

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): July 9, 2020

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

DELAWARE  
(State or other jurisdiction of  
incorporation)

001-38828  
(Commission  
File Number)

04-3197974  
(IRS Employer  
Identification No.)

500 Totten Pond Road, Waltham, MA  
(Address of principal executive offices)

02451  
(Zip Code)

Registrant's telephone number, including area code: (978) 897-0100

N/A  
(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 Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common Stock, \$0.01 Par Value                         | SEAC              | The Nasdaq Global Select Market           |
| Series A Participating Preferred Stock Purchase Rights | SEAC              | The Nasdaq Global Select Market           |

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

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 5.07 Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Stockholders (the “Annual Meeting”) of SeaChange International, Inc. (“SeaChange”) was held on July 9, 2020, at which the stockholders voted on the following matters, as further described in SeaChange’s Proxy Statement filed with the Securities and Exchange Commission on May 27, 2020 (the “Proxy Statement”):

1. The election of one member, Jeffrey Tudor, to SeaChange’s Board of Directors, to serve for a three-year term as a Class III Director;
2. The approval, on an advisory basis, of the compensation of SeaChange’s named executive officers, as disclosed in the Proxy Statement under the heading “Compensation Discussion and Analysis” (the “Say-on-Pay Vote”); and
3. The ratification of the appointment of Marcum LLP, SeaChange’s independent registered public accounting firm for the fiscal year ending January 31, 2021 (the “Auditor Ratification”).

The final voting results, as certified by the independent inspector of elections, Broadridge Financial Solutions, Inc., for each of the proposals submitted to a vote of the stockholders at the Annual Meeting are as follows:

|                            | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker<br/>Non-votes</u> |
|----------------------------|------------------|----------------------|--------------------|-----------------------------|
| Election of Jeffrey Tudor: | 18,642,537       | 1,809,290            | 7,871              | 10,737,415                  |

|                  | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker<br/>Non-votes</u> |
|------------------|------------------|----------------------|--------------------|-----------------------------|
| Say-on-Pay Vote: | 19,175,831       | 1,251,680            | 32,187             | 10,737,415                  |

|                       | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker<br/>Non-votes</u> |
|-----------------------|------------------|----------------------|--------------------|-----------------------------|
| Auditor Ratification: | 30,131,935       | 1,054,845            | 10,333             | n/a                         |

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**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.**

Dated: July 9, 2020

by: /s/ Michael D. Prinn

Michael D. Prinn

*Chief Financial Officer, Senior Vice President and Treasurer*