

Feld Peter A
Form 4
January 24, 2011

FORM 4

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

OMB APPROVAL

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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

(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)

NEW YORK, NY 10022

(City) (State) (Zip)

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

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 01/19/2011 | | A | V Amount 24,000 (3) | (A) or (D) Price \$ 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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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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 Date
 Reporting Person

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.

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