

SEACHANGE INTERNATIONAL INC  
Form 8-K  
May 20, 2016

**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): May 19, 2016**

**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**

**01720**

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(Address of Principal Executive Offices)

(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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(b)

To equalize the number of members of the Board of Directors in each class in accordance with the By-Laws of SeaChange International, Inc. ( SeaChange ), effective as of May 20, 2016, (i) Mary Palermo Cotton resigned as a Class III Director of SeaChange and was elected by the Board of Directors as a Class I Director of SeaChange (with a term to expire at the 2018 Annual Meeting), and (ii) Edward Terino resigned as a Class II Director of SeaChange and was elected by the Board of Directors as a Class III Director of SeaChange (with a term to expire at the 2017 Annual Meeting). Ms. Cotton continues to serve as the Chairman of the Audit Committee and a member of the Nominating and Corporate Governance Committee.

(d)

See Item 5.02(b) above.

**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.

**SEACHANGE INTERNATIONAL, INC.**

By: /s/ Anthony C. Dias  
Anthony C. Dias,  
Chief Financial Officer, Senior Vice  
President Finance and Administration, and  
Treasurer

Dated: May 20, 2016