

SEACHANGE INTERNATIONAL INC
Form 8-K
July 12, 2018

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 12, 2018

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

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

0-21393
(Commission
File Number)

04-3197974
(I.R.S. Employer
Identification No.)

50 Nagog Park, Acton, MA

01720

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(Address of Principal Executive Offices)

(Zip Code)

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

No change since last report

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 the Stockholders of SeaChange was held on July 12, 2018, at which the stockholders voted on the following matters:

1. The election of two members, Mark Bonney and Mary Palermo Cotton to SeaChange's Board of Directors (the Board), each to serve for a three-year term as a Class I Director;
2. The approval of the compensation of SeaChange's named executive officers through an advisory vote (Say on Pay Vote); and
3. The ratification of the appointment of Grant Thornton LLP, SeaChange's independent registered public accounting firm (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:

| | Votes For | Votes Against | Abstained | Broker Non-votes |
|----------------------------------|------------|---------------|-----------|---------------------|
| Election of Mark Bonney: | 23,142,457 | 1,150,658 | 2,785 | 4,990,442 |
| Election of Mary Palermo Cotton: | 22,402,735 | 1,890,830 | 2,335 | 4,990,442 |

| | Votes For | Votes Against | Abstained | Broker Non-votes |
|------------------|------------|---------------|-----------|---------------------|
| Say on Pay Vote: | 15,290,042 | 8,981,700 | 24,158 | 4,990,442 |

| | Votes For | Votes Against | Abstained |
|-----------------------|------------|---------------|-----------|
| Auditor Ratification: | 29,110,157 | 175,577 | 608 |

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 thereunto duly authorized.

SEACHANGE INTERNATIONAL, INC.

By: /s/ Peter R. Faubert
Peter R. Faubert
Chief Financial Officer, Senior Vice

President and Treasurer

Dated: July 12, 2018