

SEACHANGE INTERNATIONAL INC  
Form SC 13G/A  
February 14, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 15)\***

SEACHANGE INTERNATIONAL, INC.  
(Name of Issuer)

Common Stock, \$.01 par value  
(Title of Class of Securities)

811699 10 7  
(CUSIP Number)

December 31, 2011  
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d - 1(b)  
 Rule 13d - 1(c)  
 Rule 13d - 1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

CUSIP NO. 811699 10 7 13G Page 2 of 6 Pages

NAME OF REPORTING  
PERSONS

I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSONS (ENTITIES  
ONLY)

1

William C. Styslinger, III

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (See  
Instructions)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

United States

SOLE VOTING POWER

5 1,309,209

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY 0

OWNED BY  
EACH SOLE DISPOSITIVE POWER

REPORTING 7 1,309,209

PERSON  
SHARED DISPOSITIVE POWER

WITH 8 0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

9

1,309,209

CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(9) EXCLUDES CERTAIN  x

10 SHARES (See Instructions)

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

11

4.01%

TYPE OF REPORTING PERSON  
(See Instructions)

12

IN

Item 1 (a). Name of Issuer:

SeaChange International, Inc.

Item 1 (b). Address of Issuer's Principal Executive Offices:

50 Nagog Park  
Acton, MA 01720

Item 2 (a). Name of Person Filing:

William C. Styslinger, III

Item 2 (b). Address of Principal Business Office or, if None, Residence:

23 Windingwood Ln.  
Acton, MA 01720

Item 2 (c). Citizenship:

United States

Item 2 (d). Title of Class of Securities:

Common Stock, \$.01 Par Value Per Share

Item 2 (e). CUSIP Number

811699 10 7

Item 3. If This Statement is Filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Filing Person is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

- (i) o A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) o Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item  
4. Ownership:

(a) Amount Beneficially Owned:

Mr. Styslinger may be deemed to beneficially own 1,309,209 shares of Common Stock (the "Shares") as of the date of this filing. Mr. Styslinger expressly disclaims beneficial ownership of the Shares, except to the extent that Mr. Styslinger is the record owner of such Shares.

(b) Percent of Class:

4.01% (based on 32,363,270 shares of Common Stock reported by the Issuer to be outstanding as of December 2, 2011 in its report on Form 10-Q filed with the Securities and Exchange Commission on December 12, 2011 and options to purchase 261,875 shares of Common Stock held by Mr. Styslinger as of the date hereof).

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote 1,309,209.
- (ii) Shared power to vote or to direct the vote 0.
- (iii) Sole power to dispose or to direct the disposition of 1,309,209.
- (iv) Shared power to dispose or to direct the disposition of 0.

Item  
5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. S

Item  
6. Ownership of More than Five Percent On Behalf of Another Person:

Not applicable.

Item  
7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Not applicable.



Identification  
and  
Item 8. Classification  
of Members  
of the Group:

Not  
applicable.

Notice of  
Item 9. Dissolution  
of Group:

Not  
applicable.

Item 10. Certification:

Not  
applicable.



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2012  
Date

/s/ William C. Styslinger, III  
Signature

William C. Styslinger, III  
Name/Title

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