

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant: [X]
Filed by a Party other than the Registrant: []

Check the appropriate box:

[X] Preliminary Proxy Statement [] Confidential, for Use of the
Commission Only (as permitted by
Rule 14a-6(e) (2))

[] Definitive Proxy Statement
[] Definitive Additional Materials
[] Soliciting Material Pursuant to (S)240.14a-11(c) or (S)240.14a-12

SEACHANGE INTERNATIONAL, INC.

(Name of Registrant as Specified in Its Charter)

The Board of Directors of SeaChange International, Inc.

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.
[] Fee computed on table below per Exchange Act Rules 14a-6(i) (4) and 0-11.

- (1) Title of each class of securities to which transaction applies: _____
- (2) Aggregate number of securities to which transaction applies: _____
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined): _____

(4) Proposed maximum aggregate value of transaction: _____

(5) Total fee paid: _____

[] Fee paid previously with preliminary materials: _____

[] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a) (2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid: _____

(2) Form, Schedule or Registration Statement no.: _____

(3) Filing Party: _____

(4) Date Filed: _____

SEACHANGE INTERNATIONAL, INC.
124 Acton Street
Maynard, Massachusetts 01754

NOTICE OF 2000 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 24, 2000

The Annual Meeting of Stockholders of SeaChange International, Inc. (the "Company") will be held at the offices of Testa, Hurwitz & Thibault, LLP, High Street Tower, 125 High Street, Boston, Massachusetts 02110, on Wednesday, May 24, 2000 at 9:30 a.m., local time, to consider and act upon each of the following matters:

1. To elect one (1) member to the Board of Directors, to serve for a three-year term as a Class I Director.

2. To ratify and approve the Company's Amended and Restated 1995 Stock Option Plan, including an increase in the number of shares of Common Stock, \$.01 par value, available for issuance thereunder from 2,925,000 to 4,800,000 shares.
3. To approve an amendment to the Company's Amended and Restated Certificate of Incorporation increasing from 50,000,000 to 100,000,000 the number of authorized shares of Common Stock, \$.01 par value, of the Company.
4. To transact such other business as may properly come before the meeting and any adjournments thereof.

Stockholders entitled to notice of and to vote at the meeting shall be determined as of the close of business on April 17, 2000, the record date fixed by the Board of Directors for such purpose.

By Order of the Board of Directors

William L. Fiedler
Chief Financial Officer, Treasurer and Vice
President, Finance and Administration

Maynard, Massachusetts
April 26, 2000

WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY CARD AND MAIL IT PROMPTLY IN THE ENCLOSED ENVELOPE IN ORDER TO ASSURE REPRESENTATION OF YOUR SHARES. NO POSTAGE NEED BE AFFIXED IF THE PROXY CARD IS MAILED IN THE UNITED STATES.

SEACHANGE INTERNATIONAL, INC.

124 Acton Street
Maynard, Massachusetts 01754

PROXY STATEMENT

FOR THE ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON MAY 24, 2000

April 26, 2000

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of SeaChange International, Inc. (the "Company") for use at the Annual Meeting of Stockholders to be held at the offices of Testa, Hurwitz & Thibault, LLP, High Street Tower, 125 High Street, Boston, Massachusetts 02110 on Wednesday, May 24, 2000 at 9:30 a.m. and at any adjournments thereof (the "Annual Meeting"). All proxies will be voted in accordance with the stockholders' instructions, and if no choice is specified, the enclosed proxy card (or any signed and dated copy thereof) will be voted in favor of the matters set forth in the accompanying Notice of Meeting. Any proxy may be revoked by a stockholder at any time before its exercise by: (i) delivering written revocation or a later dated proxy to the President or Assistant Secretary of the Company; or (ii) attending the Annual Meeting and voting in person.

Only stockholders of record as of the close of business on April 17, 2000, the record date fixed by the Board of Directors, will be entitled to vote at the Annual Meeting and at any adjournments thereof. As of April 17, 2000, there were an aggregate of [_____] shares of common stock, par value \$.01 per share (the "Common Stock"), of the Company outstanding and entitled to vote. Each share is entitled to one vote.

The persons named as proxies, William C. Stysliger, III and William L. Fiedler, were selected by the Board of Directors and are officers of the Company. All properly executed proxies returned in time to be counted at the Annual Meeting will be voted as stated below under "Voting Procedures." Any stockholder giving a proxy has a right to withhold authority to vote for any individual nominee to the Board of Directors by so marking the proxy in the space provided therein.

The Board of Directors knows of no other matter to be presented at the Annual Meeting. If any other matter upon which a vote may properly be taken should be presented at the Annual Meeting, shares represented by all proxies received by the Board of Directors will be voted with respect thereto in accordance with the judgment of the persons named as attorneys in the proxies.

The Company's Annual Report containing financial statements for the fiscal year ended December 31, 1999 is being mailed together with this Proxy

Statement to all stockholders entitled to vote. It is anticipated that this proxy statement and the accompanying proxy will be first mailed to stockholders on or about April 27, 2000.

PROPOSAL I

ELECTION OF DIRECTORS

Pursuant to the Company's Amended and Restated By-Laws, as amended, the Board of Directors of the Company is divided into three classes. There is one director currently serving in each of Class I and Class II and two directors currently serving in Class III. Each director serves for a three-year term, with one class of directors being elected at each Annual Meeting. The Class I Director's term will expire at this Annual Meeting. All directors will hold office until their successors have been duly elected and qualified. Prior to the Annual Meeting, William C. Styslinger, III was the Class I Director; Martin R. Hoffmann was the Class II Director; and Paul H. Saunders and Carmine Vona were the Class III Directors. The nominee for the Class I Director is William C. Styslinger, III, who is currently serving as the Class I Director of the Company. Shares represented by all proxies received by the Board of Directors and not so marked as to withhold authority to vote for the nominee will be voted for his election. The Board of Directors knows of no reason why the nominee should be unable or unwilling to serve, but if that should be the case, proxies will be voted for the election of some other person, or for fixing the number of directors at a lesser number.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS
A VOTE "FOR" THE NOMINEES LISTED BELOW

The following table sets forth, for the nominee to be elected at the meeting and for each director whose term of office will extend beyond the meeting, the year each such nominee or director was first elected a director, the positions currently held by each nominee or director with the Corporation, the year each nominee's or director's term will expire and the class of director of each nominee or director.

<TABLE>
<CAPTION>

Nominee's or Director's Name and Year Nominee or Director First Became Director	Position(s) Held	Year Term Will Expire	Class of Director

Nominees: <S> William C. Styslinger, III (1993)....	<C> President, Chief Executive Officer, Chairman of the Board and Director	<C> 2003 (1)	<C> I
Continuing Directors: Martin R. Hoffmann (1995).....	Director	2001	II
Paul H. Saunders (1995).....	Director	2002	III
Carmine Vona (1995).....	Director	2002	III
</TABLE>			

(1) Assumes election of the Class I Director at the Annual Meeting.

-2-

Board of Directors' Meetings and Committees

The Board of Directors of the Company held three (3) meetings and acted by unanimous written consent two (2) times during the fiscal year ended December 31, 1999. Each of the directors attended at least 75% of the aggregate of all meetings of the Board of Directors and of all committees of the Board of Directors on which he then served held during fiscal 1999.

The Company has a standing Compensation and Option Committee and an Audit Committee. The Compensation and Option Committee, of which Messrs. Hoffmann, Saunders and Vona are members, determines the compensation, including stock options, of the Company's management and key employees and administers and makes recommendations concerning the Company's stock option plans. The Compensation and Option Committee held ten (10) meetings and acted by unanimous written consent three (3) times during fiscal 1999. The Audit Committee of which Messrs. Hoffmann, Saunders and Vona are members, oversees financial results and internal controls of the Company, including matters relating to the appointment and activities of the Company's independent accountants. The Audit Committee held four (4) meetings during fiscal 1999.

Occupations of Directors and Executive Officers

The following table sets forth for each Class I Director, each Class II Director, each Class III Director and the executive officers of the Company, their ages and the positions currently held by each such person with the

Company:

<TABLE>
<CAPTION>

Name	Age	Position
<S>	<C>	<C>
William C. Styslinger, III.....	54	President, Chief Executive Officer, Chairman of the Board and Director
William L. Fiedler.....	55	Chief Financial Officer, Treasurer and Vice President, Finance and Administration
Scott Blais.....	41	Vice President, Customer Services
Jeffrey M. Boone.....	36	Vice President, Software Engineering
Edward J. Delaney, Jr.....	40	Vice President, Marketing
Ira Goldfarb.....	42	Vice President, Worldwide Sales
Bruce E. Mann.....	52	Vice President, Network Storage Engineering
Martin R. Hoffmann (1) (2).....	67	Director
Paul H. Saunders (1) (2).....	45	Director
Carmine Vona (1) (2).....	62	Director

</TABLE>

(1) Member of Compensation and Option Committee.

(2) Member of Audit Committee.

-3-

Nominee for Election at the Annual Meeting

William C. Styslinger, III, a founder of the Company, has served as the President, Chief Executive Officer and a Director since the Company's inception in July 1993 and as Chairman of the Board since January 1995. Prior to forming the Company in 1993, Mr. Styslinger was employed at Digital Equipment Corporation since March 1978, most recently as manager of the Cable Television Business Unit from October 1991 to May 1993. Mr. Styslinger is a member of the Board of Directors of Omtool, Inc., a provider of enterprise client/server facsimile software solutions.

Directors Whose Terms Extend Beyond The Meeting

Martin R. Hoffmann has served as Director of the Company since January 1995. Mr. Hoffmann has served as Of Counsel to the Washington D.C. office of Skadden, Arps, Slate, Meagher & Flom LLP since January 1996. From April 1995 to January 1996, Mr. Hoffmann maintained a law practice and business consulting practice. He was a Visiting Senior Fellow at the Center for Policy, Industry and Industrial Development at Massachusetts Institute of Technology from May 1993 to April 1995, prior to which, from April 1989, he served as Vice President and General Counsel for Digital Equipment Corporation. Mr. Hoffmann is a member of the Boards of Directors of Castle Energy Corporation, an oil and gas exploration and production company, and Mitretek Systems, a non-profit technology and services company.

Paul H. Saunders has served as a Director of the Company since July 1995. Mr. Saunders has been the Chairman and Chief Executive Officer of James River Capital Corporation, a money management firm, from January 1995 to the present. Prior to that, Mr. Saunders was Managing Director of the Managed Futures Department at Kidder Peabody & Co. Incorporated from April 1983 to January 1995.

Carmine Vona has served as a Director of the Company since January 1995. Mr. Vona has been President and Chief Executive Officer of Vona Information Systems, Inc., a consulting firm, since June 1996. Prior to that, Mr. Vona was Executive Vice President and Senior Managing Director for worldwide technology at Bankers Trust Co. from November 1969 to June 1996. From August 1986 to June 1996 Mr. Vona was Chairman of BT-FSIS, a software development company and a wholly owned subsidiary of Bankers Trust Co.

Executive Officers

Scott Blais has served as Vice President, Customer Services since October 1998. Prior to joining the Company, Mr. Blais spent three years holding various positions including Vice President and General Manager at Adra Systems, Inc., a software company. Prior to that, Mr. Blais held the position of Director of Customer Services and Quality Assurance for Keyfile Corporation, a software company.

Jeffrey M. Boone has served as Vice President, Software Engineering since January 1998. Prior to that, Mr. Boone served as Engineering Manager from June 1996 to December 1997, and as a member of the Company's technical staff from September 1995 to June 1996. Prior to joining the Company, Mr. Boone was a Systems Architect at Logica North American, a software consulting company, from June 1994 to September 1995.

Edward J. Delaney, Jr. joined the Company in February 1994 as Vice President, Sales and Marketing and Mr. Delaney has served as Vice President,

Marketing since January 1998. Prior to joining the Company, Mr. Delaney spent 12 years with Digital Equipment Corporation in a variety of positions, including Marketing and Operations Manager for Digital's Cable Television Business Unit, marketing manager of media products for the Asia/Pacific region, executive assistant to the Vice President of United States Sales, and sales manager.

-4-

William L. Fiedler has served as Chief Financial Officer, Treasurer and Vice President, Finance and Administration since September 1998. Prior to joining the Company, Mr. Fiedler served from July 1984 to June 1998 as the Chief Financial Officer, Treasurer and Senior Vice President, Finance and Administration of Matrix One, Inc., a developer of product data management systems. Prior to that, Mr. Fiedler served as the Chief Financial Officer of Hendrix Electronics Inc., a developer of text processing and graphics publishing systems, and had also held controllership positions at Bose Corporation and GTE Sylvania.

Ira Goldfarb has served as Vice President, Worldwide Sales since January 1998. Prior to that, Mr. Goldfarb served as Vice President, U.S. Systems Sales from August 1997 to January 1998, as Vice President, Eastern Region from January 1997 to August 1997, and as Vice President, Central Region, from August 1994 to January 1997. Prior to joining the Company, Mr. Goldfarb held several sales management positions at Digital Equipment Corporation from September 1983 to July 1994.

Bruce E. Mann joined the Company in September 1994 as Vice President, Network Storage Engineering. Mr. Mann is also President of SeaChange Systems, Inc., a subsidiary of the Company which develops and manufactures video server-based products. Prior to joining the Company, Mr. Mann served as Director of Engineering at Ungermann-Bass, Inc., a subsidiary of Tandem Computers Inc., from March 1993 to September 1994. Prior to that, from September 1976 to March 1993, Mr. Mann was an engineer at Digital Equipment Corporation, most recently as Senior Consulting Engineer.

Executive officers of the Company are appointed by, and serve at the discretion of, the Board of Directors, and serve until their successors have been duly elected and qualified. There are no family relationships among any of the executive officers or directors of the Company.

Certain Relationships and Related Transactions

The Company has adopted a policy that all transactions between the Company and its officers, directors, principal stockholders and affiliates will be approved by a majority of the Board of Directors, including a majority of the independent and disinterested outside directors on the Board of Directors, and will be on terms no less favorable to the Company than could be obtained from unaffiliated third parties.

-5-

SECURITIES OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth as of April 17, 2000 (unless otherwise indicated), certain information regarding beneficial ownership of the Company's Common Stock (i) by each person who is known to beneficially own 5% of the outstanding Common Stock, (ii) by each director of the Company, (iii) by each executive officer named in the Summary Compensation Table on page 8, and (iv) by all directors and executive officers of the Company as a group. The address of each person listed below is c/o SeaChange International, Inc., 124 Acton Street, Maynard, Massachusetts 01754.

<TABLE>
<CAPTION>

Name	Amount and Nature of Beneficial Ownership(1)	Percent of Common Stock Outstanding
<S>	<C>	<C>
William C. Styslinger, III(2)	2,366,976	10.0
William L. Fiedler(3)	53,812	*
Edward J. Delaney, Jr.(4)	1,507,377	7.0
Ira Goldfarb(5)	127,931	*
Martin R. Hoffmann(6)	206,935	*
Bruce E. Mann(7)	413,171	1.8
Paul H. Saunders(8)	7,033	*
Carmine Vona(9)	23,909	*
Wellington Management Company, LLP(10)	1,567,100	6.5
All executive officers and directors as a group (8 persons)(11)	4,707,144	35.3

</TABLE>

*Less than 1%

- (1) Unless otherwise indicated below, to the knowledge of the Company, all persons listed below have sole voting and investment power with respect to their shares of Common Stock, except to the extent authority is shared by spouses under applicable law. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission, and includes voting and investment power with respect to shares. Shares of Common Stock subject to options currently exercisable or exercisable within 60 days of April 17, 2000 are deemed outstanding for computing the percentage ownership of the person holding such options, but are not deemed outstanding for computing the percentage of any other person.
- (2) Includes 225,000 shares of Common Stock owned by Merrill Lynch, Trustee f/b/o William C. Styslinger, III, IRA. Excludes (i) 96,429 shares of Common Stock owned by Thomas and Emily Franeta as Trustees of The Styslinger Family Trust; (ii) 9,646 shares of Common Stock held by Thomas Franeta as Custodian for Kimberly J. Styslinger; and (iii) 75,000 shares of Common Stock owned by his wife, Joyce Styslinger. Mr. Styslinger disclaims beneficial ownership of the shares held by The Styslinger Family Trust, by Thomas Franeta as Custodian for Kimberly J. Styslinger and by his wife, Joyce Styslinger. Includes 54,297 shares of Common Stock issuable pursuant to outstanding stock options that may be exercised within 60 days of April 17, 2000.
- (3) Includes 53,812 shares of Common Stock issuable pursuant to outstanding options that may be exercised within 60 days of April 17, 2000.
- (4) Includes (i) 540,000 shares of Common Stock held by The Delaney Family Limited Partnership of which Mr. Delaney is both a general and a limited partner; and (ii) 30,297 shares of Common Stock issuable pursuant to outstanding stock options that may be exercised within 60 days of April 17, 2000. Excludes (i) 217,500 shares of Common Stock held by Merrill Lynch, Trustee f/b/o Kathryn

-6-

H. Delaney, IRA; (ii) 960 shares of Common Stock owned by Mr. Delaney's son, Joseph; and (iii) 960 shares of Common Stock owned by Mr. Delaney's daughter, Mary. Mr. Delaney disclaims beneficial ownership of the shares held by Merrill Lynch and his children

- (5) Includes 10,297 shares of Common Stock issuable pursuant to outstanding options that may be exercised within 60 days of April 17, 2000.
- (6) Includes 7,033 shares of Common Stock issuable pursuant to outstanding stock options that may be exercised within 60 days of April 17, 2000.
- (7) Includes (i) 7,797 shares of Common Stock issuable pursuant to outstanding stock options that may be exercised within 60 days of April 17, 2000 and (ii) an aggregate of 23,824 shares of Common Stock held by Mr. Mann's three children. Mr. Mann disclaims beneficial ownership of those shares held by his children.
- (8) Excludes (i) 96,429 shares of Common Stock owned by Richard R. Saunders, Jr. as Trustee for The Paul H. Saunders Irrevocable Trust Agreement No. 1 For The Benefit Of J. Brock Saunders; (ii) 96,429 shares of Common Stock owned by Richard R. Saunders, Jr. as Trustee for The Paul H. Saunders Irrevocable Trust Agreement No. 1 For The Benefit Of Paul H. Saunders; (iii) 3,213 shares of Common Stock owned by Craig E. Chason as Trustee for The Paul H. Saunders Irrevocable Trust Agreement No. 2 For The Benefit Of J. Brock Saunders; (iv) 3,213 shares of Common Stock owned by Craig E. Chason as Trustee of The Paul H. Saunders Irrevocable Trust Agreement No. 2 For The Benefit Of Paul H. Saunders; and (v) 931,153 shares of Common Stock owned by Mr. Saunders' wife. Mr. Saunders disclaims beneficial ownership of the shares held by these trusts and by his wife. Includes 7,033 shares of Common Stock issuable pursuant to outstanding stock options that may be exercised within 60 days of April 17, 2000.
- (9) Includes 7,033 shares of Common Stock issuable pursuant to outstanding stock options that may be exercised within 60 days of April 17, 2000.
- (10) The address for Wellington Management Company is 75 State Street, Boston, Massachusetts 02109.
- (11) Includes 177,599 shares of Common Stock issuable pursuant to outstanding stock options that may be exercised within 60 days of April 17, 2000.

-7-

COMPENSATION AND OTHER INFORMATION
CONCERNING DIRECTORS AND OFFICERS

The following table sets forth the annual and long-term compensation for each of the past three fiscal years of each of (i) the Company's Chief Executive Officer and (ii) each of the Company's four other most highly compensated executive officers who were serving as of December 31, 1999 (collectively, with the Chief Executive Officer, the "Named Officers"):

SUMMARY COMPENSATION TABLE

<TABLE>
<CAPTION>

Name and Principal Position -----	Annual Compensation(1) -----			Long-Term Compensation(2) (3) -----
	Year ----	Salary -----	Bonus -----	Awards ----- Securities Underlying Options(#) -----
<S>	<C>	<C>	<C>	<C>
William C. Styslinger, III..... President and Chief Executive Officer	1999	\$184,108	\$ -	30,000
	1998	174,509	-	6,000
	1997	169,200	-	7,999
William L. Fiedler..... Chief Financial Officer, Treasurer and Vice President, Finance and Administration	1999	179,398	20,000	15,000
	1998	55,080	-	112,500
	1997	-	-	-
Edward J. Delaney, Jr..... Vice President, Marketing	1999	154,071	-	7,500
	1998	147,388	-	6,000
	1997	141,258	-	7,999
Bruce E. Mann..... Vice President, Network Storage Engineering	1999	173,852	15,739	7,500
	1998	165,674	-	6,000
	1997	148,068	-	7,999
Ira Goldfarb..... Vice President, Engineering and Chief Technical Officer	1999	237,399	-	7,500
	1998	216,834	-	16,050
	1997	230,864	-	6,000

</TABLE>

(1) The compensation described in this table does not include medical and group life insurance or other benefits received by the Named Officers which are available generally to all salaried employees of the Company and certain perquisites and other personal benefits, securities or property received by the Named Officers which do not exceed the lesser of \$50,000 or 10% of any such officer's salary disclosed in this table.

(2) Represents stock options granted under the Company's Amended and Restated 1995 Stock Option Plan. The Company did not grant any restricted stock awards or stock appreciation rights or make any long-term incentive plan payouts during fiscal years 1999, 1998 and 1997.

(3) The Company has sold stock subject to restrictions on vesting to certain of the Named Officers at a purchase price equal to the then fair market value of such stock. The number and value of all unvested stock holdings by each of the Named Officers as of the year ended December 31, 1999 are as set forth below. The values of the unvested shares have been calculated on the basis of the fair market value of the Company's Common Stock as of December 31, 1999. Mr. Mann--300 shares, \$10,612.50.

(4) Mr. Fiedler joined the Company in September 1998.

-8-

Option Grants in Last Fiscal Year

OPTION GRANTS IN 1999

<TABLE>
<CAPTION>

Realizable Value At Rates of Stock Appreciation for Option Term (3)	Individual Grants -----				Potential Assumed Annual Price
	No. of Securities Underlying Options	Options Granted to Employees	Exercise or Base Price Per	Expiration	

<S> <C> Name 10%	<C> Granted (1)	<C> in Year (2)	<C> Share	<C> Date	<C> 5%
William C. Styslinger, III..... \$375,876	30,000	5.72	\$7.88	4/26/09	\$148,932
William L. Fiedler..... 171,005	15,000	2.86	7.17	4/26/09	67,757
Edward J. Delaney, Jr..... 85,502	7,500	1.43	7.17	4/26/09	33,878
Bruce E. Mann..... 85,502	7,500	1.43	7.17	4/26/09	33,878
Ira Goldfarb..... 85,502	7,500	1.43	7.17	4/26/09	33,878

(1) The options granted to the Named Officers were granted pursuant to the Corporation's Amended and Restated 1995 Stock Option Plan; 20% of the options shall vest on the first anniversary of the date of grant and 5% shall vest each quarter thereafter.

(2) A total of 524,739 options were granted to employees in the year ended December 31, 1999 pursuant to the Corporation's Amended and Restated 1995 Stock Option Plan.

(3) These potential realizable values are calculated based on rules promulgated by the Securities and Exchange Commission and do not reflect the Company's estimate of future stock price growth. Actual gains, if any, on stock option exercises and Common Stock holdings are dependent on the timing of such exercise and the future performance of the Company's Common Stock. There can be no assurance that the rates of appreciation assumed herein can be achieved or that the amounts reflected will be received by the Named Officers.

-9-

Option Exercises and Fiscal Year-End Values

The following table sets forth information with respect to options to purchase the Company's Common Stock granted under the Company's Amended and Restated 1995 Stock Option Plan to the Named Officers who are listed in the Summary Compensation Table above, including (i) the number of shares of Common Stock purchased upon exercise of options in the fiscal year ended December 31, 1999; (ii) the net value realized upon such exercise; (iii) the number of unexercised options outstanding at December 31, 1999; and (iv) the value of such unexercised options at December 31, 1999:

AGGREGATED OPTION/SAR EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR-END OPTION/SAR VALUES

<TABLE> <CAPTION>	Number of Securities Underlying			Value of
Unexercised Options	Shares	Value Realized	Unexercised Options at December 31, 1999	In-the-Money at December 1999 (1)
Name	Acquired on Exercise	Realized	Exercisable/ Unexercisable	
William C. Styslinger, III..... \$1,247,683/\$2,109,607	--	\$ --	38,793/75,707	
William L. Fiedler..... \$1,229,860/\$2,588,364	2,250	29,937	39,937/85,313	
Edward J. Delaney, Jr..... 758,971/\$549,599	--	--	24,393/19,607	\$
Bruce E. Mann..... 138,601/\$394,506	--	--	6,393/15,107	\$

(1) Value is based on the difference between the option exercise price and the fair market value of the Company's Common Stock at December 31, 1999, the fiscal year-end (\$35.375 per share as quoted on the Nasdaq National Market), multiplied by the number of shares underlying the option.

Compensation and Option Committee Report

To Our Stockholders:

The Company's executive compensation program is administered by the Compensation and Option Committee of the Board of Directors, which is comprised entirely of non-employee directors. Pursuant to authority delegated by the Board of Directors, the Compensation and Option Committee is responsible for reviewing and administering the Company's stock ownership plans and reviewing and approving compensation for the executive officers of the Company.

The Company's executive compensation program is designed to provide levels of compensation that assist the Company in attracting, motivating and retaining qualified executive officers and aligning the financial interests of the Company's executive officers and other employees with those of its stockholders by providing a competitive compensation package based on corporate and individual performance. Compensation under the executive compensation program is comprised of cash compensation in the form of base salary and long-term incentive awards in the form of stock option grants. The Company has not historically awarded annual cash incentive bonuses. The compensation program is also comprised of various benefits, including medical and insurance plans, and the Company's 1996 Employee Stock Purchase Plan and 401(k) profit sharing plan, which plans are generally available to all employees of the Company.

-10-

Base Salary

Base salary compensation levels for each of the Company's executive officers, including the Chief Executive Officer, are generally set within the range of base salaries that the Compensation and Option Committee believes are paid to executive officers with comparable qualifications, experience and responsibilities at comparable companies. In setting compensation levels, the Compensation and Option Committee generally takes into account such factors as (i) the Company's past operating and financial performance and future expectations, (ii) individual performance and experience and (iii) past salary levels. The Compensation and Option Committee does not assign relative weights or rankings to these factors, but instead makes determinations based upon the consideration of all of these factors as well as the progress made with respect to the Company's long-term goals and strategies.

Incentive Compensation

The Company has not historically awarded annual cash bonuses to its executive officers. However, in fiscal 1999 the Company awarded a bonus in the aggregate amount of [] to its executive officers.

Stock Options

Stock options are the principal vehicle used by the Company to provide long-term incentive-based compensation to improve the Company's operating and financial performance and to support the recruitment, motivation and retention of key professional and managerial personnel. The Company's stock option plans are administered by the Compensation and Option Committee. To date, the Compensation and Option Committee has not granted stock options at less than fair market value.

Stock options are granted from time to time to eligible employees based upon the Company's overall financial performance and their contribution thereto. Stock options are designed to align the interests of the Company's executive officers and other employees with those of its stockholders by encouraging them to enhance the value of the Company, the price of the Common Stock and, hence, the stockholders' return. In addition, the vesting of stock options over a period of time is designed to defer the receipt of compensation by the option holder, thus creating an incentive for the individual to remain with the Company. The Company periodically grants new options to provide continuing incentives for future performance.

During the fiscal year ended December 31, 1999, options to purchase an aggregate of 67,500 shares of Common Stock were granted to the Company's executive officers, including the Chief Executive Officer. Such grants were made in recognition of the executive officers' contributions to fiscal year 1999 Company performance and as an incentive for future performance.

Other Benefits

The Company also has various broad-based employee benefit plans. Executive officers participate in these plans on the same terms as eligible, non-executive employees, subject to any legal limits on the amounts that may be contributed or paid to executive officers under these plans. The Company offers a stock purchase plan, under which employees may purchase Common Stock at a discount, and a 401(k) profit sharing plan, which permits employees to invest in a choice of mutual funds on a pre-tax basis. The Company also maintains medical, disability and life insurance plans and other benefit plans for its employees.

-11-

Tax Deductibility of Executive Compensation

In general, under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), the Company cannot deduct, for federal income tax purposes, compensation in excess of \$1,000,000 paid to certain executive officers. This deduction limitation does not apply, however, to compensation that constitutes "qualified performance-based compensation" within the meaning of Section 162(m) of the Code and the regulations promulgated thereunder. The Compensation Committee has considered the limitations on deductions imposed by Section 162(m) of the Code, and it is the Compensation Committee's present intention that, for so long as it is consistent with its overall compensation objective, substantially all tax deductions attributable to executive compensation will not be subject to the deduction limitations of Section 162(m) of the Code.

THE COMPENSATION AND OPTION COMMITTEE:

Martin R. Hoffmann
Paul H. Saunders
Carmine Vona

Compensation Committee Interlocks and Insider Participation

The Compensation and Option Committee consists of Messrs. Hoffmann, Saunders and Vona. No person who served as a member of the Compensation and Option Committee was, during the past fiscal year, an officer or employee of the Company or any of its subsidiaries, was formerly an officer of the Company or any of its subsidiaries, or had any relationship requiring disclosure herein. No executive officer of the Company served as a member of the compensation committee of another entity (or other committee of the Board of Directors performing equivalent functions or, in the absence of any such committee, the entire Board of Directors), one of whose executive officers served as a director of the Company.

Compensation of Directors

During the fiscal year ended December 31, 1999, directors who were employees of the Company received no cash compensation for their services as directors, except for reimbursement of expenses incurred in connection with attending meetings. In fiscal 1999, the Company paid directors who are not employees of the Company a fee of \$1,000 for each meeting of the Board of Directors that they attended in person and such directors were reimbursed for their reasonable out-of-pocket expenses incurred in attending such meetings. Messrs. Hoffmann and Saunders were each paid \$3,000 in fiscal 1999; and Mr. Vona was paid \$1,000 in fiscal 1999. Each non-employee director is also entitled to participate in the Company's 1996 Non-Employee Director Stock Option Plan.

Stock Performance Graph

The following graph compares the change in the cumulative total stockholder return on the Company's Common Stock during the period from the Company's initial public offering through December 31, 1999, with the cumulative total return on the Center for Research in Securities Prices ("CRSP") Index for the Nasdaq Stock Market (U.S. Companies) and a SIC Code Index based on the Company's SIC Code. The comparison assumes \$100 was invested on November 5, 1996 in the Company's Common Stock at the \$12.50 closing price on the date of the Company's initial public offering and in each of the foregoing indices and assumes reinvestment of dividends, if any.

-12-

Comparison Of Cumulative Total Return
Among SeaChange International, Inc., Nasdaq
National Market Index and SIC Code Index (1)(2)

[INSERT GRAPH HERE]

Notes:

- A. The lines represent monthly index levels derived from compounded daily returns that include all dividends.
- B. If the monthly interval, based on the fiscal year-end, is not a trading day, the preceding trading day is used.
- C. The Index level for all series was set to 100.0 on November 5, 1996.

- (1) Prior to November 5, 1996, the Company's Common Stock was not publicly traded. Comparative data is provided only for the period since that date. This graph is not "soliciting material," is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference in any filing of the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.
- (2) The stock price performance shown on the graph is not necessarily indicative of future price performance. Information used on the graph was obtained from Media General Financial Services, Richmond, Virginia, a source believed to be reliable, but the Company is not responsible for any errors or omissions in such information.

-13-

PROPOSAL II

PROPOSAL TO RATIFY AND APPROVE THE AMENDED AND RESTATED
1995 STOCK PLAN

The Company's stockholders are being asked to ratify and approve the Company's Amended and Restated 1995 Stock Option Plan (the "1995 Plan") including an increase in the number of shares of Common Stock to be reserved for issuance thereunder from 2,925,000 shares to 4,800,000 shares. In April 2000, the Board of Directors ratified and approved the 1995 Plan including an amendment to the 1995 Plan to increase the aggregate number of shares of Common Stock reserved for issuance thereunder by 1,875,000 shares to 4,800,000 shares. Attached to this Proxy Statement as Appendix A is a copy of the 1995 Plan.

The Company's 1995 Stock Option Plan was originally adopted by the Board of Directors in September 1995 and approved by the Company's stockholders in October 1995. The 1995 Plan was adopted by the Board in September 1996 and approved by the Company's stockholders in September 1996. Under the terms of the 1995 Plan, the Company is authorized to grant incentive stock options ("ISOs") to employees of the Company or any present or future parent or subsidiary of the Company (collectively, "Related Corporations") and non-qualified stock options to any employee officer or director (whether or not also an employee) or consultant of the Company or any Related Corporation. The aggregate number of shares of Common Stock that currently may be issued pursuant to the 1995 Plan is 2,925,000.

As of April 17, 2000, options to purchase [] shares of Common Stock granted under the 1995 Plan were outstanding, [] shares remained available for future option grants and options covering [] shares had been exercised. The closing price of the Company's Common Stock on the Record Date was \$[] per share.

The following table sets forth as of the Record Date, all stock options granted under the 1995 Plan since its inception to (i) each of the Company's named executive officers; (ii) all current executive officers as a group, (iii) all employees, including all current officers who are not executive officers; as a group, and (iv) each person who has received five percent or greater of the options granted under the 1995 Plan. No non-employee director has been granted stock options under the 1995 Stock Plan since its inception.

<TABLE>
<CAPTION>

Name	Number of Options
-----	-----
<S>	<C>
William C. Styslinger, III.....	114,500
President, Chief Executive Officer and Chairman of the Board	
William L. Fiedler.....	127,500
Chief Financial Officer, Treasurer and Vice President, Finance and Administration	
Edward J. Delaney, Jr.....	44,000
Vice President, Marketing	
Bruce E. Mann.....	21,500
Vice President, Network Storage Engineering	
Ira Goldfarb.....	29,550
Vice President, Worldwide Sales	
All Current Executive Officers as a Group (5 Persons).....	337,050
All Employees who are not Executive Officers as a Group.....	[]

* Persons who have received 5% or greater of options granted under the 1995 Plan.

-14-

The Company's future performance depends to a significant extent on its ability to recruit, retain and motivate both capable senior executives and highly skilled technical, managerial and sales people. Competition for qualified employees is intense and is likely to intensify further. The Company relies on stock options as an essential part of the compensation packages necessary for the Company to attract and retain experienced officers and employees and to motivate employees to maximize stockholder value. The Board of Directors of the Company believes that the proposed increase in the number of shares available under the 1995 Plan is essential to permit the Company to continue to provide long-term, equity-based incentives to present and future key employees.

The Company has determined that the stockholders should ratify and approve the 1995 Plan so that options granted under the 1995 Plan on or after the date of the Annual Meeting will qualify as performance-based compensation for purposes of Section 162(m) of the Code. Approval of the proposal to ratify and approve the 1995 Plan including an increase in the number of shares of Common Stock to be reserved for issuance thereunder from 2,925,000 shares to 4,800,000 shares will require an affirmative vote of a majority of the shares of Common Stock of the Company represented in person or by proxy at the Annual Meeting. Abstentions will be counted toward the number of shares represented and voting at the Annual Meeting.

The Board of Directors recommends a vote FOR the proposal to ratify and amend the Company's 1995 Plan including an increase in the number of shares of Common Stock available for issuance thereunder from 2,925,000 to 4,800,000 shares.

Below is a summary description of the principal provisions of the 1995 Plan, assuming Shareholder approval. The description is not necessarily complete and is qualified in its entirety by reference to the full text of the 1995 Plan, which is attached to this Proxy Statement as Appendix A.

Description of the 1995 Plan

The purpose of the 1995 Plan is to provide incentives to officers and other employees of the Company and any present or future subsidiaries of the Company (collectively, "Related Corporations") by providing them with opportunities to purchase stock of the Company pursuant to options which qualify as incentive stock options ("ISO" or "ISOs") as defined in Section 422 of the Internal Revenue Code of 1986, as amended (the "Code"). The 1995 Plan also provides for the issuance of options to consultants, employees, officers and directors of the Company and Related Corporations which do not qualify as ISOs ("Non-Qualified Option" or "Non-Qualified Options"). Awards and Purchases may also be granted to consultants, employees, officers and directors of the Company and Related Corporations. ISOs, Non-Qualified Options, Awards and Purchases are sometimes referred to collectively as "Stock Rights" and ISOs and Non-Qualified Options are sometimes referred to individually as an "Option" and collectively as "Options".

Administration

The Compensation Committee of the Board of Directors of the Company administers the 1995 Plan. During the fiscal year ended December 31, 1999, the Compensation Committee was comprised of Messrs. Hoffmann, Saunders and Vona, each a non-employee director of the Company. Each of Messrs. Hoffmann, Saunders and Vona is an "outside director," as defined in the regulations issued under Section 162(m) of the Code.

Subject to the terms of the 1995 Plan, the Compensation Committee has the authority to determine to whom Options may be granted (subject to certain eligibility requirements for grants of ISOs), the number of shares covered by each such grant, the exercise or purchase price per share, the time or times at which Options will be granted, and other terms and provisions governing the Options, as well as the restrictions, if any, applicable to shares of Common Stock issuable upon exercise of Options;

-15-

provided, however, that the 1995 Plan shall be administered so that stock options or awards granted under the 1995 Plan will qualify for the benefits provided by Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and by Section 162(m) of the Code, or any successor rules to each of these. The interpretation or construction by the Compensation Committee of the 1995 Plan or any Option granted under it will be final.

Eligible Employees and Others

Subject to the above mentioned limitations, ISOs under the 1995 Plan may be granted to any employee of the Company or any Related Corporation. Only those officers and directors of the Company who are employees may be granted ISOs under the 1995 Plan. In no event may the aggregate fair market value (determined on the date of grant of an ISO) of Common Stock for which ISOs granted to any employee are exercisable for the first time by such employee during any calendar year (under all stock option plans of the Company) exceed \$100,000. Non-Qualified Options may be granted to any director, officer, employee or consultant of the Company or any Related Corporation. No employee of the Company or its subsidiaries shall be granted Options to acquire, in the aggregate, more than 2,047,500 shares of Common Stock under the 1995 Plan during any fiscal year of the Company. As of the Record Date, [] employees are eligible to

--
participate in the 1995 Plan.

Outstanding Options are subject to adjustment as described hereinafter under "Changes in Stock; Recapitalization and Reorganization." Pursuant to the terms of the 1995 Plan, shares subject to Options which for any reason expire or are terminated unexercised as to such shares may again be the subject of a grant under the 1995 Plan. Such shares, however, will be included in the determination of the aggregate number of shares of Common Stock deemed to have been granted to a particular employee under the Plan for purposes of the Section 162(m) limit.

Per Participant Limit

No employee of the Company or any Related Corporation may be granted Options to acquire more than 2,047,500 shares of Common Stock under the 1995 Plan during any fiscal year of the Company.

Granting of Options

Options may be granted under the 1995 Plan at any time after August 24, 1995 and prior to August 24, 2005. The Compensation Committee may, with the consent of the holder of an ISO, convert an ISO granted under the 1995 Plan to a Non-Qualified Option.

Non-Qualified Option Price

Any non-qualified options with an exercise price less than the fair market value per share of common stock on the date of grant will be granted in accordance with the provisions of the 1995 Plan relating to Section 162(m).

ISO Price

The exercise price per share of ISOs granted under the 1995 Plan cannot be less than the fair market value of the Common Stock on the date of grant, or, in the case of ISOs granted to employees holding more than ten percent of the total combined voting power of all classes of stock of the Company, not less than 110% of the fair market value of the Common Stock on the date of grant.

-16-

Option Duration

The 1995 Plan requires that each Option expire on the date specified by the Compensation Committee, but not more than ten years from its date of grant. However, in the case of any ISO granted to an employee owning more than ten percent of the total combined voting power of all classes of stock of the Company, such ISO will expire on the date specified by the Compensation Committee, but not more than five years from its date of grant.

Exercise of Options and Payment for Stock

Each Option granted under the 1995 Plan is exercisable as follows:

A. The Option is either fully exercisable at the time of grant or becomes exercisable in such installments as the Compensation Committee may specify.

B. Once an installment becomes exercisable it remains exercisable until expiration or termination of the Option, unless otherwise specified by the Compensation Committee.

C. Each Option may be exercised from time to time, in whole or in part, up to the total number of shares with respect to which it is then exercisable.

D. The Compensation Committee has the right to accelerate the date of exercise of any installment (subject to the \$100,000 per year limit on the fair market value of Common Stock subject to ISOs granted to any employee that become exercisable in any calendar year).

Exercise of an Option under the 1995 Plan is effected by a written notice of exercise delivered to the Company at its principal office together with

payment for the shares in full in cash or by check, or at the discretion of the Compensation Committee, (a) through delivery of shares of Common Stock having fair market value equal as of the date of exercise to the cash exercise price of the Option, (b) by delivery of the optionee's personal recourse note, or (c) by delivery of a sufficient amount of the proceeds from the sale of the Common Stock acquired upon exercise of the option by the optionee's broker or selling agent. Such written notice will also identify the Option being exercised and specify the number of shares as to which the Option is being exercised.

Effect of Termination of Employment, Death or Disability

If an ISO optionee ceases to be employed by the Company other than by reason of death or disability, no further installments of his or her ISOs will become exercisable, and the ISOs will terminate after the passage of 90 days from the date of termination of employment (but not later than their specified expiration dates), except to the extent that such ISOs have been converted into Non-Qualified Options. Employment will be considered as continuing uninterrupted during any bona fide leave of absence (including illness, military obligations or governmental service) provided that such leave does not exceed 90 days or, if longer, any period during which the employee's right to re-employment is guaranteed by statute or by contract.

If an optionee dies, any ISO held by the optionee may be exercised, to the extent exercisable on the date of death, by the optionee's estate, personal representative or beneficiary who acquires the ISO by will or by the laws of descent and distribution, at any time within 180 days from the date of the optionee's death (but not later than the specified expiration date of the ISO). If an ISO optionee ceases to be employed by the Company by reason of his or her disability (as defined in Section 22(e)(3) of the Code), the optionee may exercise any ISO held by him or her on the date of termination of employment, to the extent exercisable on that date, at any time within 180 days from the date of termination of employment (but not later than the specified expiration date of the ISO).

-17-

Non-Qualified Options are subject to such termination and cancellation provisions as may be determined by the Compensation Committee.

Non-Assignability of Options

No option shall be assignable or transferable by an optionee except by will or by the laws of descent and distribution, and during his or her lifetime only the optionee may exercise an option.

Changes in Stock; Recapitalization and Reorganization

Option holders are protected against dilution in the event of a stock dividend, recapitalization, stock split, merger or similar transaction. Upon the happening of any of the foregoing events, the class and aggregate number of shares reserved for issuance upon the exercise of Options under the 1995 Plan will also be appropriately adjusted to reflect the events described above. Notwithstanding the foregoing, with respect to ISOs, the adjustments described above will be made only after the Compensation Committee, in consultation with legal counsel, has determined whether such adjustments would constitute a modification of such ISOs and will not cause adverse tax consequences to the holders of ISOs.

Amendment, Suspension and Termination

The Board of Directors may terminate or amend the 1995 Plan in any respect at any time, except that, without the approval of the stockholders within twelve (12) months before or after the Board of Directors adopts a resolution authorizing any of the following actions: (a) the total number of shares that may be issued under the 1995 Plan may not be increased except as previously described under "Changes in Stock; Recapitalization and Reorganization"; (b) the provisions regarding eligible employees may not be modified; (c) the provisions regarding the exercise price at which shares may be offered pursuant to ISOs may not be modified (except by adjustment referred to above); and (d) the expiration date of the 1995 Plan may not be extended. No action of the Board of Directors or stockholders, however, may, without the consent of an optionee, alter or impair his or her rights under any Option previously granted to him or her.

Miscellaneous

The proceeds received by the Company from the sale of shares pursuant to the 1995 Plan are to be used for general corporate purposes. The Company's obligation to deliver shares is subject to the approval of any governmental authority required in connection with the sale or issuance of such shares. The exercise of Non-Qualified Options for less than fair market value may require the holder to recognize ordinary income and pay additional withholding taxes in respect of such income, and the Compensation Committee may condition the grant or exercise of an Option on the payment to the Company of such taxes. An employee is required to notify the Company in the event that he or she disposes of shares acquired on the exercise of an ISO prior to the later of two years

from the date of grant or one year from the date of exercise of the ISO. Unless terminated earlier by the Compensation Committee, the 1995 Plan will expire on August 24, 2005.

Federal Income Tax Consequences

The following discussion of United States federal income tax consequences of the issuance and exercise of Options granted under the 1995 Plan, and of certain other rights granted under the 1995 Plan, is based upon the provisions of the Code as in effect on the date of this Proxy Statement, current regulations, and existing administrative rulings of the Internal Revenue Service. It is not intended to be a complete discussion of all of the federal income tax consequences of the 1995 Plan or of the requirements that must be met in order to qualify for the described tax treatment.

-18-

A. Incentive Stock Options. The following general rules are applicable under current Federal income tax law to incentive stock options ("ISOs") granted under the 1995 Plan.

1. In general, no taxable income results to the optionee upon the grant of an ISO or upon the issuance of shares to him or her upon the exercise of the ISO, and no corresponding federal tax deduction is allowed to the Company upon either grant or exercise of an ISO.

2. If shares acquired upon exercise of an ISO are not disposed of within (i) two years following the date the option was granted or (ii) one year following the date the shares are issued to the optionee pursuant to the ISO exercise (the "Holding Periods"), the difference between the amount realized on any subsequent disposition of the shares and the exercise price will generally be treated as capital gain or loss to the optionee.

3. If shares acquired upon exercise of an ISO are disposed of before the Holding Periods are met (a "Disqualifying Disposition"), then in most cases the lesser of (i) any excess of the fair market value of the shares at the time of exercise of the ISO over the exercise price or (ii) the actual gain on disposition will be treated as compensation to the optionee and will be taxed as ordinary income in the year of such disposition.

4. In any year that an optionee recognizes compensation income as the result of a Disqualifying Disposition of stock acquired by exercising an ISO, the Company generally should be entitled to a corresponding deduction for federal income tax purposes.

5. Any excess of the amount realized by the optionee as the result of a Disqualifying Disposition over the sum of (i) the exercise price and (ii) the amount of ordinary income recognized under the above rules will be treated as capital gain.

6. Capital gain or loss recognized by an optionee upon a disposition of shares will be long-term capital gain or loss if the optionee's holding period for the shares exceeds one year.

7. An optionee may be entitled to exercise an ISO by delivering shares of the Company's Common Stock to the Company in payment of the exercise price, if the optionee's ISO agreement so provides. If an optionee exercises an ISO in such fashion, special rules will apply.

8. In addition to the tax consequences described above, the exercise of an ISO may result in additional tax liability to the optionee under the alternative minimum tax rules. The Code provides that an alternative minimum tax (at a maximum rate of 28%) will be applied against a taxable base which is equal to "alternative minimum taxable income," reduced by a statutory exemption. In general, the amount by which the value of the Common Stock received upon exercise of the ISO exceeds the exercise price is included in the optionee's alternative minimum taxable income. A taxpayer is required to pay the higher of his or her regular tax liability or the alternative minimum tax. A taxpayer that pays alternative minimum tax attributable to the exercise of an ISO may be entitled to a tax credit against his or her regular tax liability in later years.

9. Special rules apply if the stock acquired is subject to vesting, or is subject to certain restrictions on resale under Federal securities laws applicable to directors, officers or 10% stockholders.

B. Non-Qualified Options. The following general rules are applicable under current federal income tax law to options that do not qualify as ISOs ("Non-Qualified Options") granted under the 1995 Plan:

-19-

1. The optionee generally does not realize any taxable income upon the grant of a Non-Qualified Option, and the Company is not allowed a federal income tax deduction by reason of such grant.

2. The optionee generally will recognize ordinary compensation income at the time of exercise of a Non-Qualified Option in an amount equal to the excess, if any, of the fair market value of the shares on the date of exercise over the exercise price. The Company may require the optionee to make appropriate arrangements for the withholding of taxes on this amount.

3. When the optionee sells the shares acquired pursuant to a Non-Qualified Option, he or she generally will recognize a capital gain or loss in an amount equal to the difference between the amount realized upon the sale of the shares and his or her basis in the shares (generally, the exercise price plus the amount taxed to the optionee as compensation income). If the optionee's holding period for the shares exceeds one year, such gain or loss will be a long-term capital gain or loss.

4. The Company generally should be entitled to a corresponding tax deduction for federal income tax purposes when the optionee recognizes compensation income.

5. An optionee may be entitled to exercise a Non-Qualified Option by delivering shares of the Company's Common Stock to the Company in payment of the exercise price. If an optionee exercises a Non-Qualified Option in such fashion, special rules will apply.

6. Special rules apply if the stock acquired is subject to vesting, or is subject to certain restrictions on resale under federal securities laws applicable to directors, officers or 10% stockholders.

C. Awards and Purchases. The following general rules are applicable under current federal income tax law to awards of stock ("Awards") or the granting of opportunities to make direct stock purchases ("Purchases") under the 1995 Plan:

1. Persons receiving Common Stock pursuant to an Award or Purchase generally will recognize compensation income equal to the fair market value of the shares received, reduced by any purchase price paid.

2. The Company generally should be entitled to a corresponding deduction for Federal income tax purposes when such person recognizes compensation income. When such Common Stock is sold, the seller generally will recognize capital gain or loss.

3. Special rules apply if the stock acquired pursuant to an Award or Purchase is subject to vesting, or is subject to certain restrictions on resale under Federal securities laws applicable to directors, officers or 10% stockholders.

-20-

PROPOSAL III

AMENDMENT OF THE CORPORATION'S AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

By a Board of Directors resolution adopted April 14, 2000, the Board of Directors recommends to the stockholders that the Company amend the Company's Amended and Restated Certificate of Incorporation to increase the number of authorized shares of Common Stock, par value \$0.01 per share, from 50,000,000 to 100,000,000 shares. The Company's stockholders are being asked to approve the amendment to the Company's Amended and Restated Certificate of Incorporation to increase the number of authorized shares of Common Stock, par value \$0.01 per share, by 50,000,000 shares.

As of the Record Date, there were approximately 22,450,000 shares of

Common Stock issued and outstanding and approximately ----- shares

reserved for future issuance pursuant to outstanding options granted under the Company's stock plans. If the amendment to the Amended and Restated Certificate of Incorporation is approved, the Board of Directors will have the authority to issue approximately 50,000,000 additional shares of Common Stock without further stockholder approval. The Board of Directors believes the authorized number of shares of Common Stock should be increased to provide sufficient shares for such corporate purposes as may be determined by the Board of Directors to be necessary or desirable. These purposes may include, without limitation: entering into collaborative strategic arrangements with other companies in which Common Stock or the right to acquire Common Stock are part of the consideration; facilitating broader ownership of the Company's Common Stock by effecting a stock split or issuing a stock dividend; raising capital through the sale of Common Stock; attracting and retaining valuable employees by the issuance of additional stock options, including additional shares reserved for future option grants under the Company's existing stock plans or future plans; and acquiring other businesses in exchange for shares of the Company's Common Stock. While the Company continually evaluates potential acquisitions, the Company has no present agreements or commitments with respect to using shares of Common Stock as part of any acquisition, nor are any negotiations regarding any such acquisition

currently ongoing. The Board of Directors considers the authorization of additional shares of Common Stock advisable to ensure prompt availability of shares for issuance should the occasion arise.

The issuance of additional shares of Common Stock could have the effect of diluting earnings per share and book value per share, which could adversely affect the Company's existing stockholders. In addition, the Company's authorized but unissued shares of Common Stock could be used to make a change in control of the Company more difficult or costly. Issuing additional shares of Common Stock could have the effect of diluting stock ownership of the persons seeking to obtain control of the Company. The Company is not aware, however, of any pending or threatened efforts to obtain control of the Company and the Board of Directors has no current intention to use the additional shares of Common Stock in order to impede a takeover attempt.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION.

ACCOUNTANTS

The Board of Directors has selected the firm of PricewaterhouseCoopers LLP, independent accountants, to serve as auditors for the fiscal year ending December 31, 2000. PricewaterhouseCoopers LLP has served as the Company's independent accountants since 1993. It is expected that a member of

-21-

PricewaterhouseCoopers LLP will be present at the meeting with the opportunity to make a statement if so desired and will be available to respond to appropriate questions.

VOTING PROCEDURES

The presence, in person or by proxy, of at least a majority of the outstanding shares of Common Stock entitled to vote at the Annual Meeting is necessary to establish a quorum for the transaction of business. Shares represented by proxies pursuant to which votes have been withheld from any nominee for director, or which contain one or more abstentions or broker "non-votes," are counted as present for purposes of determining the presence or absence of a quorum for the Annual Meeting. A "non-vote" occurs when a broker or other nominee holding shares for a beneficial owner votes on one proposal, but does not vote on another proposal because the broker does not have discretionary voting power and has not received instructions from the beneficial owner.

Election of Directors. Directors are elected by a plurality of the votes cast, in person or by proxy, at the Annual Meeting. The one (1) nominee receiving the highest number of affirmative votes of the shares present or represented and voting on the election of directors at the Annual Meeting will each be elected as a Class I Director for a three-year term. Only shares that are voted in favor of a particular nominee will be counted toward such nominee's achievement of a plurality. Shares present at the Annual Meeting that are not voted for a particular nominee or shares present by proxy where the stockholder properly withholds authority to vote for such nominee will not be counted toward such nominee's achievement of a plurality.

Other Matters. For all other matters being submitted to the stockholders at the Annual Meeting, the affirmative vote of the majority of shares present, in person or represented by proxy, and voting on that matter is required for approval. Abstentions, as well as broker "non-votes" are not considered to have been voted for this matter and have the practical effect of reducing the number of affirmative votes required to achieve a majority for such matter by reducing the total number of shares from which the majority is calculated.

DEADLINE FOR SUBMISSION OF STOCKHOLDER PROPOSALS

Proposals of stockholders intended to be presented at the 2001 Annual Meeting of Stockholders must be received no later than the close of business on December 28, 2000 at the Company's principal executive offices in order to be included in the Company's proxy statement for that meeting. Under the Company's By-Laws, stockholders who wish to make a proposal at the 2001 Annual Meeting - other than one that will be included in the Company's proxy materials - must notify the Company no earlier than January 27, 2001 and no later than February 26, 2001. If a stockholder who wishes to present a proposal fails to notify the Company by February 26, 2001, the stockholder would not be entitled to present the proposal at the meeting. If, however, notwithstanding the requirements of the Company's by-laws, the proposal is brought before the meeting, then under the SEC's proxy rules the proxies solicited by management with respect to the 2001 Annual Meeting will confer discretionary voting authority with respect to the stockholder's proposal on the persons selected by management to vote the proxies. If a stockholder makes a timely notification, the proxies may still exercise discretionary voting authority under circumstances consistent with the SEC's proxy rules.

-22-

EXPENSES AND SOLICITATION

All costs of solicitation of proxies will be borne by the Company. In addition to solicitations by mail, certain of the Company's directors, officers and regular employees, without additional remuneration, may solicit proxies by telephone, telegraph and personal interviews. Brokers, custodians and fiduciaries will be requested to forward proxy soliciting material to the owners of stock held in their names, and the Company will reimburse them for their reasonable out-of-pocket costs. Solicitation by officers and employees of the Company may also be made of some stockholders in person or by mail, telephone or telegraph following the original solicitation. the Company has retained ChaseMellon Shareholder Services, L.L.C. of East Hartford, Connecticut to assist in the solicitation of proxies at a cost estimated not to exceed \$6,500.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's directors, executive officers and holders of more than 10% of the Company's Common Stock (collectively, "Reporting Persons") to file with the SEC initial reports of ownership and reports of changes in ownership of Common Stock of the Company. Such persons are required by regulations of the SEC to furnish the Company with copies of all such filings. Based on its review of the copies of such filings received by it with respect to the fiscal year ended December 31, 1999 and written representations from certain Reporting Persons, the Company believes that all Reporting Persons complied with all Section 16(a) filing requirements in the fiscal year ended December 31, 1999, except that Mr. Fiedler failed to timely report two transactions.

-23-

Appendix A

SEACHANGE INTERNATIONAL, INC.

AMENDED AND RESTATED

1995 STOCK OPTION PLAN*

1. Purpose. The purpose of this Amended and Restated 1995 Stock Option Plan

(the "Plan") is to encourage employees of SeaChange International, Inc. (the "Company") and of any present or future parent or subsidiary of the Company (collectively, "Related Corporations"), and other individuals who render services to the Company or a Related Corporation, by providing opportunities to purchase stock in the Company pursuant to options granted hereunder which qualify as "incentive stock options" ("ISOs") under Section 422(b) of the Internal Revenue Code of 1986, as amended (the "Code") and options which do not qualify as ISOs ("Non-Qualified Options"). Both ISOs and Non-Qualified Options are referred to hereafter individually as an "Option" and collectively as "Options." As used herein, the terms "parent" and "subsidiary" mean "parent corporation" and "subsidiary corporation," respectively, as those terms are defined in Section 424 of the Code.

2. Administration of the Plan.

A. Board or Committee Administration. The Plan shall be administered

by the Board of Directors of the Company (the "Board") or by a committee appointed by the Board (the "Committee"). Hereinafter, all references in this Plan to the "Committee" shall mean the Board if no Committee has been appointed. Subject to ratification of the grant or authorization of each Option by the Board (if so required by applicable state law), and subject to the terms of the Plan, the Committee shall have the authority to (i) determine to whom (from among the class of employees eligible under paragraph 3 to receive ISOs) ISOs shall be granted, and to whom (from among the class of individuals and entities eligible under paragraph 3 to receive Non-Qualified Options) Non-Qualified Options may be granted; (ii) determine the time or times at which Options shall be granted; (iii) determine the exercise price of shares subject to each Option, which price shall not be less than the minimum price specified in paragraph 6; (iv) determine whether each Option granted shall be an ISO or a Non-Qualified Option; (v) determine (subject to paragraph 7) the time or times when each Option shall become exercisable and the duration of the exercise period; (vi) extend the period during which outstanding Options may be exercised; (vii) determine whether restrictions such as repurchase options are to be imposed on shares subject to Options and the nature of such restrictions, if any; and (viii) interpret the Plan and prescribe and rescind rules and regulations relating to it. If the Committee determines to issue a Non-Qualified Option, it shall take whatever actions it deems necessary, under Section 422 of the

Code and the regulations promulgated thereunder, to ensure that such Option is not treated as an ISO. The interpretation and construction by the Committee of any provisions of the Plan or of any Option granted

* Numbers used herein reflect the amendment to the 1995 Plan approved by the Board of Directors in April 2000.

1

under it shall be final unless otherwise determined by the Board. The Committee may from time to time adopt such rules and regulations for carrying out the Plan as it may deem advisable. No member of the Board or the Committee shall be liable for any action or determination made in good faith with respect to the Plan or any Option granted under it.

B. Committee Actions. The Committee may select one of its members as -----

its chairman, and shall hold meetings at such time and places as it may determine. A majority of the Committee shall constitute a quorum and acts by a majority of the members of the Committee at a meeting at which a quorum is present, or acts reduced to or approved in writing by a majority of the members of the Committee (if consistent with applicable state law), shall constitute the valid acts of the Committee. From time to time the Board may increase the size of the Committee and appoint additional members thereof, remove members (with or without cause) and appoint new members in substitution therefor, fill vacancies however caused, or remove all members of the Committee and thereafter directly administer the Plan.

C. Grant of Options to Board Members. Options may be granted to -----

members of the Board. All grants of Options to members of the Board shall in all respects be made in accordance with the provisions of this Plan applicable to other eligible persons. Members of the Board who either (i) are eligible to receive grants of Options pursuant to the Plan or (ii) have been granted Options may vote on any matters affecting the administration of the Plan or the grant of any Options pursuant to the Plan, except that no such member shall act upon the granting to himself or herself of Options, but any such member may be counted in determining the existence of a quorum at any meeting of the Board during which action is taken with respect to the granting to such member of Options.

D. Performance-Based Compensation. The Board, in its discretion, may -----

take such action as may be necessary to ensure that Options granted under the Plan qualify as "qualified performance-based compensation" within the meaning of Section 162(m) of the Code and applicable regulations promulgated thereunder ("Performance-Based Compensation"). Such action may include, in the Board's discretion, some or all of the following (i) if the Board determines that Options granted under the Plan generally shall constitute Performance-Based Compensation, the Plan shall be administered, to the extent required for such Options to constitute Performance-Based Compensation, by a Committee consisting solely of two or more "outside directors" (as defined in applicable regulations promulgated under Section 162(m) of the Code), (ii) if any Non-Qualified Options with an exercise price less than the fair market value per share of Common Stock are granted under the Plan and the Board determines that such Options should constitute Performance-Based Compensation, such Options shall be made exercisable only upon the attainment of a pre-established, objective performance goal established by the Committee, and such grant shall be submitted for, and shall be contingent upon shareholder approval and (iii) Options granted under the Plan may be subject to such other terms and conditions as are necessary for compensation recognized in connection

2

with the exercise or disposition of such Option or the disposition of Common Stock acquired pursuant to such Option, to constitute Performance-Based Compensation.

3. Eligible Employees and Others. ISOs may be granted only to employees of -----

the Company or any Related Corporation. Non-Qualified Options may be granted to any employee, officer or director (whether or not also an employee) or consultant of the Company or any Related Corporation. The Committee may take into consideration a recipient's individual circumstances in determining whether to grant an ISO or a Non-Qualified Option. The granting of any Option to any individual or entity shall neither entitle that individual or entity to, nor disqualify such individual or entity from, participation in any other grant of Options.

4. Stock. The stock subject to Options shall be authorized but unissued -----

shares of Common Stock of the Company, par value \$0.01 per share (the "Common Stock"), or shares of Common Stock reacquired by the Company in any manner. The aggregate number of shares which may be issued pursuant to the Plan is

4,800,000, subject to adjustment as provided in paragraph 13. If any Option granted under the Plan shall expire or terminate for any reason without having been exercised in full or shall cease for any reason to be exercisable in whole or in part or shall be repurchased by the Company, the shares subject to such Option shall again be available for grants of Options under the Plan.

No employee of the Company or any Related Corporation may be granted Options to acquire, in the aggregate, more than 2,047,500 shares of Common Stock under the Plan during any fiscal year of the Company. If any Option granted under the Plan shall expire or terminate for any reason without having been exercised in full or shall cease for any reason to be exercisable in whole or in part or shall be repurchased by the Company, the shares subject to such Option shall be included in the determination of the aggregate number of shares of Common Stock deemed to have been granted to such employee under the Plan.

5. Granting of Options. Options may be granted under the Plan at any time

after August 25, 1995 and prior to August 24, 2005. The date of grant of an Option under the Plan will be the date specified by the Committee at the time it grants the Option; provided, however, that such date shall not be prior to the date on which the Committee acts to approve the grant.

6. Minimum Option Price; ISO Limitations.

A. Price for Non-Qualified Options. Subject to Paragraph 2D

(relating to compliance with Section 162(m) of the Code), the exercise price per share specified in the agreement relating to each Non-Qualified Option granted under the Plan shall in no event be less than the minimum legal consideration required therefor under the laws of any jurisdiction in which the Company or its successors in interest may be organized.

B. Price for ISOs. The exercise price per share specified in the

agreement relating to each ISO granted under the Plan shall not be less than the fair market value per share of Common Stock on the date of such grant. In the case of an ISO to be granted to an employee owning stock possessing more than ten percent (10%) of the total combined

3

voting power of all classes of stock of the Company or any Related Corporation, the price per share specified in the agreement relating to such ISO shall not be less than one hundred ten percent (110%) of the fair market value per share of Common Stock on the date of grant. For purposes of determining stock ownership under this paragraph, the rules of Section 424(d) of the Code shall apply.

C. \$100,000 Annual Limitation on ISO Vesting. Each eligible employee

may be granted Options treated as ISOs only to the extent that, in the aggregate under this Plan and all incentive stock option plans of the Company and any Related Corporation, ISOs do not become exercisable for the first time by such employee during any calendar year with respect to stock having a fair market value (determined at the time the ISOs were granted) in excess of \$100,000. The Company intends to designate any Options granted in excess of such limitation as Non-Qualified Options.

D. Determination of Fair Market Value. If, at the time an Option is

granted under the Plan, the Company's Common Stock is publicly traded, "fair market value" shall be determined as of the date of grant or, if the prices or quotes discussed in this sentence are unavailable for such date, the last business day for which such prices or quotes are available prior to the date of grant and shall mean (i) the average (on that date) of the high and low prices of the Common Stock on the principal national securities exchange on which the Common Stock is traded, if the Common Stock is then traded on a national securities exchange; or (ii) the last reported sale price (on that date) of the Common Stock on the Nasdaq National Market, if the Common Stock is not then traded on a national securities exchange; or (iii) the closing bid price (or average of bid prices) last quoted (on that date) by an established quotation service for over-the-counter securities, if the Common Stock is not reported on the Nasdaq National Market. If the Common Stock is not publicly traded at the time an Option is granted under the Plan, "fair market value" shall be deemed to be the fair value of the Common Stock as determined by the Committee after taking into consideration all factors which it deems appropriate, including, without limitation, recent sale and offer prices of the Common Stock in private transactions negotiated at arm's length.

7. Option Duration. Subject to earlier termination as provided in

paragraphs 9 and 10 or in the agreement relating to such Option, each Option shall expire on the date specified by the Committee, but not more than (i) ten

years from the date of grant in the case of Options generally and (ii) five years from the date of grant in the case of ISOs granted to an employee owning stock possessing more than ten percent (10%) of the total combined voting power of all classes of stock of the Company or any Related Corporation, as determined under paragraph 6(B). Subject to earlier termination as provided in paragraphs 9 and 10, the term of each ISO shall be the term set forth in the original instrument granting such ISO, except with respect to any part of such ISO that is converted into a Non-Qualified Option pursuant to paragraph 16.

8. Exercise of Option. Subject to the provisions of paragraphs 9 through -----
12, each Option granted under the Plan shall be exercisable as follows:

4

A. Vesting. The Option shall either be fully exercisable on the date -----
of grant or shall become exercisable thereafter in such installments as the Committee may specify.

B. Full Vesting of Installments. Once an installment becomes -----
exercisable it shall remain exercisable until expiration or termination of the Option, unless otherwise specified by the Committee.

C. Partial Exercise. Each Option or installment may be exercised at -----
any time or from time to time, in whole or in part, for up to the total number of shares with respect to which it is then exercisable.

D. Acceleration of Vesting. The Committee shall have the right to -----
accelerate the date on which any installment of any Option becomes exercisable; provided that the Committee shall not, without the consent of an optionee, accelerate the permitted exercise date of any installment of any Option granted to any employee as an ISO (and not previously converted into a Non-Qualified Option pursuant to paragraph 16) if such acceleration would violate the annual vesting limitation contained in Section 422(d) of the Code, as described in paragraph 6(C).

9. Termination of Employment. Unless otherwise specified in the agreement -----
relating to such ISO, if an ISO optionee ceases to be employed by the Company and all Related Corporations other than by reason of death or disability as defined in paragraph 10, no further installments of his or her ISOs shall become exercisable, and his or her ISOs shall terminate after the passage of three months from the date of termination of his or her employment, but in no event later than on their specified expiration dates, except to the extent that such ISOs (or unexercised installments thereof) have been converted into Non-Qualified Options pursuant to paragraph 16. For purposes of this paragraph 9, employment shall be considered as continuing uninterrupted during any bona fide leave of absence (such as those attributable to illness, military obligations or governmental service) provided that the period of such leave does not exceed 90 days or, if longer, any period during which such optionee's right to reemployment is guaranteed by statute or by contract. A bona fide leave of absence with the written approval of the Committee shall not be considered an interruption of employment under this paragraph 9, provided that such written approval contractually obligates the Company or any Related Corporation to continue the employment of the optionee after the approved period of absence. ISOs granted under the Plan shall not be affected by any change of employment within or among the Company and Related Corporations, so long as the optionee continues to be an employee of the Company or any Related Corporation. Nothing in the Plan shall be deemed to give any optionee the right to be retained in employment or other service by the Company or any Related Corporation for any period of time.

10. Death; Disability. -----

A. Death. If an ISO optionee ceases to be employed by the Company -----
and all Related Corporations by reason of his or her death, any ISO owned by such optionee may

5

be exercised, to the extent otherwise exercisable on the date of death, by the estate, personal representative or beneficiary who has acquired the ISO by will or by the laws of descent and distribution, until the earlier of (i) the specified expiration date of the ISO or (ii) 180 days from the date of the optionee's death.

B. Disability. If an ISO optionee ceases to be employed by the -----
Company and all Related Corporations by reason of his or her disability,

such optionee shall have the right to exercise any ISO held by him or her on the date of termination of employment, to the extent of the number of shares with respect to which he or she could have exercised it on that date, until the earlier of (i) the specified expiration date of the ISO or (ii) 180 days from the date of the termination of the optionee's employment. For the purposes of the Plan, the term "disability" shall mean "permanent and total disability" as defined in Section 22(e)(3) of the Code or any successor statute.

11. Assignability. No ISO shall be assignable or transferable by the

optionee except by will, or by the laws of descent and distribution, and during the lifetime of the optionee shall be exercisable only by such optionee. Options other than ISOs shall be transferable to the extent set forth in the agreement relating to such Option.

12. Terms and Conditions of Options. Options shall be evidenced by

instruments (which need not be identical) in such forms as the Committee may from time to time approve. Such instruments shall conform to the terms and conditions set forth in paragraphs 6 through 11 hereof and may contain such other provisions as the Committee deems advisable which are not inconsistent with the Plan, including restrictions applicable to shares of Common Stock issuable upon exercise of Options. The Committee may specify that any Non-Qualified Option shall be subject to the restrictions set forth herein with respect to ISOs, or to such other termination and cancellation provisions as the Committee may determine. The Committee may from time to time confer authority and responsibility on one or more of its own members and/or one or more officers of the Company to execute and deliver such instruments. The proper officers of the Company are authorized and directed to take any and all action necessary or advisable from time to time to carry out the terms of such instruments.

13. Adjustments. Upon the occurrence of any of the following events, an

optionee's rights with respect to Options granted to such optionee hereunder shall be adjusted as hereinafter provided, unless otherwise specifically provided in the written agreement between the optionee and the Company relating to such Option:

A. Stock Dividends and Stock Splits. If the shares of Common Stock

shall be subdivided or combined into a greater or smaller number of shares or if the Company shall issue any shares of Common Stock as a stock dividend on its outstanding Common Stock, the number of shares of Common Stock deliverable upon the exercise of Options shall be appropriately increased or decreased proportionately, and appropriate adjustments shall be made in the purchase price per share to reflect such subdivision, combination or stock dividend.

6

B. Consolidations or Mergers. If the Company is to be consolidated

with or acquired by another entity in a merger or other reorganization in which the holders of the outstanding voting stock of the Company immediately preceding the consummation of such event, shall, immediately following such event, hold, as a group, less than a majority of the voting securities of the surviving or successor entity, or in the event of a sale of all or substantially all of the Company's assets or otherwise (each, an "Acquisition"), the Committee or the board of directors of any entity assuming the obligations of the Company hereunder (the "Successor Board"), shall, as to outstanding Options, either (i) make appropriate provision for the continuation of such Options by substituting on an equitable basis for the shares then subject to such Options either (a) the consideration payable with respect to the outstanding shares of Common Stock in connection with the Acquisition, (b) shares of stock of the surviving or successor corporation or (c) such other securities as the Successor Board deems appropriate, the fair market value of which shall not materially exceed the fair market value of the shares of Common Stock subject to such Options immediately preceding the Acquisition; or (ii) upon written notice to the optionees, provide that all Options must be exercised, to the extent then exercisable or to be exercisable as a result of the Acquisition, within a specified number of days of the date of such notice, at the end of which period the Options shall terminate; or (iii) terminate all Options in exchange for a cash payment equal to the excess of the fair market value of the shares subject to such Options (to the extent then exercisable or to be exercisable as a result of the Acquisition) over the exercise price thereof.

C. Recapitalization or Reorganization. In the event of a

recapitalization or reorganization of the Company (other than a transaction described in subparagraph B above) pursuant to which securities of the Company or of another corporation are issued with respect to the outstanding shares of Common Stock, an optionee upon exercising an Option

shall be entitled to receive for the purchase price paid upon such exercise the securities he or she would have received if he or she had exercised such Option prior to such recapitalization or reorganization.

D. Modification of ISOs. Notwithstanding the foregoing, any

adjustments made pursuant to subparagraphs A, B or C with respect to ISOs shall be made only after the Committee, after consulting with counsel for the Company, determines whether such adjustments would constitute a "modification" of such ISOs (as that term is defined in Section 424 of the Code) or would cause any adverse tax consequences for the holders of such ISOs. If the Committee determines that such adjustments made with respect to ISOs would constitute a modification of such ISOs or would cause adverse tax consequences to the holders, it may refrain from making such adjustments.

E. Dissolution or Liquidation. In the event of the proposed

dissolution or liquidation of the Company, each Option will terminate immediately prior to the consummation of such proposed action or at such other time and subject to such other conditions as shall be determined by the Committee.

7

F. Issuances of Securities. Except as expressly provided herein, no

issuance by the Company of shares of stock of any class, or securities convertible into shares of stock of any class, shall affect, and no adjustment by reason thereof shall be made with respect to, the number or price of shares subject to Options. No adjustments shall be made for dividends paid in cash or in property other than securities of the Company.

G. Fractional Shares. No fractional shares shall be issued under the

Plan and the optionee shall receive from the Company cash in lieu of such fractional shares.

H. Adjustments. Upon the happening of any of the events described in

subparagraphs A, B or C above, the class and aggregate number of shares set forth in paragraph 4 hereof that are subject to Options which previously have been or subsequently may be granted under the Plan shall also be appropriately adjusted to reflect the events described in such subparagraphs. The Committee or the Successor Board shall determine the specific adjustments to be made under this paragraph 13 and, subject to paragraph 2, its determination shall be conclusive.

14. Means of Exercising Options. An Option (or any part or installment

thereof) shall be exercised by giving written notice to the Company at its principal office address, or to such transfer agent as the Company shall designate. Such notice shall identify the Option being exercised and specify the number of shares as to which such Option is being exercised, accompanied by full payment of the purchase price therefor either (a) in United States dollars in cash or by check, (b) at the discretion of the Committee, through delivery of shares of Common Stock having a fair market value equal as of the date of the exercise to the cash exercise price of the Option, (c) at the discretion of the Committee, by delivery of the optionee's personal recourse note bearing interest payable not less than annually at no less than 100% of the lowest applicable Federal rate, as defined in Section 1274(d) of the Code, (d) at the discretion of the Committee and consistent with applicable law, through the delivery of an assignment to the Company of a sufficient amount of the proceeds from the sale of the Common Stock acquired upon exercise of the Option and an authorization to the broker or selling agent to pay that amount to the Company, which sale shall be at the participant's direction at the time of exercise, or (e) at the discretion of the Committee, by any combination of (a), (b), (c) and (d) above. If the Committee exercises its discretion to permit payment of the exercise price of an ISO by means of the methods set forth in clauses (b), (c), (d) or (e) of the preceding sentence, such discretion shall be exercised in writing at the time of the grant of the ISO in question. The holder of a Option shall not have the rights of a shareholder with respect to the shares covered by his Option until the date of issuance of a stock certificate to such holder for such shares. Except as expressly provided above in paragraph 13 with respect to changes in capitalization and stock dividends, no adjustment shall be made for dividends or similar rights for which the record date is before the date such stock certificate is issued.

15. Term and Amendment of Plan. The 1995 Stock Option Plan was adopted by

the Board on August 25, 1995 and approved by the stockholders of the Company on October 23, 1995. This Plan was adopted by the Board on September 6, 1996 and approved by the stockholders of the Company in September 1996. This Plan was amended by the Board of

Directors on April 20, 2000 and such amendment shall be effective, provided stockholder approval thereof is obtained within one year from such date. The Plan shall expire at the end of the day on August 24, 2005 (except as to Options outstanding on that date). Subject to the provisions of paragraph 5 above, Options may be granted under the Plan prior to the date of stockholder approval of the Plan. The Board may terminate or amend the Plan in any respect at any time, except that, without the approval of the stockholders obtained within 12 months before or after the Board adopts a resolution authorizing any of the following actions: (a) the total number of shares that may be issued under the Plan may not be increased (except by adjustment pursuant to paragraph 13); (b) the provisions of paragraph 3 regarding eligibility for grants of ISOs may not be modified; (c) the provisions of paragraph 6(B) regarding the exercise price at which shares may be offered pursuant to ISOs may not be modified (except by adjustment pursuant to paragraph 13); and (d) the expiration date of the Plan may not be extended. Except as otherwise provided in this paragraph 15, in no event may action of the Board or stockholders alter or impair the rights of an optionee, without such optionee's consent, under any Option previously granted to such optionee.

16. Modifications of ISOs; Conversion of ISOs into Non-Qualified Options.

Subject to Paragraph 13D, without the prior written consent of the holder of an ISO, the Committee shall not alter the terms of such ISO (including the means of exercising such ISO) if such alteration would constitute a modification (within the meaning of Section 424(h)(3) of the Code). The Committee, at the written request or with the written consent of any optionee, may in its discretion take such actions as may be necessary to convert such optionee's ISOs (or any installments or portions of installments thereof) that have not been exercised on the date of conversion into Non-Qualified Options at any time prior to the expiration of such ISOs, regardless of whether the optionee is an employee of the Company or a Related Corporation at the time of such conversion. Such actions may include, but shall not be limited to, extending the exercise period or reducing the exercise price of the appropriate installments of such ISOs. At the time of such conversion, the Committee (with the consent of the optionee) may impose such conditions on the exercise of the resulting Non-Qualified Options as the Committee in its discretion may determine, provided that such conditions shall not be inconsistent with this Plan. Nothing in the Plan shall be deemed to give any optionee the right to have such optionee's ISOs converted into Non-Qualified Options, and no such conversion shall occur until and unless the Committee takes appropriate action. Upon the taking of such action, the Company shall issue separate certificates to the optionee with respect to Options that are Non-Qualified Options and Options that are ISOs.

17. Application Of Funds. The proceeds received by the Company from the

sale of shares pursuant to Options granted under the Plan shall be used for general corporate purposes.

18. Notice to Company of Disqualifying Disposition. By accepting an ISO

granted under the Plan, each optionee agrees to notify the Company in writing immediately after such optionee makes a Disqualifying Disposition (as described in Sections 421, 422 and 424 of the Code and regulations thereunder) of any stock acquired pursuant to the exercise of ISOs granted under the Plan. A Disqualifying Disposition is generally any disposition occurring on or before

the later of (a) the date two years following the date the ISO was granted or (b) the date one year following the date the ISO was exercised.

19. Withholding of Additional Income Taxes. Upon the exercise of a Non-

Qualified Option, the transfer of a Non-Qualified Stock Option pursuant to an arm's-length transaction, the making of a Disqualifying Disposition (as defined in paragraph 18), the vesting or transfer of restricted stock or securities acquired on the exercise of a Option hereunder, or the making of a distribution or other payment with respect to such stock or securities, the Company may withhold taxes in respect of amounts that constitute compensation includible in gross income. The Committee in its discretion may condition (i) the exercise of an Option, (ii) the transfer of a Non-Qualified Stock Option, or (iii) the vesting or transferability of restricted stock or securities acquired by exercising an Option, on the optionee's making satisfactory arrangement for such withholding. Such arrangement may include payment by the optionee in cash or by check of the amount of the withholding taxes or, at the discretion of the Committee, by the optionee's delivery of previously held shares of Common Stock or the withholding from the shares of Common Stock otherwise deliverable upon exercise of a Option shares having an aggregate fair market value equal to the amount of such withholding taxes.

20. Governmental Regulation. The Company's obligation to sell and deliver

shares of the Common Stock under this Plan is subject to the approval of any

governmental authority required in connection with the authorization, issuance or sale of such shares.

Government regulations may impose reporting or other obligations on the Company with respect to the Plan. For example, the Company may be required to send tax information statements to employees and former employees that exercise ISOs under the Plan, and the Company may be required to file tax information returns reporting the income received by optionees in connection with the Plan.

21. Governing Law. The validity and construction of the Plan and the

instruments evidencing Options shall be governed by the laws of the Commonwealth of Massachusetts, or the laws of any jurisdiction in which the Company or its successors in interest may be organized.

SEACHANGE INTERNATIONAL, INC.

Annual Meeting of Stockholders to be held on May 24, 2000

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned, revoking all prior proxies, hereby appoints William C. Styslinger, III and William L. Fiedler and each of them, with full power of substitution, as proxies to represent and vote all shares of common stock of SeaChange International, Inc. (the "Company") which the undersigned would be entitled to vote if personally present at the Annual Meeting of Stockholders of the Company to be held on May 24, 2000, at 9:30 a.m. local time, at the offices of Testa, Hurwitz & Thibault, LLP, 125 High Street, Boston, Massachusetts 02110, and at all adjournments thereof, upon matters set forth in the Notice of Annual Meeting of Stockholders and Proxy Statement dated April 26, 2000, a copy of which has been received by the undersigned. The proxies are further authorized to vote, in their discretion, upon such other business as may properly come before the meeting or any adjournments thereof.

The Board of Directors recommends a vote FOR the election of the directors.

SEE REVERSE SIDE

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED BY THE UNDERSIGNED STOCKHOLDER(S). IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE DIRECTORS AND FOR THE PROPOSAL IN ITEM 2.

[X] Please mark votes as in this example

- 1. To elect one (1) Class I Director to serve for a three year term.

Nominee: William C. Styslinger, III
For Withheld
[] []

For the nominee except as noted above

- 2. To ratify the Amended and Restated 1995 Stock Option Plan, including an increase in the number of shares of Common Stock available for issuance thereunder from 2,925,000 to 4,800,000 shares.

For Against Withheld
[] [] []

- 3. To approve an amendment to the Company's Amended and Restated Certificate of Incorporation, as amended, increasing from 50,000,000 to 100,000,000 the number of authorized shares of Common Stock, par value \$0.01 per share, of the Company.

For Against Withheld
[] [] []

[] MARK HERE FOR ADDRESS CHANGE AND NOTE BELOW

Please sign exactly as name appears below. Joint owners must both sign.
Attorney, executor, administrator, trustee or guardian must give full title as
such. A Company or partnership must sign its full name by authorized person.

Signature of Stockholder

Date: _____, 2000

Signature if held jointly

PLEASE COMPLETE, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE
ENCLOSED ENVELOPE.

I/We will attend the meeting. YES NO