

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

SeaChange International, Inc.

(Exact name of registrant as specified in its charter)

Delaware	04-3197974
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(State of Incorporation or Organization)	(IRS Employer Identification No.)

124 Acton Street, Maynard, Massachusetts	01754
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(Address of principal executive offices)	(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered	Name of Each Exchange on Which Each Class is to be Registered
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None	N/A

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$.01 per share

(Title of Class)

Page 1 of 3 pages. The exhibit index is located on page 2.

Item 1. Description of Registrant's Securities to be Registered

Information concerning the Registrant's Common Stock, par value \$.01 per share, is contained in the Registrant's Form S-1 Registration Statement, filed with the Securities and Exchange Commission on September 18, 1996 pursuant to the Securities Act of 1933, as amended (the "S-1 Registration Statement") and such information is incorporated herein by reference.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Common Stock is ChaseMellon Shareholder Services, L.L.C.

Item 2. Exhibits

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|-------------|--|
| Exhibit No. | Exhibit |
| ----- | ----- |
| 1. | Specimen certificate representing the Common Stock. (Incorporated by reference to Exhibit 4.1 to the S-1 Registration Statement). |
| 2. | Amended and Restated Certificate of Incorporation of the Registrant. (Incorporated by reference to Exhibit 3.3 to the S-1 Registration Statement). |
| 3. | Amended and Restated By-Laws of the Registrant (Incorporated by reference to Exhibit 3.5 of the S-1 Registration Statement). |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

SeaChange International, Inc.

By: /s/ Joseph S. Tibbetts, Jr.

Joseph S. Tibbetts, Jr.
Vice President, Finance and
Administration, Chief Financial
Officer and Treasurer

Date: September 18, 1996

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