

SEACHANGE INTERNATIONAL INC  
Form 8-K  
January 25, 2011

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): January 19, 2011

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 (Address of Principal Executive Offices)		01720 (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))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a)

On January 19, 2011 and effective immediately, the Board of Directors of SeaChange International, Inc. (“SeaChange”) approved an amendment to Section 1.2 of SeaChange’s bylaws to provide time parameters for the conduct of its annual meeting of stockholders. Under the revised bylaw, the annual meeting of stockholders may not be held earlier than three months subsequent to the end of the preceding fiscal year or later than eight months subsequent to the end of the Corporation’s preceding fiscal year.

A copy of the amended and restated bylaws of SeaChange, including the revised Section 1.2 thereof, is filed herewith as Exhibit 3.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following Exhibits are furnished as part of this report:

Exhibit No.	Description
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3.1	Amended and Restated Bylaws of SeaChange International, Inc.
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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/ Kevin M. Bisson  
Kevin M. Bisson  
Chief Financial Officer, Treasurer,  
Secretary and Senior Vice President,  
Finance and Administration

Dated: January 25, 2011

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EXHIBIT INDEX

Exhibit No. Description

3.1 Amended and Restated Bylaws of SeaChange International, Inc.

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