

TERINO EDWARD
Form 4
February 04, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
TERINO EDWARD

2. Issuer Name and Ticker or Trading Symbol
SEACHANGE INTERNATIONAL INC [SEAC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

(Last) (First) (Middle)
C/O SEACHANGE INTERNATIONAL, 50 NAGOG PARK

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2019

(Street)
ACTON, MA 01720

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/31/2019		A		50,000 (1)	A	\$ 0 421,043 D
Common Stock	02/01/2019		F		2,923 (2)	D	\$ 1,5127 418,120 D
Common Stock	02/01/2019		F		5,834 (3)	D	\$ 1,5113 412,286 D
Comon	02/01/2019		F		6,377	D	\$ 405,909 D

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(2) \$1.51267 is the weighted average share price for the purchase of these shares. The actual prices of the shares purchased ranged from \$1.51 to \$1.5674. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within this range.

(3) \$1.51133 is the weighted average share price for the purchase of these shares. The actual prices of the shares purchased ranged from \$1.51 to \$1.5385. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within this range.

(4) \$1.51257 is the weighted average share price for the purchase of these shares. The actual prices of the shares purchased ranged from \$1.51 to \$1.5650. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within this range.

(5) Each performance right represents a contingent right to receive 1 share of SeaChange common stock. The performance rights vest pursuant to the terms of the applicable Performance Stock Unit Agreement based on the Registrant achieving certain overall Registrant financial objectives for fiscal 2020, 2021 and 2022 related to total revenue and non-GAAP operating income in fiscal 2020 and to be determined in fiscal 2021 and 2022.

(6) One third of the stock options will vest annually on January 2, 2020, January 2, 2021 and January 2, 2022.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.