

SEACHANGE INTERNATIONAL INC  
Form 8-K  
July 16, 2014

**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 16, 2014**

**SEACHANGE INTERNATIONAL, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

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

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- “ 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 16, 2014, at which the stockholders voted on the following matters:

1. The election of two (2) members (Mary Palermo Cotton and Thomas F. Olson) to SeaChange's Board of Directors, each to serve for a three-year term as a Class III 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:

	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstained</b>	<b>Broker Non-votes</b>
Election of Mary Palermo Cotton	24,394,827	436,648	7,914	4,859,029
Election of Thomas F. Olson	24,360,118	471,651	7,620	4,859,029
	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstained</b>	<b>Broker Non-votes</b>
Advisory vote on the compensation of named executive officers	24,408,442	138,815	292,132	4,859,029
	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstained</b>	
Ratification of appointment of independent registered public accounting firm	29,539,942	153,791	4,685	

**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/ Anthony Dias  
Anthony Dias

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

Dated: July 16, 2014