

Kielczewski Marek
 Form 3
 December 03, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|--|---|--|--|---|
| 1. Name and Address of Reporting Person * Â Kielczewski Marek (Last) (First) (Middle) C/O SEACHANGE INTERNATIONAL, INC., Â 50 NAGOG PARK (Street) ACTON, Â MA Â 01720 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 11/29/2018 | 3. Issuer Name and Ticker or Trading Symbol SEACHANGE INTERNATIONAL INC [SEAC] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Technology Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) | 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 |
|--|--|---|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 367,618 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------|----------------------------|---------------------|---------------------------------------|---|
| Non-Qualified Stock Option (right to buy) | 05/05/2017 | 05/05/2026 | Common | 100,000 ⁽²⁾ | \$ 3.5 | D | Â |
| Non-Qualified Stock Option (right to buy) | 01/31/2018 | 01/31/2027 | Common | 30,612 ⁽³⁾ | \$ 2.42 | D | Â |
| Non-Qualified Stock Option (right to buy) | 10/11/2018 | 10/11/2027 | Common | 50,000 ⁽⁴⁾ | \$ 2.6 | D | Â |
| Non-Qualified Stock Option (right to buy) | 01/31/2019 | 01/31/2028 | Common | 75,000 ⁽⁵⁾ | \$ 3.33 | D | Â |
| Performance Rights | Â ⁽⁶⁾ | 01/31/2020 | Common | 28,959 | \$ 0 ⁽⁶⁾ | D | Â |
| Performance Rights | Â ⁽⁷⁾ | 01/31/2021 | Common | 12,500 | \$ 0 ⁽⁷⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kielczewski Marek C/O SEACHANGE INTERNATIONAL, INC. 50 NAGOG PARK ACTON, MA 01720 | Â | Â | Â Chief Technology Officer | Â |

Signatures

/s/ Marek Kielczewski
12/03/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
14,480 securities awarded on January 31, 2017 and 12,500 securities awarded on January 31, 2018 are in the form of restricted stock units (RSUs) issued pursuant to the SeaChange International, Inc. 2011 Compensation and Incentive Plan (the "2011 Plan") that entitle the reporting person to receive one (1) share of common stock per RSU to vest at the rate of 33.33% on each of the first, second and third (1) anniversaries of their respective grant dates. 340,638 shares of the Issuer Common Stock was received on May 5, 2016 in exchange for the Reporting Person's interest in DCC Labs as part of the Issuer's acquisition of DCC Labs under the Share Purchase Agreement dated May 5, 2016 (the "Agreement"), which acquisition was exempt under Rule 16b-3 of the Securities Exchange Act of 1934, as amended. One third of these shares are still in escrow pursuant to the terms of the Agreement until May 5, 2019.
- (2) Twenty-five percent (25%) of the stock options will vest annually on May 5, 2017, May 5, 2018, May 5, 2019 and May 5, 2020.
- (3) One third of the stock options will vest annually on January 31, 2018, January 31, 2019 and January 31, 2020.
- (4) One third of the stock options will vest annually on October 11, 2018, October 11, 2019 and October 11, 2020.
- (5) One third of the stock options will vest annually on January 31, 2019, January 31, 2020 and January 31, 2021.
- (6) Each performance right represents a contingent right to receive up to 1.5 shares of SeaChange common stock. The performance rights vest pursuant to the terms of the applicable Performance Stock Unit Agreement based on SeaChange's relative TSR percentile rank to the

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Standard & Poor's SmallCap 600 Index.

- (7) Each performance right represents a contingent right to receive 1 share of SeaChange common stock. The performance rights vest pursuant to the terms of the applicable Performance Stock Unit Agreement based on the Registrant achieving certain overall Registrant financial objectives for fiscal 2019, 2020 and 2021 related to total revenue and non-GAAP operating income in fiscal 2019 and to be determined in fiscal 2020 and 2021.

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.