

---

**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): June 18, 2007**

---

**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.)

**50 Nagog Park, Acton, MA**  
(Address of Principal Executive Offices)

**01720**  
(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))
-

---

**Items 7.01. Regulation FD Disclosure.**

Attached as Exhibit 99.1 and incorporated herein by reference is a copy of the press release of SeaChange International, Inc. (the "Company"), dated June 18, 2007, reporting that the Company has filed its Form 10-Q containing its quarterly results for the period ended April 30, 2007.

The information contained herein, including the exhibit attached and incorporated herein by reference, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filings.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

The following Exhibit is furnished as part of this report:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by SeaChange International, Inc., dated June 18, 2007.

---

**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/ Kevin M. Bisson

Kevin M. Bisson  
Chief Financial Officer, Treasurer, Secretary  
and Senior Vice President, Finance and  
Administration

Dated: June 18, 2007

---

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by SeaChange International, Inc., dated June 18, 2007.



**Contact:** Jim Sheehan  
SeaChange PR  
+ 978/897-0100 x3064  
jim.sheehan@schange.com

Martha Schaefer  
SeaChange IR  
+ 978/897-0100 x3030  
martha.schaefer@schange.com

## SEACHANGE INTERNATIONAL ANNOUNCES FILING OF FORM 10Q

**ACTON, Mass. (June 18, 2007)** – SeaChange International, Inc. (Nasdaq: SEAC), a leading provider of software and hardware solutions for video-on-demand television, today filed its Form 10Q with the SEC containing quarterly results for the three months ending April 30, 2007.

The Form 10Q contains financial statements which reflect revised accounting treatment relating to the formation of the German joint venture, On Demand Deutschland GmbH & Co. KG, formed during the quarter ended April 30, 2007 by SeaChange's wholly-owned subsidiary On Demand Group Limited (ODG), a 50% shareholder of the joint venture, resulting in changes to the quarterly financial results as initially reported in SeaChange's press release on June 6, 2007. SeaChange initially determined that ODG's proportionate share of the joint venture's loss for the quarter ended April 30, 2007 was \$612,000 or approximately 50% of the joint venture's total net loss of \$1.2 million. Included in the joint venture's net loss for the first quarter was \$787,000 of expenses that represented reimbursable costs incurred by ODG prior to the formation of the joint venture that related to the joint venture's activities. In finalizing the first quarter's financial statements, it was determined that these reimbursable costs should not be recorded as expenses on the joint venture's books nor a reduction to expenses on ODG's books. The appropriate accounting for these expenses on the joint venture's books reduced the joint venture's total loss from \$1.2 million to \$438,000 for the first quarter. Combined with income in connection with the accretion of ODG's investment in the joint venture, ODG's proportionate share of the joint venture's loss in the first quarter was reduced to \$100,000.

ODG's revised accounting treatment for these reimbursable costs was to increase its cost of sales and general and administrative expenses and record the reimbursement as a capital distribution from the joint venture. Because ODG's share of the joint venture's net loss in the first quarter essentially absorbed its book value investment in the joint venture, the capital distribution along with certain other adjustments have been recorded as a \$866,000 long-term liability to the joint venture on SeaChange's consolidated balance sheet as of April 30, 2007. Nearly all of this liability will be relieved over the estimated five year life of the customer contracts supporting the joint venture with a corresponding increase to equity earnings in affiliates on the Company's consolidated income statement.

From SeaChange's perspective, ODG's increase in expenses related to reimbursable costs from the joint venture and the recording of a long-term liability, along with certain other adjustments, increased SeaChange's net loss by \$853,000 to \$4.5 million for the three months ended April 30, 2007, with a corresponding increase in loss per share of \$0.03 to \$0.15 per share for the same period, compared with the \$0.12 loss per share that the Company announced in its June 6, 2007 earnings release.

(more)

**About SeaChange**

SeaChange International, Inc. is the leading provider of end-to-end and best-of-breed solutions for the world's television industry. Its powerful video-on-demand and advertising software and scalable hardware enable broadband and broadcast television operators to provide new on-demand services and to gain greater efficiencies in advertising and content delivery. SeaChange customers are increasing their revenues and reducing churn based on the value-added video services from SeaChange's Emmy Award-winning and patented technology. Headquartered in Acton, Massachusetts, SeaChange has product development, support and sales offices around the world. Visit [www.schange.com](http://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 future performance, 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; 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 in any future litigation; 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; the performance of companies in which the Company has made equity investments, including Casa Systems; the ability of the Company to integrate businesses acquired by the Company; changes in the regulatory environment; and the Company's ability to hire and retain highly skilled employees.

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 at Item 1A under the caption "Risk Factors" in the Company's Annual Report on Form 10-K filed with the Commission on April 16, 2007. 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.

###