

# FORM 4

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

OMB APPROVAL	
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>Prinn Michael</b>		2. Issuer Name and Ticker or Trading Symbol <b>SEACHANGE INTERNATIONAL INC [SEAC]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Financial Officer</b>	
(Last) (First) (Middle) <b>C/O SEACHANGE INTERNATIONAL, INC., 500 TOTTEN POND ROAD, SUITE 400</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>05/26/2020</b>			
(Street) <b>WALTHAM, MA 02451</b>		4. If Amendment, Date Original Filed(Month/Day/Year) <b>05/28/2020</b>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	05/26/2020		A		14,286 (2)	A	\$ 0	14,286	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance rights (3)	(4)	05/26/2020		A		42,857		(4)	05/26/2030	Common Stock	42,857	\$ 0	42,857	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Prinn Michael C/O SEACHANGE INTERNATIONAL, INC. 500 TOTTEN POND ROAD, SUITE 400 WALTHAM, MA 02451			Chief Financial Officer	

## Signatures

/s/ Michael Prinn	06/05/2020
<small>**Signature of Reporting Person</small>	<small>Date</small>

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The initial Form 4 reporting this transaction included the incorrect number of securities acquired and beneficially owned following the transaction. Accordingly, this amended Form 4 is being filed to correct such errors.

The securities awarded on May 26, 2020 are in the form of restricted stock units (RSUs) issued pursuant to the SeaChange International, Inc. Second Amended and Restated 2011

- (2) Compensation and Incentive Plan (the "2011 Plan") that entitle the reporting person to receive one (1) share of common stock per RSU. The RSUs will vest in three equal installments on each of May 26, 2021, May 26, 2022 and May 26, 2023.
- (3) The initial Form 4 reporting this transaction included the incorrect number of securities acquired, underlying securities and securities beneficially owned following the transaction. Accordingly, this amended Form 4 is being filed to correct such errors.
- (4) Each performance right represents a contingent right to receive one share of SeaChange common stock. The performance rights vest in three equal installments based on SeaChange's attainment of a threshold share price that must be held for twenty (20) consecutive trading days within the three years of the performance rights date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.