

SEACHANGE INTERNATIONAL INC
Form 8-K
July 19, 2012

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): July 18, 2012

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
(Address of Principal Executive Offices)

01720
(Zip Code)

Registrant's telephone number including area code: (978) 897-0100

No change since last report

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(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 5.07 Submission of Matters to a Vote of Security Holders

The annual meeting of the stockholders of SeaChange was held on July 18, 2012, at which the stockholders voted on the following matters:

1. The election of two (2) members (Raghu Rau and Carmine Vona) to SeaChange's Board of Directors, each to serve for a three-year term as a Class I Director;
2. The approval of the compensation of SeaChange's named executive officers through an advisory vote;
3. The ratification of the appointment of Grant Thornton LLP, SeaChange's independent registered public accounting firm.

Voting results were as follows:

| | Votes For | Votes Withheld | Broker Non-votes |
|--------------------------|--------------|-------------------|---------------------|
| Election of Raghu Rau | 18,710,152 | 284,634 | 8,201,366 |
| Election of Carmine Vona | 18,615,467 | 379,319 | 8,201,366 |

| | Votes For | Votes Against | Abstained | Broker Non-votes |
|---|--------------|------------------|-----------|---------------------|
| Advisory vote on the compensation of named executive officers | 17,719,435 | 1,173,655 | 101,696 | 8,201,366 |

| | Votes For | Votes Against | Abstained |
|--|--------------|------------------|-----------|
| Ratification of appointment of independent registered public accounting firm | 27,162,543 | 25,433 | 8,176 |

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 thereunto duly authorized.

SEACHANGE INTERNATIONAL, INC.

By: /s/ Michael Bornak

Michael Bornak

Chief Financial Officer, Treasurer, Secretary and Senior Vice President, Finance and Administration

Dated: July 18, 2012