

---

---

**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): September 9, 2019**

---

**SEACHANGE INTERNATIONAL, INC.**

(Exact Name of Registrant as Specified in its Charter)

---

**DELAWARE**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**001-38828**  
(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))

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

Title of each class	Trading Symbols(s)	Name of each exchange on which registered
<b>Common</b>	<b>SEAC</b>	<b>Nasdaq</b>
<b>Series A Participating Preferred Stock Purchase Rights</b>	<b>SEAC</b>	<b>Nasdaq</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

---

---

**Item 4.01 Changes in Registrant's Certifying Accountant****(a)**

On September 9, 2019, Grant Thornton LLP ("Grant Thornton") was dismissed, effective immediately, as the independent registered public accounting firm of SeaChange International, Inc. (the "Company"). The dismissal of Grant Thornton was approved by the Company's Audit Committee.

The audit reports of Grant Thornton on the consolidated financial statements of the Company for the fiscal years ended January 31, 2018 and 2019 and the audit report of Grant Thornton on the effectiveness of internal control over financial reporting for the Company as of January 31, 2019 did not contain any adverse opinion or a disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the Company's two fiscal years ended January 31, 2018 and 2019 and through September 9, 2019, (i) there were no disagreements (as that term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) between the Company and Grant Thornton on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to the satisfaction of Grant Thornton would have caused Grant Thornton to make reference to the subject matter of the disagreement in connection with its reports on the Company's consolidated financial statements, and (ii) there were no "reportable events" (as that term is defined in Item 304(a)(1)(v) of Regulation S-K).

The Company has provided Grant Thornton with a copy of this Form 8-K and requested that Grant Thornton provide the Company with a letter addressed to the Securities and Exchange Commission stating whether or not Grant Thornton agrees with the above disclosures. A copy of such letter, dated September 9, 2019, is filed as Exhibit 16.1 to this Form 8-K.

***(b) Engagement of New Independent Registered Public Accounting Firm***

Effective September 9, 2019, the Audit Committee engaged Marcum LLP as the Company's new independent registered public accounting firm. During the fiscal years ended January 31, 2018 and 2019 and through the date hereof, neither the Company nor anyone acting on its behalf consulted Marcum LLP with respect to any matter whatsoever, including without limitation with respect to: (i) the application of accounting principles to a specified transaction, either completed or proposed; (ii) the type of audit opinion that might be rendered on the Company's financial statements; or (iii) any matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) or an event of the type described in Item 304(a)(1)(v) of Regulation S-K.

---

**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>
16.1	<a href="#"><u>Letter from Grant Thornton LLP, dated September 9, 2019, to the Securities and Exchange Commission</u></a>

**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 hereunto duly authorized.

**SEACHANGE INTERNATIONAL, INC.**

By: /s/ Yosef Aloni  
Yosef Aloni  
President and Chief Executive Officer

Dated: September 10, 2019



---

**GRANT THORNTON LLP**

75 State Street, 13<sup>th</sup> Floor  
Boston, MA 02109

**D** +1 617 723 7900  
**F** +1 617 723 3640

September 9, 2019

U.S. Securities and Exchange Commission  
Office of the Chief Accountant  
100 F Street, NE  
Washington, DC 20549

Re: SeaChange International, Inc.  
File No. 001-38828

Dear Sir or Madam:

We have read Item 4.01 of Form 8-K of SeaChange International, Inc. dated September 9, 2019, and agree with the statements concerning our Firm contained therein.

Very truly yours,

A handwritten signature in black ink that reads "Grant Thornton LLP".

Boston, Massachusetts  
September 9, 2019

---

**GT.COM**

---

Grant Thornton LLP is the U.S. member firm of Grant Thornton International Ltd (GTIL). GTIL and each of its member firms are separate legal entities and are not a worldwide partnership.