demand for streaming systems in the coming quarters and it has concerns about demand going forward. As a result, SeaChange has decided to greatly reduce the operational investment in the server business unit. – Fiscal 2Q11 earnings press release on September 2, 2010.*

Furthermore, on the fiscal second quarter earnings conference call on September 2, 2010, Mr. Styslinger elaborated on the challenging fundamental outlook for the Servers and Storage business:

*“My long-term view of the serving business is not good.... So there is a fundamental problem in the server business, and that is, I think, the streaming performance of systems is overwhelming the demand for streams. It's also very competitive with some very big competitors. So for us it's a very risky business....” – Bill Styslinger, fiscal second quarter earnings conference call on September 2, 2010.*

We ask the Board to seriously consider its fiduciary duties to shareholders and to answer the following questions:

1. What is the “external analysis” of the value of the Servers and Storage business?
  2. How does the “external analysis” incorporate expectations for “weakening demand” and the CEO’s “long-term view of the serving business [being] not good” into its valuation?
-

3. How does the “external analysis” incorporate the previously stated goal to “ensure ongoing high quality support and upgradeability of its customer base,” following a sale of the Servers and Storage business, into its valuation?
4. Does the “external analysis” consider the negative impact of the Servers and Storage segment on consolidated performance when deciding not to sell the business?
5. What is the fair value for this money-losing<sup>5</sup> business that also takes into account the previously stated customer transition issues following a sale of the hardware business, as well as the negative impact to consolidated performance of the Servers and Storage business?
6. Is the Board comfortable with the decision not to sell the Servers and Storage business or should a sale be re-evaluated?

We do not believe it makes rational business sense to continue to operate this business with its attendant risks and negative pre-tax margins, rather than seek to maximize shareholder value by selling it to one of “several” interested acquirers. The Company’s alternative strategy to cut costs in the face of structurally weakening demand appears akin to trying to catch a falling knife.

The proper choice is clear. The Company should seek to sell this non-core, money-losing business as soon as possible and at the best possible price to a third party who can operate the business profitably and appropriately service SeaChange’s existing customer base. The sooner the Servers and Storage segment is sold, the sooner the Company can stem losses from this business and highlight the significantly higher value of the core Software business. Additionally, we believe there will be incremental benefits to eliminating the distraction of senior management’s time on the Servers and Storage business because it will allow management to focus on the core Software business.

#### **Management Credibility**

As we have already expressed to senior management and the Board, we believe that SeaChange’s core Software business is a high-quality business characterized by (i) a high level of recurring revenue; (ii) an attractive gross margin structure; (iii) industry-leading global market share; and (iv) substantial barriers to entry created by the stickiness of the Company’s back-office software. However, we believe that the Company is substantially undervalued in part because senior management’s credibility has been impaired over the years by both operating performance and the failure to follow through on its commitments to its shareholders.

---

<sup>5</sup> The Servers and Storage business generated an estimated LTM pre-tax loss of \$12 million

---

Consider the commentary of a concerned member of the investment community on the Company's fiscal second quarter conference call on September 2, 2010:

*"If you look at where SeaChange shareholders are today versus five years ago, they are still stuck in the same spot... it appears that credibility might be under assault right now as you guys finally have thrown in the towel in your hardware business – which, by the way, you guys should've done 12 months ago. And let's say quarterly conference calls would've, could've, should've doesn't bring the bacon home. But it's all about management credibility... So could you kindly tell me and the shareholders I represent what your plans are -- the best plans in use of cash going forward? So we can actually recognize a return on our investment that we have been patiently waiting on for the better part of the last four to five years. Thank you."* – Fiscal second quarter earnings conference call on September 2, 2010.

Dating back to June 7, 2007, as documented in an analyst report of B. Riley & Company, SeaChange's management team has been making promises that it has not kept regarding the margin structure of the business:

*"Whether SEAC can execute and begin to generate 15% operating margin within the next 2-3 years (the Company's stated long-term goal), remains to be seen."* – B. Riley & Company research report on June 7, 2007.

In two subsequent investor presentations, the first dated March 18, 2009, and the second dated October 19, 2009, the Company reiterated its "long-term operating model" target of 15% operating margins for the whole business:

---

#### LONG-TERM OPERATING MODEL TARGETS

	Targets on: 3/18/09 <sup>(a)</sup>	Targets on: 10/19/09 <sup>(b)</sup>	LTM Non-GAAP	LTM GAAP
Gross Profit	50%	55%	52%	50%
R&D	15%	20%	24%	25%
Marketing & Selling	15%	12%	12%	12%
G&A	5%	8%	10%	12%
Operating Profit	15%	15%	7%	-2%

*(a) Source: Company presentation at the B. Riley 10th Annual Investor Conference on March 18, 2009*

*(b) Source: Company presentation at the SRA Fall Growth Stock Conference on October 19, 2009*

Most recently, in its June 3 press release announcing the settlement agreement with Ramius, the Company shared a similar objective:

*"Our objective is to achieve a 15% pre-tax margin for the entire company."* – Company press release issued on June 3, 2010.

Despite all of the promises over the years, SeaChange has not once come close to achieving these margin targets due to a bloated operating cost structure, particularly in research and development and general and administrative expenses, as highlighted in the table above. Furthermore, the Company has not once set a time frame for when it will realistically achieve these goals.

---

## Call to Action for the Board of Directors

We urge the Board to carefully consider and vigorously discuss the contents of this letter and to proactively take action on the following issues:

- **Accountability:** Hold management accountable for corporate performance. Achieve Software segment margin commitments and reasonable operating targets for the whole business within a specific time period, based on promised cost reductions and other measures within its control. For too long, management has failed to achieve its stated financial targets. It is your responsibility to ensure that senior management swiftly makes good on its commitments to shareholders or is held accountable for failing to do so.
- **Transparency and Consistency:** The Board must ensure that communication with shareholders is transparent and consistent. In its fiscal first quarter press release, management included a section called “Update on Financial Goals” that provided a clear discussion of the Company’s Software pre-tax margin goals for fiscal 2011 and fiscal 2012 as well as a table demonstrating the Company’s progress towards those goals in the first quarter. This section and accompanying table were not included in the second quarter earnings release. Moving forward, both the “Update on Financial Goals” section and the accompanying table should be included consistently in all future earnings releases, as well as full disclosure of the data that management uses to calculate Software pre-tax margins. This level of transparency and consistency will allow the investment community to clearly track management’s progress against its stated goals.
- **Independence:** The Board must act independently of management. To that end, we encourage the Board to immediately separate the Chairman and CEO responsibilities, an action that is in line with good corporate governance practices and which would ensure the true independence of the Board. Further, the Board should form a special committee comprised of independent directors tasked with evaluating operational, financial, and strategic objectives of the Company.
- **Strategic Review:** The newly-created independent special committee should fully re-evaluate the decision not to sell the Servers and Storage segment. We strongly believe this segment should be sold in a timely manner and at the highest possible price, while considering the need for a seamless transition for the Company’s existing customers.

Further, the special committee should immediately engage a nationally-recognized investment bank to fully explore all strategic options to maximize value for shareholders including an outright sale of the Company. SeaChange is a valuable strategic asset given its dominant market share and competitive position in VOD software, particularly as its customers invest heavily in VOD over the next few years to strengthen and defend their lucrative video delivery franchises against other traditional service providers as well as non-traditional over-the-top competitors. This strategic value is not reflected in the current share price due to continued long-term underperformance and, therefore, the Board must take the necessary action to maximize shareholder value through a strategic sale of the Company.

---

We firmly believe that senior management and the Board have a compelling opportunity to unlock significant value by executing on the initiatives we have outlined above. We expect that management and the Board will adopt a greater sense of urgency in evaluating and urging management to execute on these and other opportunities to maximize shareholder value. We will continue to monitor the situation closely and hold you accountable. The status quo is not an acceptable outcome.

Best Regards,

/s/ Peter A. Feld

Peter A. Feld  
Ramius LLC

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of Amendment No. 3 to the Schedule 13D originally filed on April 9, 2010 (including additional amendments thereto) with respect to the shares of Common Stock, \$0.01 par value, of SeaChange International, Inc. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: September 14, 2010

RAMIUS VALUE AND OPPORTUNITY MASTER FUND LTD  
By: Ramius Value and Opportunity 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

COWEN OVERSEAS INVESTMENT LP  
By: Ramius Advisors, LLC,  
its general partner

RAMIUS VALUE AND OPPORTUNITY 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/ Owen S. Littman

Name: Owen S. Littman

Title: Authorized Signatory

/s/ Owen S. Littman

OWEN S. LITTMAN

Individually and as attorney-in-fact for Jeffrey  
M. Solomon, Peter A. Cohen, Morgan B. Stark  
and Thomas W. Strauss