
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): July 12, 2005

SEACHANGE INTERNATIONAL, INC.

(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

0-21393
(Commission File Number)

04-3197974
(I.R.S. Employer
Identification No.)

124 Acton Street, Maynard, MA
(Address of Principal Executive Offices)

01754
(Zip Code)

Registrant's telephone number including area code: (978) 897-0100

No change since last report
(Former Name or Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions *see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On July 13, 2005, the stockholders of SeaChange International, Inc. (the "Company") approved the adoption of the Company's 2005 Equity Compensation and Incentive Plan (the "Plan"). For a description of the material features of the Plan, please refer to the Company's Proxy Statement for the Annual Meeting of the Stockholders held on July 13, 2005, a copy of which was filed with the Securities Exchange Commission on May 27, 2005.

Item 2.01. Completion of Acquisition or Disposition of Assets.

On July 12, 2005, the Company completed the acquisition of substantially all of the assets of the business outside of North America of Liberate Technologies (the "Seller") pursuant to an Asset Purchase Agreement, dated as of April 15, 2005, by and among the Company, the Seller and Liberate Technologies B.V., a wholly-owned subsidiary of the Seller (the "Asset Purchase Agreement"). Pursuant to the terms of the Asset Purchase Agreement, the Company acquired certain customer contracts, patents and other intellectual property of the Seller and assumed certain limited liabilities related to the Seller's business outside of North America in exchange for the payment of approximately \$23.5 million in cash consideration to the Seller (the "Acquisition"). As part of the transaction, the Company and its subsidiaries will continue operations in the Seller's former facilities in San Mateo, California and London, England and are continuing employment for approximately 20 former employees of the Seller.

The description contained in this Item 2.01 is qualified in its entirety by reference to the full text of the Asset Purchase Agreement, a copy of which was filed with the Securities and Exchange Commission (the "Commission") on April 21, 2005 as Exhibit 10.1 to the Company's Current Report on Form 8-K and is incorporated herein by reference.

A copy of the press release announcing the Acquisition is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.**(a) Financial Statements of Businesses Acquired.**

As of the date of filing of this Current Report on Form 8-K, it is impracticable for the Company to provide the financial statements required by Item 9.01(a) of Form 8-K. In accordance with Item 9.01(a)(4) of Form 8-K, such financial statements will be filed by amendment to this Form 8-K no later than September 26, 2005, 71 days after the required filing date for this Current Report.

(b) Pro Forma Financial Information.

As of the date of filing this Current Report on Form 8-K, it is impracticable for the Company to provide the pro forma financial information required by Item 9.01(b) of Form 8-K. In accordance with Item 9.01(b)(2) of Form 8-K, such financial information will be filed by amendment to this Form 8-K no later than September 26, 2005, 71 days after the required filing date for this Current Report.

(c) Exhibits.

The following Exhibit is furnished as part of this report:

<u>Exhibit No.</u>	<u>Description</u>
10.1	Asset Purchase Agreement by and among SeaChange International, Inc., Liberate Technologies and Liberate Technologies B.V., dated as of April 15, 2005 (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K previously filed with the Commission (File No. 000-21393) on April 21, 2005 and incorporated herein by reference).
99.1	Press release issued by SeaChange International, Inc., dated July 13, 2005.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SEACHANGE INTERNATIONAL, INC.

By: /s/ William L. Fiedler

William L. Fiedler
Chief Financial Officer, Treasurer, Secretary
and Senior Vice President, Finance and Administration

Dated: July 18, 2005

EXHIBIT INDEX

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99.1	Press release issued by SeaChange International, Inc., dated July 13, 2005.



NEWS RELEASE

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SEACHANGE ACQUIRES LIBERATE'S BUSINESS OUTSIDE OF NORTH AMERICA

**Acquisition Supports SeaChange Software for Television Applications
 From Cable Headend to Settop;
 Includes Middleware Contracts with Top European Broadband Operators**

MAYNARD, Mass. (July 13, 2005)— SeaChange International, Inc. (Nasdaq: SEAC), a leading provider of digital video systems for video-on-demand and other television applications, today announced that it has completed the previously announced acquisition of Liberate Technologies' (Pink Sheets: LBRT) business assets outside of North America.

Liberate supplies interactive television software to some of the world's largest network operators, including ntl, Telewest and UGC in Europe. Under terms of the acquisition, SeaChange and its subsidiaries have been assigned certain customer contracts, received patents and other intellectual property, and assumed certain limited liabilities, related to Liberate's business outside of North America in exchange for approximately \$23.5 million in cash consideration.

As part of the transaction, SeaChange will continue operations in Liberate's former facilities in San Mateo, California and London, England and is continuing employment for approximately 20 employees.

"This strategic acquisition provides SeaChange the value of Liberate's interactive software platform, experienced engineers and contracts with some of Europe's top broadband operators. It is very complementary and accretive to our television business," said Bill Styslinger, president and CEO, SeaChange International. "SeaChange digital video systems are serving more commercial on-demand television services worldwide than any other and we intend to continue our leadership by providing our customers with the flexibility, speed and utmost confidence in the deployment of compelling new digital and interactive television applications."

(more)

First deployed in 2000 and now supporting over 100 broadband networks delivering on-demand services, SeaChange's standards-based servers and software are the foundation for the majority of commercial on-demand television deployments around the world. In Europe, its customers include ntl, Telewest, Israel's top three cable operators and others. In North America and Asia, SeaChange serves some of the largest cable and telco operators in the world, including Cablevision, Comcast, Cox, Nippon Telephone and Telegraph (NTT), Time Warner Cable and Verizon. In 2004, the National Television Academy awarded the first-ever Emmy to SeaChange for accomplishments enabling on-demand's widespread availability.

About Liberate Technologies

Liberate Technologies is a provider of software for digital cable systems. Based on industry standards, Liberate's software enables cable operators to run multiple services – including high-definition television, video on demand, and personal video recorders – on multiple platforms.

About SeaChange International

SeaChange International provides digital video systems that are changing television. Its powerful server and software systems enable television operators to provide new on-demand services and to gain greater efficiencies in advertising and content delivery. With its Emmy-winning MediaCluster® technology, thousands of SeaChange systems are helping broadband, broadcast and satellite television companies to streamline operations, expand services and increase revenues. SeaChange is headquartered in Maynard, Massachusetts and has product development, support and sales offices throughout the world. Visit www.schange.com.

Safe Harbor Provision

Any statements contained in this press release that do not describe historical facts, including without limitation statements concerning expected revenues, earnings, product introductions and general market conditions, may constitute forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Any such forward-looking statements contained herein are based on current expectations, but are subject to a number of risks and uncertainties that may cause actual results to differ materially from expectations. The factors that could cause actual future results to differ materially from current expectations include the following: the continued growth, development and acceptance of the video-on-demand market; the loss of one of the Company's large customers;

(more)

the cancellation or deferral of purchases of the Company's products; a decline in demand or average selling price for the Company's broadband products; the Company's ability to manage its growth; the Company's ability to protect its intellectual property rights and the expenses that may be incurred by the Company to protect its intellectual property rights; an unfavorable result of current or future litigation, including the Company's current patent litigation with C-COR (as successor to nCube Corp.); content providers limiting the scope of content licensed for use in the video- on-demand market; the Company's ability to introduce new products or enhancements to existing products; the Company's dependence on certain sole source suppliers and third-party manufacturers; the Company's ability to compete in its marketplace; the Company's ability to respond to changing technologies; the risks associated with international sales; changes in the regulatory environment; the performance of companies in which the Company has made equity investments, including the ON Demand Group Limited; the Company's ability to hire and retain highly skilled employees; and increasing social and political turmoil.

Further information on factors that could cause actual results to differ from those anticipated is detailed in various publicly available documents made by the Company from time to time with the Securities and Exchange Commission, including but not limited to, those appearing under the caption "Certain Risk Factors That May Affect our Business" in the Company's Annual Report on Form 10-K filed with the Commission on April 15, 2005. Any forward-looking statements should be considered in light of those factors. The Company cautions readers not to place undue reliance on any such forward-looking statements, which speak as of the date they are made. The Company disclaims any obligation to publicly update or revise any such statements to reflect any change in Company expectations or events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results may differ from those set forth in the forward-looking statements.

This press release is being filed pursuant to Rule 14a-12 under the Securities Exchange Act of 1934.

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SeaChange and MediaCluster are registered trademarks of SeaChange International, Inc.
Liberate and the Liberate design are registered trademarks of Liberate Technologies.
Other product names used in association with these registered trademarks are trademarks of Liberate Technologies.