

PONS ROBERT M
Form 4
March 04, 2019

FORM 4

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

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PONS ROBERT M

2. Issuer Name and Ticker or Trading
Symbol

SEACHANGE INTERNATIONAL
INC [SEAC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2019

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O SEACHANGE
INTERNATIONAL, INC., 50
NAGOG PARK

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

ACTON, MA 01720

(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)
Common Stock	02/28/2019		A	Amount (1) 65,359	A \$ 0 65,359	D	
Common Stock	02/28/2019		A	Amount (2) 32,680	A \$ 0 98,039	D	

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PONS ROBERT M
C/O SEACHANGE INTERNATIONAL, INC.
50 NAGOG PARK
ACTON, MA 01720

X

Signatures

/s/ Robert M.
Pons

03/04/2019

**Signature of
Reporting Person

Date

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).

The securities awarded on February 28, 2019 are in the form of restricted stock units (RSUs) issued pursuant to the Issuer's Second Amended and Restated 2011 Compensation and Incentive Plan that entitles the reporting person to receive one (1) share of common stock per RSU. The RSUs will vest at the rate of 33.33% annually on February 28, 2020, February 28, 2021 and February 28, 2022. The reporting person has elected to defer issuance of the shares underlying the RSU award until the earlier of the reporting person's departure from the Issuer's board of directors or a change in control of the Issuer.

The securities awarded on February 28, 2019 are in the form of restricted stock units (RSUs) issued pursuant to the Issuer's Second Amended and Restated 2011 Compensation and Incentive Plan that entitle the reporting person to receive one (1) share of common stock per RSU. The RSUs will vest on the earlier of (i) July 12, 2019, (ii) the business day before the Issuer's 2019 Annual Meeting of Stockholders or (iii) a change in control of the Issuer. The reporting person has elected to defer issuance of the shares underlying the RSU award until the earlier of the reporting person's departure from the Issuer's board of directors or a change in control of the Issuer.

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.