

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A

AMENDMENT NO. 1 TO FORM 10-Q

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934: For the quarterly period ended September 30, 1996

OR

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934: For the transition period from _____ to _____

Commission file number: 0-21393

SeaChange International, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or
organization)

04-3197974

(I.R.S. Employer
Identification No.)

124 Acton Street, Maynard, Massachusetts 01754

(Address of principal executive offices) (Zip Code)

(978) 897-0100

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

As of September 30, 1996 there were 9,632,356 shares of Common Stock outstanding.

This Amendment No.1 on Form 10-Q/A to the Quarterly Report on Form 10-Q for the quarterly period ended September 30, 1996 (as amended, the "Report") is being filed to amend and restate Exhibit 27 (the Financial Data Schedule) to the Report. Such Exhibit 27 is hereby amended and restated in its entirety. The other exhibits to the Report are not being amended and have been previously filed with the Securities and Exchange Commission.

SIGNATURES

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 thereunto duly authorized.

SEACHANGE INTERNATIONAL, INC.

Date: June 9, 1998

By: /s/ William C. Styslinger, III

William C. Styslinger, III
President, Chief Executive Officer,
Chairman of the Board and Director
(Principal Executive Officer)

Date: June 9, 1998

By: /s/ Edward McGrath

Edward McGrath
Director, Vice President, Engineering,
Chief Technical Officer, Secretary and
Acting Chief Financial Officer and
Treasurer
(Principal Financial and Accounting
Officer)

SEACHANGE INTERNATIONAL, INC.
EXHIBIT INDEX

<TABLE>
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Exhibit Number	Description	Page
- - - - -	-----	-----
<C>	<S>	<C>
11+	Computation of Net Income Per Share	14
27	Financial Data Schedule (For SEC Edgar Filing Only; Intentionally Omitted)	

</TABLE>

- - - - -
+ Previously filed.

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<F1> (PREFERRED)			
Series B redeemable convertible preferred stock, \$.01 par value; 1,000,000 shares of preferred stock authorized; 650,487 shares designated, issued and outstanding at September 30, 1996, at issuance price, net of issuance costs:.....		4,008	--
		-----	-----
Stockholders' Equity:			
Series A convertible preferred stock, \$.01 par value; 1,000,000 shares of preferred stock authorized; 30,000 shares designated, 11,808 shares issued at September 30, 1996, at issuance price.....		--	--
<F2> (OTHER - SE)			
Additional paid-in capital		415	
Retained earnings.....		4,820	
</FN>			

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