

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0362
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- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person RAU RAGHAVENDRA		2. Issuer Name and Ticker or Trading Symbol SEACHANGE INTERNATIONAL INC [SEAC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Chief Executive Officer ____ Other (specify below)	
(Last) (First) (Middle)		3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 01/18/2012		6. Individual or Joint/Group Reporting (check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
C/O SEACHANGE INTERNATIONAL, 50 NAGOG PARK		4. If Amendment, Date Original Filed(Month/Day/Year)			
(Street)					
ACTON, MA 01720					
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	01/18/2012		A4	5,796 <u>(1)</u>	A	\$ 0	35,796	D	
Common Stock	01/18/2012		A4	5,796 <u>(2)</u>	A	\$ 0	41,592	D	
Common Stock	01/18/2012		A4	25,000 <u>(3)</u>	A	\$ 0	66,592	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						(A)	(D)	Date Exercisable	Expiration Date				
Incentive Stock Option (right to buy)	\$ 6.74	01/18/2012		A4	150,000	11/30/2012 <u>(4)</u>	01/18/2019	Common Stock	150,000	\$ 0	150,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAU RAGHAVENDRA C/O SEACHANGE INTERNATIONAL 50 NAGOG PARK ACTON, MA 01720			Chief Executive Officer	

Signatures

/s/ Raghu Rau	03/16/2012
Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The securities awarded on January 18, 2012 were in the form of restricted stock units (RSUs) issued pursuant to the Corporation's 2011 Compensation and Incentive Plan that entitled the reporting person to receive one (1) share of common stock per RSU upon vesting, with the award having fully vested upon issuance.
- (2) The securities awarded on January 18, 2012 were in the form of restricted stock units (RSUs) issued pursuant to the Corporation's 2011 Compensation and Incentive Plan that entitled the reporting person to receive one (1) share of common stock per RSU upon vesting, with the award having fully vested on January 31, 2012.
- (3) The securities awarded on January 18, 2012 are in the form of restricted stock units (RSUs) issued pursuant to the Corporation's 2011 Compensation and Incentive Plan that entitle the reporting person to receive one (1) share of common stock per RSU. The RSUs to be vested in equal increments on each of the first, second and third anniversary of November 30, 2011.
- (4) 75,000 to be vested upon the achievement of certain performance metrics and 75,000 to be vested at the rate of 33.33% on the first anniversary of November 30, 2011 and an additional 8.34% at the end of each quarter thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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