Feld Peter A Form 4 April 16, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Feld Peter A

2. Issuer Name and Ticker or Trading

Issuer

Symbol

SEACHANGE INTERNATIONAL INC [SEAC]

(Check all applicable)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Middle)

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

04/12/2012

10% Owner _ Other (specify Officer (give title

OMB APPROVAL

3235-0287

January 31,

2005

0.5

STARBOARD VALUE LP, 830

(First)

(Street)

THIRD AVENUE

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

_X__ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10022

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Ac	quired, Disposed	l of, or Benefi	cially 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)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock							36,000	D		
Common Stock	04/12/2012		P	35,700	A	\$ 8.12	422,220	I	By Starboard Value LP (1)	
Common Stock	04/12/2012		P	91,650	A	\$ 8.12	2,344,472	I	By Starboard Value and Opportunity Fund Ltd (2)	
Common Stock	04/12/2012		P	22,650	A	\$ 8.12	22,650	I	By Starboard Value and	

Opportunity S LLC (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
r g	Director	10% Owner	Officer	Other		
Feld Peter A STARBOARD VALUE LP 830 THIRD AVENUE NEW YORK, NY 10022	X					

Signatures

/s/ Peter A. Feld 04/16/2012 **Signature of Date Reporting Person

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Shares owned directly by Starboard Value LP ("Starboard Value"). The Reporting Person, solely by virtue of his position with Starboard Value and as a director of the Issuer, may be deemed to beneficially own the shares owned directly by Starboard Value, for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Reporting Owners 2

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- Shares owned directly by Starboard Value and Opportunity Fund Ltd ("Starboard V&O Fund"). The Reporting Person, solely by virtue of his position with Starboard Value, the investment manager of Starboard V&O Fund, and as a director of the Issuer, may be deemed to beneficially own the shares owned directly by Starboard V&O Fund for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Shares owned directly by Starboard Value and Opportunity S LLC ("Starboard LLC"). The Reporting Person, solely by virtue of his position with Starboard Value, the manager of Starboard LLC, and as a director of the Issuer, may be deemed to beneficially own the shares owned directly by Starboard LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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.