

BLACK BEAR OFFSHORE MASTER FUND LP
 Form 4
 December 28, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 BLACK BEAR OFFSHORE
 MASTER FUND LP

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)
 (Street)
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 12/21/2004
 4. If Amendment, Date Original Filed(Month/Day/Year)

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)
 6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock ⁽¹⁾	12/21/2004		P	500 A \$ 16.75	2,912,914	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
 (9-02)

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

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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

BLACK BEAR OFFSHORE MASTER FUND LP

X

Signatures

Eric Sippel

12/28/2004

**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).

(1) Black Bear Offshore Master Fund, L.P. ("Filer") disclaims membership in a group with any other person within the meaning of Rule 13d-5(d)(i) and Rule 16a-1(a)(1) under the Securities Exchange Act of 1934, as amended.

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. was approved with the votes set forth below:

For **Against Abstain**

18,719,268 150,329 24,461

A copy of the Company's amendment to the restated certificate of incorporation is filed herewith as Exhibit 3.1 and is incorporated by reference into this Item.

Proposal 3. Ratification of Independent Registered Public Accounting Firm: The selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2014 was ratified with the votes set forth below:

For	Against	Abstain
18,911,193	17,770	18,111

Item 8.01 Other Events.

During May and June 2014, the officers and directors of the Company named in the table below entered into pre-arranged stock trading plans pursuant to Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Each plan contemplates the sale of a limited number of shares of the Company's common stock for personal financial management reasons.

The following table provides the scheduled termination date and the maximum number of shares of common stock subject to the respective plan.

Name	Number of Shares	Scheduled Termination Date
Barbara Duncan	20,000	March 17, 2015
Daniel Regan	42,347	April 8, 2015
Klaus Veitinger	7,500	July 9, 2015

Sales under the plans may be executed earlier than the scheduled termination dates. Transactions made under these plans will be publicly disclosed through filings with the U.S. Securities and Exchange Commission under Section 16 of the Exchange Act. Except as may be required by law, the Company does not undertake to report on specific Rule 10b5-1 pre-planned stock trading plans of directors and officers of the Company, nor to report modifications or terminations of the aforementioned plans or the plan of any other individual.

Item 9.01 Financial Statements and Exhibits.

(d)Exhibits.

3.1 Amendment to Restated Certificate of Incorporation.

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 hereunto duly authorized.

INTERCEPT PHARMACEUTICALS, INC.

Date: July 22, 2014 /s/ Mark Pruzanski
Mark Pruzanski, M.D.
President and Chief Executive Officer