

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person * <u>AQUINO PETER D</u>  (Last) (First) (Middle) <u>C/O SEACHANGE INTERNATIONAL, INC.</u> <u>177 HUNTINGTON AVE, STE 1703, PMB 73480</u>  (Street) <u>BOSTON MA 02115-3153</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SEACHANGE INTERNATIONAL INC [ SEAC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>C.E.O. &amp; Chairman of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/29/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	09/29/2022		A		350,000 <sup>(1)</sup>	A	\$0.00	1,116,777	D	
Common Stock	09/29/2022		A		350,000 <sup>(2)</sup>	A	\$0.00	1,466,777	D	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents restricted stock units ("RSUs") issued pursuant to SeaChange International Inc.'s Amended and Restated 2021 Compensation and Incentive Plan. The shares subject to the RSU award will vest in four equal installments on each of March 29, 2023, September 29, 2023, September 29, 2024 and September 29, 2025. In the event of a Change in Control of the Company, these RSUs shall vest in their entirety immediately prior to the Change in Control of the Company.
- Represents performance-based restricted stock units ("PSUs") issued pursuant to SeaChange International Inc.'s Amended and Restated 2021 Compensation and Incentive Plan. The shares subject to the performance-based RSU award will vest: one quarter of the PSUs shall vest on March 29, 2023, and the remaining three quarters shall vest on the attainment of a closing price of \$2.50 that must be held for twenty (20) consecutive trading days within the 3 years from September 29, 2022. In the event of a Change in Control of the Company, unearned PSUs shall vest immediately prior to the Change in Control for those PSUs that would have vested on a time-based 3 year annual vesting schedule prior to the Change in Control.

**Remarks:**

/s/ Peter D. Aquino 10/03/2022  
 \*\* Signature of Reporting Person Date

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

\* 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).

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

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 Number.