

OLSON THOMAS F  
Form 5  
March 16, 2012

**FORM 5**

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
OLSON THOMAS F

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
01/18/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Board

5242 SEA CHASE DRIVE, UNIT #5

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

AMELIA ISLAND, FL 32034

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	01/18/2012	Â	A4	2,898 (1) A \$ 0	87,898	D	Â
Common Stock	01/18/2012	Â	A4	2,898 (2) A \$ 0	90,796	D	Â
Common Stock	01/18/2012	Â	A4	8,000 (3) A \$ 0	98,796	D	Â



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(4) Vested at the rate of 33.33% on the first anniversary of December 1, 2011 and an additional 8.34% at the end of each quarter thereafter.

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