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## SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G

	UNDER		ECURITIES EXCHANGE ACT (AMENDMENT NO. 2)*	OF 1934
			ANGE INTERNATIONAL INC.	
			(NAME OF ISSUER)	
	COMMON	STOC	K, \$0.01 PAR VALUE PER	SHARE
		TITLE	OF CLASS OF SECURITIES	)
			811699107 	
			(CUSIP NUMBER)	
			OCTOBER 21, 2009	
	(DATE OF EVEN	T WHI	CH REQUIRES FILING OF T	HIS STATEMENT)
 CHECK IS FI		TO DE	SIGNATE THE RULE PURSUA	NT TO WHICH THIS SCHEDULE
[X]	RULE 13d-1(b)			
[_]	RULE 13d-1(C)			
[_]	RULE 13d-1(d)			
The in to be 1934	"filed" for the purp ("Act") or otherwise nall be subject to al	n the ose of subje	remainder of this cove f Section 18 of the Sec	r page shall not be deemed urities Exchange Act of f that section of the Act t (however, see the
===== CIISTP	  NO. 811699107	=====	SCHEDULE 13G	PAGE 2 OF 5 PAGES
=====			SOMEDOED 100	==========
1	NAME OF REPORTING PERSON:  I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):			
	Ashford Capital Mana	gemen		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) [_]  (b) [_]			
3	3 SEC USE ONLY			
4	CITIZENSHIP OR PLACE		RGANIZATION	
			SOLE VOTING POWER	
			1,488,199 shares	
	NUMBER OF SHARES BENEFICIALLY	6	SHARED VOTING POWER	

0 shares

OWNED BY

	EACH	7 GOLD DISPOSITATION DOWN			
ŀ	REPORTING PERSON	7 SOLE DISPOSITIVE POWER  1,488,199 shares			
	WITH				
		8 SHARED DISPOSITIVE POWER			
		0 shares			
9 A(	GGREGATE AMOUNT BEN	NEFICIALLY OWNED BY EACH REPORTING PERSON			
1,	,488,199 shares				
10 CH		GREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [ ]			
		_			
 11 PH	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
		EDCAM+			
	YPE OF REPORTING PERSON*				
I <i>I</i>	} 				
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======		===========			
ITEM 1.					
	(a) Name of Issue	er:			
	SeaChange Int	ternational Inc.			
	(b) Address of Is	ssuer's Principal Executive Offices:			
	50 Nagog Parl	k, Acton, MA 01720			
ITEM 2.					
	(a) Name of Perso	on Filing:			
	Ashford Capit	tal Management, Inc.			
	(b) Address of Pi	rincipal Business Office or, if none, Residence:			
		2, Wilmington, DE 19807			
		A Delaware Corporation			
		ss of Securities: Common Stock, \$0.01 Par Value Per			
	Share	35 Of Securities. Common Stock, 90.01 rai value rei			
	(e) CUSIP Number:	: 811699107			
ITEM 3.		T IS FILED PURSUANT TO SS.SS.240.13D-1(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:			
	(a)  _  Broker o	r dealer registered under section 15 of the Act			
	(b)  _  Bank as (	defined in section 3(a)(6) of the Act			
	(c)  _  Insurance	e company as defined in section 3(a)(19) of the Act			
		nt company registered under section 8 of the nt Company Act of 1940			
		tment adviser in accordance with 3d-1(b)(1(ii)(E)			
		yee benefit plan or endowment fund in accordance with 3d-1(b)(1)(ii)(F)			
		holding company or control person in accordance with 3d-1(b)(1)(ii)(G)			
		s association as defined in section 3(b) of the Federal Insurance Act			
	- investmer	plan that is excluded from the definition of an nt company under section 3(c)(14) of the Investment Act of 1940			

(j) |\_| Group, in accordance with ss.240.13d-1(b)-1(ii)(J)

## TTEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item

- (a) Amount Beneficially Owned: 1,488,199 shares
- (b) Percent of Class: 4.8%

The foregoing percentage is calculated based on 30,859,959 shares of Common Stock reported to be outstanding as of September 3, 2009 in the Issuer's Quarterly Report filed on Form 10-Q on September 8, 2009.

- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 1,488,199
  - (ii) Shared power to vote or to direct the vote: 0 shares

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- (iii) Sole power to dispose or to direct the disposition of: 1,488,199 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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following X.

TTEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

The shares reported by the Reporting Person, a registered investment advisor, are held in separate individual client accounts, one separate limited partnership and six commingled funds.

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

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

N/A

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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

November 10, 2009 Date:

ASHFORD CAPITAL MANAGEMENT, INC.

/s/ Anthony M. Petrucci Bv:

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Anthony M. Petrucci

Chief Financial Officer and Chief Compliance Officer