SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)
(Amendment No. 1)/1/

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b) AND (c) AND AMENDMENS THRERETO FILED PURSUANT TO 13d-2(b)

SEACHANGE INTERNATIONAL, INC.
(Name of Issuer)

Common Stock, $.01 par value
(Title of Class of Securities)

811699 10 7
(CUSIP Number)

/1/ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 811699 10 7	13G	PAGE 2 OF 5 PAGES

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Mark Sanders	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [_] (b) [_]
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES	5 SOLE VOTING POWER 732,673 shares	

		SHARED VOTING POWER	
BENEFICIALLY	6		
		-0- shares	
OWNED BY			
EACH		SOLE DISPOSITIVE POWER	
	7		
REPORTING		732,673 shares	
PERSON			
		SHARED DISPOSITIVE POWER	
WITH	8		
		-0- shares	

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 732,673 shares	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	[_]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.4%	
12	TYPE OF REPORTING PERSON* In	

*SEE INSTRUCTIONS BEFORE FILLING OUT!

ITEM 1 (A). NAME OF ISSUER:

SeaChange International, Inc.

ITEM 1 (B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

124 Acton Street
Maynard, MA 01754

ITEM 2 (A). NAME OF PERSON FILING:

Mark Sanders

ITEM 2 (B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

c/o SeaChange International, Inc.
124 Acton Street
Maynard, MA 01754

ITEM 2 (C). CITIZENSHIP:

United States

ITEM 2 (D). TITLE OF CLASS OF SECURITIES:

Common Stock, $.01 par value per share

ITEM 2 (E). CUSIP NUMBER

811699 10 7

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

(a) [ ] Broker or dealer registered under Section 15 of the Act.

(b) [ ] Bank as defined in Section 3(a)(6) of the Act.

(c) [ ] Insurance Company as defined in Section 3(a) (19) of the Act.

(d) [ ] Investment Company registered under Section 8 of the

Investment Company Act.

(e) [ ] Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.

(f) [ ] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see 13d-1 (b) (1) (ii) (F).

(g) [ ] Parent Holding Company, in accordance with Rule 13d-1(b) (ii) (G); see Item 7.

(h) [ ] Group, in accordance with Rule 13d-1 (b) (1) (ii) (H).

Not Applicable.

ITEM 4. OWNERSHIP:

(a) Amount Beneficially Owned:

Mr. Sanders may be deemed to beneficially own 732,673 shares of Common Stock as of December 31, 1997.

(b) Percent of Class:

5.4% (based on 13,593,369 shares of Common Stock outstanding as of December 31, 1997).

(c) Number of shares as to which such person has:

(i) sole power to vote or direct the vote: 732,673 shares.

(ii) shared power to vote or to direct the vote: -0- shares.

(iii) sole power to dispose or to direct the disposition of: 732,673 shares.

(iv) shared power to dispose or to direct the disposition of: -0- shares.

ITEM (5). OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not Applicable.

ITEM (6). OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not Applicable.

ITEM (7). IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT COMPANY:

Not Applicable.

ITEM (8). IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable.

ITEM (9). NOTICE OF DISSOLUTION OF GROUP:

Not Applicable.

ITEM (10). CERTIFICATION:

Not Applicable. This statement on Schedule 13G is not filed pursuant to Rule 13d-1(b).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 1998

Date

/s/ Mark Sanders

Signature

Mark Sanders

Name/Title