

Feld Peter A
Form 4
January 24, 2011

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 *
Feld Peter A

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)

RAMIUS CAPITAL GROUP, 599
LEXINGTON AVE., 21ST FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/19/2011

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

NEW YORK, NY 10022

(City) (State) (Zip)

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

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)
			Code	V	Amount (3)	(A) or (D)	Price
Common Stock	01/19/2011		A		24,000	D	\$ 0
					24,000	D (3)	

Common
Stock

386,520

I

By Cowen
Overseas
Investment
LP (1)

Common
Stock

2,252,822

I

By Ramius
Value and
Opportunity
Master Fund
Ltd. (2)

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

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SEC 1474
(9-02)

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

Feld Peter A
RAMIUS CAPITAL GROUP
599 LEXINGTON AVE., 21ST FLOOR
NEW YORK, NY 10022

X

Signatures

/s/ Peter A. Feld 01/24/2011

__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) Shares owned directly by Cowen Overseas Investment LP ("COIL"). The Reporting Person, solely by virtue of his position with Ramius LLC ("Ramius"), the sole member of the general partner of COIL, and as a director of the Issuer, may be deemed to beneficially own the shares owned directly by COIL, for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(2) Shares owned directly by Ramius Value and Opportunity Master Fund Ltd ("Value and Opportunity Master Fund"). The Reporting Person, solely by virtue of his position with Ramius, the sole member of the investment manager of Value and Opportunity Master Fund, and as a director of the Issuer, may be deemed to beneficially own the shares owned directly by Value and Opportunity Master Fund for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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The securities awarded on January 19, 2011 are in the form of restricted stock units (RSUs) issued pursuant to the SeaChange International, Inc. Amended and Restated 2005 Equity Compensation and Incentive Plan that entitle the reporting person to receive one

(3) (1) share of common stock per RSU. The RSUs will vest, and the underlying common stock will issue, ratably over three years. The first tranche will vest on December 16, 2011, with an equal number of shares vesting on December 16, 2012 and the balance of the shares vesting on December 16, 2013.

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.