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

FORM 8-A/A
(Amendment No. 2)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12 (b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

SEACHANGE INTERNATIONAL, INC.
(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State of Incorporation
or Organization)

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

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

01720
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Series A Participating Preferred Stock Purchase Rights	The NASDAQ Global Select Market

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form related to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates:
None

Securities to be registered pursuant to Section 12(g) of the Act:
None

Explanatory Note.

This Amendment No. 2 on Form 8-A/A is filed to amend and supplement the information set forth in Items 1 and 2 of the Registration Statement on Form 8-A filed with the Securities and Exchange Commission (the "Commission") by SeaChange International, Inc. (the "Company") on March 5, 2019 (such Registration Statement on Form 8-A as filed on such date, the "Original Form 8-A").

Item 1. Description of Registrant's Securities to be Registered.

Item 1 of the Original Form 8-A is hereby amended and supplemented by adding the following paragraph thereto:

On August 8, 2019, Company entered into an amendment (the "Amendment") to the Rights Agreement.

The description of the Amendment set forth in Item 1.01 of the Current Report on Form 8-K filed by the Company on August 8, 2019 with the Commission is incorporated herein by reference.

Item 2. Exhibits**Exhibit No. Description**

4.1 Amendment, dated as of August 8, 2019, by and between SeaChange International, Inc. and Computershare Inc. as Rights Agent (incorporated herein by reference to Exhibit 4.1 of SeaChange's Current Report on Form 8-K filed on August 8, 2019 with the U.S. Securities and Exchange Commission).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

SEACHANGE INTERNATIONAL, INC.

By: /s/ Mark Bonney

Mark Bonney
Executive Chair

Dated: August 8, 2019