

SEACHANGE INTERNATIONAL INC
Form DEFA14A
July 08, 2008

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement Soliciting Material Under Rule 14a-12
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials

SEACHANGE INTERNATIONAL, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which

the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or

schedule and the date of its filing.

1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

SEACHANGE INTERNATIONAL, INC.

**** IMPORTANT NOTICE ****

**Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on July 16, 2008**

This communication presents only an overview of the more complete proxy material that is available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Proxy Statement and Annual Report are available at www.proxyvote.com.

*SEACHANGE INTERNATIONAL, INC.
ATTN: MARTHA SCHAEFER
50 NAGOG PARK
ACTON, MA 01720*

Proxy Material Available

- Notice and Proxy Statement
- Annual Report
- Combo Form

If you want to receive a paper or e-mail copy of the documents, you must request one. There is no charge for requesting a copy. Please make your request for a copy as instructed below on or before July 2, 2008 to facilitate timely delivery.

HOW TO VIEW MATERIAL VIA THE INTERNET

Have the 12 Digit Control Number(s) available and visit: www.proxyvote.com

HOW TO REQUEST A COPY OF MATERIAL

- 1) BY INTERNET - www.proxyvote.com
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL* - sendmaterial@proxyvote.com

*If requesting material by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

See the Reverse Side for Meeting Information and Instructions on How to Vote

Meeting Information

| | |
|--------------------|----------------|
| Meeting Type: | Annual |
| Meeting Date: | 07/16/08 |
| Meeting Time: | 10:00 a.m. EDT |
| For holders as of: | 05/19/08 |

Meeting Location:

SeaChange International, Inc.
50 Nagog Park
Acton, MA 01720

Meeting Directions:

For Meeting Directions Please Visit:
www.schange.com

How To Vote

Vote In Person

Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting material for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

Vote By Internet

To vote *now* by Internet, go to
WWW.PROXYVOTE.COM.

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

Voting items

Directors recommend a vote FOR all nominees.

1. To elect two (2) Class III Directors to serve for a three-year term.

Nominees:

- (01) Mary Palermo Cotton
- (02) Carmine Vona

Directors recommend a vote FOR proposals 2 and 3.

2. To approve the amendment to SeaChange's Third Amended and Restated 1996 Employee Stock Purchase Plan.
 3. To ratify the appointment of SeaChange's independent registered public accounting firm, Grant Thornton LLP.
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