

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)*

SEACHANGE INTERNATIONAL INC.

(NAME OF ISSUER)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE

(TITLE OF CLASS OF SECURITIES)

811699107

(CUSIP NUMBER)

OCTOBER 21, 2009

(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS SCHEDULE IS FILED:

RULE 13d-1(b)

RULE 13d-1(c)

RULE 13d-1(d)

*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. 811699107

SCHEDULE 13G

PAGE 2 OF 5 PAGES

1 NAME OF REPORTING PERSON:
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Ashford Capital Management, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

1,488,199 shares

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY
OWNED BY

0 shares

EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

1,488,199 shares

8 SHARED DISPOSITIVE POWER

0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,488,199 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.8%

12 TYPE OF REPORTING PERSON*

IA

=====
CUSIP NO. 811699107

SCHEDULE 13G

=====
PAGE 3 OF 5 PAGES
=====

ITEM 1.

(a) Name of Issuer:

SeaChange International Inc.

(b) Address of Issuer's Principal Executive Offices:

50 Nagog Park, Acton, MA 01720

ITEM 2.

(a) Name of Person Filing:

Ashford Capital Management, Inc.

(b) Address of Principal Business Office or, if none, Residence:

P.O. Box 4172, Wilmington, DE 19807

(c) Citizenship: A Delaware Corporation

(d) Title of Class of Securities: Common Stock, \$0.01 Par Value Per Share

(e) CUSIP Number: 811699107

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS.240.13D-1(B) OR 240.13D-2(B) OR (C), 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 of 1940

(e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E)

(f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F)

(g) A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G)

(h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act

(i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940

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

Anthony M. Petrucci
Chief Financial Officer and Chief Compliance Officer