
**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): January 30, 2015

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))
-
-

Item 2.01. Completion of Acquisition or Disposition of Assets.

On February 2, 2015, SeaChange International, Inc. (“SeaChange”) completed its acquisition (the “Acquisition”) of TLL, LLC (“Timeline Labs”) pursuant to an Agreement and Plan of Merger (the “Merger Agreement”) dated as of December 22, 2014 by and among SeaChange, Timeline Labs, TLL Acquisition, LLC., a Delaware limited liability company and wholly owned subsidiary of SeaChange (the “Merger Sub”), and Ed Wilson as the equityholder representative.

A description of the Merger Agreement and the transaction is contained in our prior Current Report on Form 8-K filed December 22, 2014, and is incorporated herein by reference.

Item 3.02. Unregistered Sales of Equity Securities.

As disclosed in our prior Current Report on Form 8-K filed December 22, 2014 (a copy of which is incorporated herein by reference), upon consummation of the Acquisition and pursuant to the terms of the Merger Agreement, we issued an aggregate of 344,055 shares of our common stock to the former Timeline Labs stockholders and delivered 173,265 shares of our common stock to the escrow agent pursuant to the Merger Agreement. The Merger Agreement provides for the issuance of additional shares of SeaChange common stock upon each of the six and twelve month anniversaries of closing of the Acquisition, and upon satisfaction of metrics applicable to the periods ending January 31, 2016 and 2017. An estimated aggregate of 1,732,665 shares of SeaChange common stock are issuable pursuant to the Merger Agreement (including the shares issued upon closing). All of the shares issued and to be issued pursuant to the Merger Agreement have been issued and will be issued in a private placement exempt from registration pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended, and Rule 506 promulgated by the SEC thereunder.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 2, 2015, upon the recommendation of the Corporate Governance and Nominating Committee of SeaChange International, Inc. (“SeaChange”), the Board of Directors of SeaChange (the “Board”) elected Royce E. Wilson as a Class I Director of SeaChange (with a term to expire at the 2015 annual meeting of stockholders) and appointed Mr. Wilson as a member of the Corporate Governance and Nominating Committee and the Compensation Committee of the Board. Mr. Wilson was designated as a Board nominee pursuant to the terms of the Merger Agreement. As previously disclosed, the former equityholders of Timeline Labs have the right to submit a nominee to serve on the Board pursuant to the terms of the Merger Agreement until the earliest of January 31, 2017, a sale of SeaChange or the date on which the maximum earnout consideration payable pursuant to the Merger Agreement has been paid.

Mr. Wilson is a former director of Timeline Labs and is party to the Merger Agreement as a former equityholder of Timeline Labs and as the equityholder representative pursuant to the Merger Agreement. A description of the Merger Agreement is contained in our Current Report on Form 8-K filed with the SEC on December 22, 2014, a copy of which is incorporated herein by reference.

As a non-employee director, Mr. Wilson is entitled to compensation and reimbursement of certain expenses pursuant to SeaChange’s director compensation policies. In accordance with such policies, upon his election to the Board, the Compensation Committee of the Board granted Mr. Wilson a new director award of restricted stock units equivalent to \$100,000 (valued at the market close on February 2, 2015) of SeaChange common stock, to be vested over three years from the grant date and an annual award of restricted stock units equivalent to \$50,000 (valued at the market close on February 2, 2015) of SeaChange common stock, to be vested one year from the date of grant.

On January 30, 2014, SeaChange granted to each of Mr. Anthony Dias, the Chief Financial Officer of SeaChange, and David McEvoy, the General Counsel of SeaChange, a cash bonus of \$50,000 and an award of 14,164 RSUs to be vested one year from the date of grant.

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

It is impracticable to provide the financial information required by Item 9.01(a) of Form 8-K relating to the Acquisition at the time this report is filed. Such required financial information will be filed as soon as practicable, but in any event not later than April 18, 2015.

(b) Pro Forma Financial Information

It is impracticable to provide the financial information required by Item 9.01(b) of Form 8-K relating to the Acquisition at the time this report is filed. Such required financial information will be filed as soon as practicable, but in any event not later than April 18, 2015.

(d) Exhibits

The following Exhibits are furnished as part of this report:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated as of February 4, 2015, by SeaChange International, Inc.

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/ Anthony C. Dias
Anthony C. Dias
Chief Financial Officer, Senior Vice President
Finance and Administration, and Treasurer

Dated: February 4, 2015

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated as of February 4, 2015, by SeaChange International, Inc.

NEWS RELEASE

Contact: Press
Jim Sheehan
SeaChange
1-978-897-0100 x3064
jim.sheehan@schange.com

Investors
Monica Gould
The Blueshirt Group
1-212-871-3927
monica@blueshirtgroup.com

**SEACHANGE'S TIMELINE LABS ACQUISITION DELIVERS
OPERATIONS AND MARKETPLACE SYNERGIES**

**Media Industry Veteran and Timeline Labs Co-founder Ed Wilson
Joins SeaChange Board**

ACTON, Mass. (Feb. 4, 2015) – SeaChange International, Inc. (NASDAQ: SEAC), a leading global multiscreen video software innovator, today announced that it has completed its acquisition of social media analytics software developer TLL, LLC ("Timeline Labs"). Part of SeaChange's growth strategy, this acquisition expands the Company's customer base and extends its domain expertise to television broadcasting and online video, as well as enhancing SeaChange's board of directors.

SeaChange has retained the former Timeline Labs employees and facilities in Los Angeles and San Francisco. Timeline Labs CEO Malcolm CasSelle has been appointed as Senior Vice President & General Manager of the new Digital Media business unit of SeaChange.

SeaChange also announced the appointment of Timeline Labs co-founder and Executive Chairman Ed Wilson to its board, effective immediately. Mr. Wilson is currently a partner in content developer New Form Digital, and President & CEO of Dreamcatcher Broadcasting. A seasoned, high-profile media executive, advisor and angel investor, Mr. Wilson has previously served as President at Tribune Broadcasting, President at Fox Television Network, President at NBC Enterprises, President of CBS Enterprises, and SVP at Sony Pictures Television.

-more-

“The core Timeline software platform is very well established in broadcasting, and I’m confident in our combined ability to grow faster in that target segment and globally in segments including SeaChange’s core markets,” said SeaChange CEO Jay Samit. “Our cross-selling and marketing collaboration has progressed rapidly since December. SeaChange has been applying the competitive and market advantages of a proven platform for social media analytics and content towards opportunities in multiscreen TV and OTT.”

Samit continued, “I’m particularly pleased that our acquisition brings Ed and Malcolm into our fold. Their TV operations, programming, and social media sector expertise will broaden SeaChange’s capacity for developing innovative software products that let our customers prosper amid challenging market dynamics.”

The [SeaChange Timeline](#) SaaS platform enables local broadcasters, local and national news organizations, cable news channels and other media companies and brands to analyze social media messages in real-time, find and broadcast newsworthy social trends and insights, and measure viewing audience engagement across television, mobile and PC. Timeline platform customers include FOX Television Stations, Sinclair, Media General and Tribune broadcast television stations, as well as online providers like 120Sports.com.

Through its acquisition of Timeline Labs, SeaChange is now both a partner and technology provider for the [NewCoin local TV audience measurement venture](#) with FOX Television Stations, Tribune Media and Univision. NewCoin’s mission is to harness the data-gathering power of currently available and emerging technologies in order to create a broader based measurement tool that will accurately measure audiences across the entire spectrum of linear and digital platforms.

-more-

Under the terms of the definitive acquisition agreement announced Dec. 22, 2014, SeaChange agreed to pay \$14 million in cash and issue \$8 million in shares of SeaChange stock to Timeline Labs shareholders. An additional payment of up to \$2.5 million in deferred performance-based consideration, payable in shares of SeaChange stock, will be based on financial targets for Timeline Labs over a two-year period with payment upon achievement of these metrics occurring annually. For fiscal 2016, the transaction is anticipated to be neutral to SeaChange's non-GAAP earnings per share, as previously stated.

During Digital Entertainment World (Los Angeles, Feb. 10-12) SeaChange will showcase Timeline and the Rave premium OTT platform. Malcolm CasSelle will participate in the conference panel OTT TV Ecosystem: Opportunities & Strategies. Go to www.schange.com/company/events to book an appointment with SeaChange.

About SeaChange International

Ranked among the top 250 software companies in the world, SeaChange International, Inc. (NASDAQ: SEAC) enables transformative multiscreen video services through an open, cloud-based, intelligent software platform trusted by cable, telco and mobile operators and media companies globally. Personalized and fully monetized video experiences anytime on any device, in the home and everywhere, are the product of the Company's superior multiscreen, advertising and video gateway software products.

SeaChange's customers include many of the world's most powerful media brands including all major cable operators in the Americas and Europe, and the largest telecom companies in the world. Headquartered in Acton, Massachusetts, SeaChange is TL 9000 certified and has product development, support and sales offices around the world. Visit www.schange.com.

-more-

Safe Harbor Provision

Any statements contained in this press release that do not describe historical facts, including without limitation statements regarding the potential impact of the Timeline Labs acquisition and the NewCoin joint venture, are neither promises nor guarantees and 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 assumptions and expectations, but are subject to a number of risks and uncertainties that may cause actual results to differ materially from expectations. Factors that could cause actual future results to differ materially from current expectations include the following: the continued spending by the Company's customers on video systems and services; the continued development of the multiscreen video market; the Company's ability to successfully introduce new products or enhancements to existing products and the rate of decline in revenue attributable to our legacy products; worldwide economic cycles; measures taken to address the variability in the market for our products and services; uncertainties introduced by our prior evaluation of strategic alternatives; the Company's transition to being a company that primarily provides software solutions; the loss of one of the Company's large customers; the cancellation or deferral of purchases of the Company's products; the length of the Company's sales cycles; the timing of revenue recognition of new products due to customer integration and acceptance requirements; any decline in demand or average selling prices for our products; the Company's ability to manage its growth; the risks associated with international operations; the ability of the Company and its intermediaries to comply with the Foreign Corrupt Practices Act; compliance with conflict minerals regulations; foreign currency fluctuation; 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; content providers limiting the scope of content licensed for use in the video-on-demand market or other limitations in materials we use to provide our products and services; the risks associated with purchasing material components from sole suppliers and using a limited number of third-party manufacturers; the Company's ability to obtain necessary licenses or distribution rights for third-party technology; the Company's ability to compete in its marketplace; the Company's ability to respond to changing technologies; the impact of acquisitions, divestitures or investments made by the Company; the impact of changes in the market on the value of our investments; changes in the regulatory environment; the Company's ability to hire and retain highly skilled employees; the ability of the Company to manage and oversee the outsourcing of engineering work; the security measures of the Company are breached and customer data or our data is obtained unlawfully; service interruptions or delays from our third-party data center hosting facilities; and the effectiveness of the Company's disclosure controls and procedures and internal controls over financial reporting.

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" in the Company's Annual Report on Form 10-K filed on April 4, 2014. 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.

---end---