

SEACHANGE INTERNATIONAL INC  
Form SC 13G/A  
February 17, 2009

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 1)\*

SEACHANGE INTERNATIONAL INC.

(NAME OF ISSUER)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE

(TITLE OF CLASS OF SECURITIES)

811699107

(CUSIP NUMBER)

DECEMBER 31, 2008

(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).

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1 NAME OF REPORTING PERSON:  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):  
  
Ashford Capital Management, Inc.

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

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3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

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	5	SOLE VOTING POWER	
			1,836,699 shares
NUMBER OF	-----		
SHARES	6	SHARED VOTING POWER	
BENEFICIALLY			0 shares
OWNED BY	-----		
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING			1,836,699 shares
PERSON	-----		
WITH	8	SHARED DISPOSITIVE POWER	
			0 shares

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
1,836,699 shares

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
6.01%

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12 TYPE OF REPORTING PERSON\*  
  
IA

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ITEM 1.

(a) Name of Issuer:  
  
SeaChange International Inc.

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

50 Nagog Park, Acton, MA 01720

ITEM 2.

(a) Name of Person Filing:

Ashford Capital Management, Inc.

(b) Address of Principal Business Office or, if none, Residence:

P.O. Box 4172, Wilmington, DE 19807

(c) Citizenship: A Delaware Corporation

(d) Title of Class of Securities: Common Stock, \$0.01 Par Value Per Share

(e) CUSIP Number: 811699107

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under section 15 of the Act
- (b)  Bank as defined in section 3(a)(6) of the Act
- (c)  Insurance company as defined in section 3(a)(19) of the Act
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940
- (e)  An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E)
- (f)  An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F)
- (g)  A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G)
- (h)  A savings association as defined in section 3(b) of the Federal Deposit Insurance Act
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940
- (j)  Group, in accordance with ss.240.13d-1(b)-1(ii)(J)

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned: 1,836,699 shares

(b) Percent of Class: 6.01%

The foregoing percentage is calculated based on 30,572,713 shares of Common Stock reported to be outstanding as of December 4, 2008 in the Issuer's Quarterly Report filed on Form 10-Q.

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

- (i) Sole power to vote or to direct the vote: 1,836,699 shares
- (ii) Shared power to vote or to direct the vote: 0 shares

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(iii) Sole power to dispose or to direct the disposition  
of: 1,836,699 shares

(iv) Shared power to dispose or to direct the disposition  
of: 0 shares

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 . N/A

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

The shares reported by the Reporting Person, a registered investment advisor, are held in separate individual client accounts, one separate limited partnership and six commingled funds.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

N/A

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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

Date: February 14, 2009

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ASHFORD CAPITAL MANAGEMENT, INC.

By: /s/ Anthony M. Petrucci

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Anthony M. Petrucci  
Chief Financial Officer and Chief Compliance Officer

=>2" style="border-bottom: 1px solid #000000" align="left">/s/ JOHN J. HAYES John J. Hayes Chief Executive Officer

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
99.1	Press Release, dated November 20, 2006

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