

SEACHANGE INTERNATIONAL INC  
Form SC 13D/A  
December 08, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 5)<sup>1</sup>

SeaChange International, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

811699 10 7

(CUSIP Number)

ERIC SINGER

VIEX Capital Advisors, LLC

825 Third Avenue, 33rd Floor

New York, New York 10022

STEVE WOLOSKY, ESQ.

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

December 7, 2017

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “.

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP NO. 811699 10 7

1	NAME OF REPORTING PERSON
	VIEX Opportunities Fund, LP – Series One*
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	SOLE VOTING POWER
	- 0 -
8	SHARED VOTING POWER
	1,623,438
9	SOLE DISPOSITIVE POWER
	- 0 -
10	SHARED DISPOSITIVE POWER
	1,623,438

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

1,623,438  
12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

4.6%  
14 TYPE OF REPORTING  
PERSON

PN

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\* This Series One is part of a series of VIEX Opportunities Fund, LP, a series limited partnership.

CUSIP NO. 811699 10 7

1	NAME OF REPORTING PERSON
	VIEX Special Opportunities Fund II, LP
2	CHECK THE APPROPRIATE BOX IF A MEMBER <sup>(a)</sup> OF A GROUP <sup>(b)</sup>
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	SOLE VOTING POWER
	- 0 -
8	SHARED VOTING POWER
	1,603,783
9	SOLE DISPOSITIVE POWER
	- 0 -
10	SHARED DISPOSITIVE POWER
	1,603,783

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

1,603,783

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

4.5%

14 TYPE OF REPORTING  
PERSON

PN

CUSIP NO. 811699 10 7

1	NAME OF REPORTING PERSON
2	VIEX GP, LLC CHECK THE APPROPRIATE BOX IF A MEMBER <sup>(a)</sup> OF A GROUP <sup>(b)</sup>
3	SEC USE ONLY
4	SOURCE OF FUNDS
5	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
7	DELAWARE SOLE VOTING POWER - 0 -
8	SHARED VOTING POWER 1,623,438
9	SOLE DISPOSITIVE POWER - 0 -
10	SHARED DISPOSITIVE POWER

11 1,623,438  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

12 1,623,438  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 4.6%  
TYPE OF REPORTING  
PERSON

OO



CUSIP NO. 811699 10 7

1	NAME OF REPORTING PERSON	
	VIEX Special Opportunities GP II, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER <sup>(a)</sup> OF A GROUP <sup>(b)</sup>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
	8	SHARED VOTING POWER
		1,603,783
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER

1,603,783

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

1,603,783

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

4.5%

14 TYPE OF REPORTING  
PERSON

OO

CUSIP NO. 811699 10 7

1	NAME OF REPORTING PERSON														
	VIEX Capital Advisors, LLC														
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)														
3	SEC USE ONLY														
4	SOURCE OF FUNDS														
	AF														
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)														
6	CITIZENSHIP OR PLACE OF ORGANIZATION														
	DELAWARE														
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<table border="0"> <tr> <td style="vertical-align: top;">7</td> <td>SOLE VOTING POWER</td> </tr> <tr> <td></td> <td>- 0 -</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td>SHARED VOTING POWER</td> </tr> <tr> <td></td> <td>3,227,221</td> </tr> <tr> <td style="vertical-align: top;">9</td> <td>SOLE DISPOSITIVE POWER</td> </tr> <tr> <td></td> <td>- 0 -</td> </tr> <tr> <td style="vertical-align: top;">10</td> <td>SHARED DISPOSITIVE POWER</td> </tr> </table>	7	SOLE VOTING POWER		- 0 -	8	SHARED VOTING POWER		3,227,221	9	SOLE DISPOSITIVE POWER		- 0 -	10	SHARED DISPOSITIVE POWER
7	SOLE VOTING POWER														
	- 0 -														
8	SHARED VOTING POWER														
	3,227,221														
9	SOLE DISPOSITIVE POWER														
	- 0 -														
10	SHARED DISPOSITIVE POWER														

3,227,221  
11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

3,227,221  
12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

9.1%  
14 TYPE OF REPORTING  
PERSON

IA

CUSIP NO. 811699 10 7

1	NAME OF REPORTING PERSON	
	Eric Singer	
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
	8	SHARED VOTING POWER
		3,227,221
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER

3,227,221

11

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

3,227,221

12

CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

9.1%

14

TYPE OF REPORTING  
PERSON

IN

CUSIP NO. 811699 10 7

The following constitutes Amendment No. 5 to the Schedule 13D filed by the undersigned ("Amendment No. 5"). This Amendment No. 5 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by each of Series One and VSO II were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted, as set forth in Schedule A, which is incorporated by reference herein. The aggregate purchase price of the 1,623,438 Shares beneficially owned by Series One is approximately \$4,257,884, including brokerage commissions. The aggregate purchase price of the 1,603,783 Shares beneficially owned by VSO II is approximately \$4,204,494, including brokerage commissions.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each Reporting Person is based upon 35,503,871 Shares outstanding, which is the total number of Shares outstanding as of December 1, 2017 as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on December 7, 2017.

A. Series One

(a) As of the close of business on the date hereof, Series One beneficially owned 1,623,438 Shares.  
Percentage: Approximately 4.6%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,623,438
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,623,438

(c) The transactions in the Shares by Series One during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

B. VSO II

(a) As of the close of business on the date hereof, VSO II beneficially owned 1,603,783 Shares.  
Percentage: Approximately 4.5%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,603,783
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,603,783

(c) The transactions in the Shares by VSO II during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

CUSIP NO. 811699 10 7

C.

VIEX GP

(a) VIEX GP, as the general partner of Series One, may be deemed the beneficial owner of the 1,623,438 Shares owned by Series One.

Percentage: Approximately 4.6%

(b)

1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 1,623,438
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 1,623,438

VIEX GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the (c) Shares on behalf of Series One during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

D.

VSO GP II

(a) VSO GP II, as the general partner of VSO II, may be deemed the beneficial owner of the 1,603,783 Shares owned by VSO II.

Percentage: Approximately 4.5%

(b)

1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 1,603,783
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 1,603,783

VSO GP II has not entered into any transactions in the Shares during the past sixty days. The transactions in the (c) Shares on behalf of VSO II during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

E.

VIEX Capital

(a) VIEX Capital, as the investment manager of Series One and VSO II, may be deemed the beneficial owner of the (i) 1,623,438 Shares owned by Series One and (ii) 1,603,783 Shares owned by VSO II.

Percentage: Approximately 9.1%

(b)

1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 3,227,221
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 3,227,221

VIEX Capital has not entered into any transactions in the Shares during the past sixty days. The transactions in the (c) Shares on behalf of each of Series One and VSO II during the past sixty days are set forth in Schedule A and are incorporated herein by reference.



CUSIP NO. 811699 10 7

F.

Eric Singer

(a) Mr. Singer, as the managing member of VIEX GP and VIEX Capital, may be deemed the beneficial owner of the (i) 1,623,438 Shares owned by Series One and (ii) 1,603,783 Shares owned by VSO II.

Percentage: Approximately 9.1%

(b)

1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 3,227,221
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 3,227,221

Mr. Singer has not entered into any transactions in the Shares during the past sixty days. The transactions in the (c) Shares on behalf of each of Series One and VSO II during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

The filing of this Schedule 13D shall not be construed as an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any of the Shares reported herein. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

CUSIP NO. 811699 10 7

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 8, 2017

VIEX Opportunities Fund, LP  
– Series One

By: VIEX GP, LLC  
General Partner

By: /s/ Eric Singer  
Name: Eric Singer  
Title: Managing Member

VIEX GP, LLC

By: /s/ Eric Singer  
Name: Eric Singer  
Title: Managing Member

VIEX Special Opportunities  
Fund II, LP

VIEX Special  
By: Opportunities GP II, LLC  
General Partner

By: /s/ Eric Singer  
Name: Eric Singer  
Title: Managing Member

VIEX Special Opportunities  
GP II, LLC

By: /s/ Eric Singer

Name: Eric Singer  
Title: Managing Member

VIEX Capital Advisors,  
LLC

By: /s/ Eric Singer  
Name: Eric Singer  
Title: Managing Member

/s/ Eric Singer  
Eric Singer

CUSIP NO. 811699 10 7

SCHEDULE A

Transactions in Securities of the Issuer During the Past Sixty Days

<u>Nature of the Transaction</u>	<u>Securities</u>	<u>Price Per</u>	<u>Date of</u>
	<u>Purchased/(Sold)</u>	<u>Share(\$)</u>	<u>Purchase / Sale</u>

**viex OPPORTUNITIES FUND, LP- series one**

Sale of Common Stock (118,619) 3.4968 12/07/2017

Sale of Common Stock (207,724) 3.5048 12/07/2017

**viex SPECIAL OPPORTUNITIES FUND ii, LP**

Sale of Common Stock (117,183) 3.4968 12/07/2017

Sale of Common Stock (205,209) 3.5048 12/07/2017