

OMB APPROVAL	
OMB Number:	3235-0145
Expires:	February 28, 2009
Estimated average burden hours per response	10.4

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

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 12)\*

---

**SEACHANGE INTERNATIONAL, INC.**

(Name of Issuer)

---

**Common Stock, \$.01 par value**

(Title of Class of Securities)

---

**811699 10 7**

(CUSIP Number)

---

**December 31, 2008**

(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*).

**1** NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

William C. Styslinger, III**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)(a) (b) **3** SEC USE ONLY**4** CITIZENSHIP OR PLACE OF ORGANIZATIONUnited States**5** SOLE VOTING POWERNUMBER OF SHARES 2,245,266**6** SHARED VOTING POWER

BENEFICIALLY OWNED BY

0**7** SOLE DISPOSITIVE POWER

EACH REPORTING

PERSON

2,245,266

WITH

**8** SHARED DISPOSITIVE POWER0**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON2,245,266**10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 97.5%**12** TYPE OF REPORTING PERSON (See Instructions)IN

**Item 1 (a).**      **Name of Issuer:**

SeaChange International, Inc.

**Item 1 (b).**      **Address of Issuer's Principal Executive Offices:**

50 Nagog Park  
Acton, MA 01720

**Item 2 (a).**      **Name of Person Filing:**

William C. Styslinger, III

**Item 2 (b).**      **Address of Principal Business Office or, if None, Residence:**

c/o SeaChange International, Inc.  
50 Nagog Park  
Acton, MA 01720

**Item 2 (c).**      **Citizenship:**

United States

**Item 2 (d).**      **Title of Class of Securities:**

Common Stock, \$.01 Par Value Per Share

**Item 2 (e).**      **CUSIP Number**

811699 10 7

**Item 3.**      **If This Statement is Filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Filing Person is a:**

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 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(e)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

**Item 4. Ownership:**

- (a) Amount Beneficially Owned:

Mr. Styslinger may be deemed to beneficially own 2,245,266 shares of Common Stock (the "Shares") as of December 31, 2007. Mr. Styslinger expressly disclaims beneficial ownership of the Shares, except to the extent that Mr. Styslinger is the record owner of such Shares.

- (b) Percent of Class:

7.5% (based on 30,572,713 shares of Common Stock reported by the Issuer to be outstanding as of December 4, 2008 in its report on Form 10-Q filed with the Securities and Exchange Commission on December 8, 2008).

- (c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote 2,245,266.
- (ii) Shared power to vote or to direct the vote 0.
- (iii) Sole power to dispose or to direct the disposition of 2,245,266.
- (iv) Shared power to dispose or to direct the disposition of 0.

**Item 5. Ownership of Five Percent or Less of a Class:**

Not applicable.

**Item 6. Ownership of More than Five Percent On Behalf of Another Person:**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:**

Not applicable.

**Item 8. Identification and Classification of Members of the Group:**

Not applicable.

---

**Item 9.**    **Notice of Dissolution of Group:**

Not applicable.

**Item 10.**    **Certification:**

Not applicable.

---

**SIGNATURE**

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

February 11, 2009

\_\_\_\_\_  
Date

/s/ William C. Styslinger, III

\_\_\_\_\_  
Signature

William C. Styslinger, III

\_\_\_\_\_  
Name/Title