

SEACHANGE INTERNATIONAL INC  
Form 8-K  
December 06, 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): December 6, 2016**

**SEACHANGE INTERNATIONAL, INC.**  
**(Exact Name of Registrant as Specified in its Charter)**

|  |                                      |  |
|--|--------------------------------------|--|
| <b>DELAWARE</b><br><b>(State or Other Jurisdiction</b> | <b>0-21393</b><br><b>(Commission</b> | <b>04-3197974</b><br><b>(I.R.S. Employer</b> |
| <b>of Incorporation or Organization)</b>               | <b>File Number)</b>                  | <b>Identification No.)</b>                   |
| <b>50 Nagog Park, Acton, MA</b>                        |                                      | <b>01720</b>                                 |

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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 2.02. Results of Operations and Financial Condition.**

Attached as Exhibit 99.1, and incorporated by reference, is a copy of the press release issued by SeaChange International, Inc. ( SeaChange ) dated December 6, 2016, reporting SeaChange s financial results for the fiscal quarter ended October 31, 2016.

The information contained in this Item 2.02 and Exhibit 99.1 attached and incorporated herein by reference is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. This information shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by SeaChange, whether made before or after the date hereof, regardless of any general incorporation language in such filings.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a)

On and effective December 6, 2016, the Board of Directors of SeaChange International, Inc. (the Corporation ) approved and adopted an amendment and restatement of Section 1.10 of the Corporation s Amended and Restated By-Laws (the Bylaws ). Section 1.10 of the Bylaws was amended to require that a stockholder seeking to bring business before an annual or special meeting of stockholders provide additional information with respect to itself and, as applicable, with respect to a director nominee. The foregoing description of the Bylaws is qualified in its entirety by reference to, and should be read in conjunction with the completed text of the Bylaws filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

The following Exhibit is attached to this report:

| Exhibit No. | Description   |
|-------------|---|
| 3.1         | Amended and Restated Bylaws of SeaChange International, Inc.                  |
| 99.1        | Press release issued by SeaChange International, Inc. dated December 6, 2016. |

**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/ Edward Terino  
Edward Terino  
Chief Executive Officer

Dated: December 6, 2016

**EXHIBIT INDEX**

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