
**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): February 10, 2021

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
(I.R.S. 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 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b)

On February 10, 2021, Andrew Sriubas resigned as a member of the Board of Directors (the “**Board**”) and the Audit, Compensation and Corporate Governance and Nominating Committees of SeaChange International, Inc. (the “**Company**” or “**SeaChange**”), effective immediately. Mr. Sriubas’ departure is not a result of any disagreement with the Company relating to the Company’s operations, policies or practices.

(d)

Upon recommendation of the Corporate Governance and Nominating Committee, on February 10, 2021, the Board appointed Mr. Matthew Stecker as a Class I director of SeaChange with a term to expire at the 2021 Annual Meeting.

Mr. Stecker, 52, has served as a member of the board of directors of Evolving Systems (NASDAQ:EVOL), a leader in real-time digital engagement solutions and services, since March 2016, and was named Chairman in August 2016, Executive Chairman in April 2018 and President & CEO in July 2018. He served as a Senior Policy Advisor to the United States Department of Commerce from 2014 to 2017. In that capacity, Mr. Stecker was part of the senior team that launched the First Responder Network Authority (FirstNet). Mr. Stecker currently serves on the board of directors of Live Microsystems, Inc. (OTC:LMSC). He previously served on the boards of directors of Sito Mobile, Ltd. (OTC:SITQ) from June 2017 to September 2017, MRV Communications from April 2013 to June 2016 and HealthWarehouse.com Inc. from December 2010 to August 2013, where he also served on the compensation committee. From January to November 2014, Mr. Stecker served as the Vice President of Mobile Entertainment for RealNetworks (NASDAQ:RNWK). From November 2009 to December 2013, he served as CEO of Live MicroSystems, Inc., and from April 2005 to November 2009 he was a senior executive in both Telecom Operations and Strategy at Cartesian, Inc. (NASDAQ:CRTN). He received his B.A. in Political Science and Computer Science from Duke University, and his J.D. from the University of North Carolina at Chapel Hill School of Law. Mr. Stecker brings over twenty years of experience as a public company executive in the telecommunications and wireless industries, which are highly relevant to the Company’s business and will assist the Company in developing, executing and evaluating business strategies and industry partnerships.

For his service on the Board, Mr. Stecker will receive the same compensation as other non-management directors, as described in the Company’s Definitive Proxy Statement on Schedule 14A, originally filed with the Securities and Exchange Commission (the “**Commission**”) on May 27, 2020. In addition, it is expected that Mr. Stecker will execute the Company’s standard form of indemnification agreement. The Company’s standard form of indemnification agreement was filed as Exhibit 10.15 to the Company’s Annual Report on Form 10-K filed with the Commission on April 10, 2013 and is incorporated herein by reference. Mr. Stecker does not have any direct or indirect material interest in any transaction or proposed transaction required to be reported under Item 404(a) of Regulation S-K.

Item 8.01 **Other Events.**

Mr. Stecker’s appointment to the Board was announced in a press release, a copy of which is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by SeaChange International, Inc., dated February 11, 2021.
104	Cover Page Interactive Data File, formatting Inline Extensible Business Reporting Language (iXBRL).

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/ Michael D. Prinn

Michael D. Prinn

Chief Financial Officer, Senior Vice President and Treasurer

Dated: February 11, 2021



SeaChange International Appoints Veteran Technology Executive Matthew Stecker to Board of Directors

WALTHAM, MA – February 11, 2021 – SeaChange International, Inc. (NASDAQ: SEAC), a leading provider of video delivery platforms, today announced that its Board of Directors has appointed veteran technology executive Matthew Stecker to the Board of Directors, effective February 10, 2021. Stecker replaces Andrew Sriubas, who was appointed to the Board of Directors in 2016. Stecker has also been appointed to the Company’s Audit, Compensation and Corporate Governance and Nominating Committees, and will serve as Chairman of the Compensation Committee. With Stecker’s appointment, SeaChange’s Board composition remains at four total directors, three of whom are independent.

Stecker comes to SeaChange with over 30 years of experience in the software, services, and mobile industries. Since 2018, he has served as Chairman and CEO of Evolving Systems (Nasdaq: EVOL), a leader in real-time digital engagement solutions and services. During his tenure at Evolving Systems, Stecker has led Evolving Systems through key management transitions and driving shareholder value by refocusing its growth strategy and divesting non-core business units. In addition to his role at Evolving Systems, Stecker also serves on the Board of Directors of Live Microsystems and previously served on the Boards of SITO Mobile, MRV Communications, and Health Warehouse. Stecker worked as a senior policy advisor to the United States Department of Commerce, where he helped launch the First Responder Network Authority (FirstNet). Prior to that, he served as a vice president of Real Networks and the CEO of Livewire Mobile, where he successfully turned Livewire Mobile around for its later sale to OnMobile, a global leader in mobile entertainment.

Stecker holds a B.A. in Political Science and Computer Science from Duke University and a J.D. from the University of North Carolina School of Law.

“On behalf of the entire organization, I would like to welcome Matthew to SeaChange’s Board of Directors,” said Executive Chairman Robert Pons. “Matthew possesses direct experience in managing and transforming public, emerging growth technology businesses at scale. More specifically, he brings a valuable perspective that we look to benefit from as we enter the Company’s next phase of growth.”

Stecker added: “I am looking forward to joining the SeaChange team and working alongside Bob and the leadership team to elevate SeaChange’s value proposition. I have followed SeaChange’s progression, and I believe the Company is well positioned to expand its market share and regain forward momentum. I’ve worked extensively with Bob and Jeff Tudor over the years and look forward to working closely with them to realize the tremendous potential of SeaChange’s technology and expansive customer base.”

Pons added: “I would also like to thank Andrew for his valuable contributions to the Board. We appreciate his ongoing commitment to SeaChange and the many accomplishments he helped us realize. We wish him all the best in his future pursuits.”

About SeaChange International, Inc.

SeaChange International (NASDAQ: SEAC) powers hundreds of cloud and on-premises platforms with live TV and video on demand (VOD) for more than 50 million subscribers worldwide. SeaChange’s end-to-end solution, the Framework, enables operators and content owners to cost-effectively launch a direct-to-consumer video service. This includes back-office, media asset management, ad management,

analytics, and a client application for set-top boxes (STB), Smart-TVs and mobile devices. Framework is available as a product or managed service, and can be deployed on-premises, in the cloud or as a hybrid. For more information, please visit www.seachange.com.

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