BORNAK MICHAEL D

Form 4 May 03, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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)

See Instruction

1. Name and Address of Reporting Person * **BORNAK MICHAEL D**

(First)

(Street)

(Middle)

(Month/Day/Year) Execution Date, if

2. Issuer Name and Ticker or Trading Symbol

4. Securities

TransactionAcquired (A) or

Issuer

(Check all applicable)

Chief Financial Officer

5. Relationship of Reporting Person(s) to

SEACHANGE INTERNATIONAL

INC [SEAC]

3. Date of Earliest Transaction Director 10% Owner

(Month/Day/Year) 07/02/2012

X_ Officer (give title below)

Other (specify

6. Ownership 7. Nature of

Indirect Beneficial

Ownership (Instr. 4)

Form: Direct

(I)

C/O SEACHANGE INTERNATIONAL, INC., 50

NAGOG PARK

Security

(Last)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

5. Amount of

Securities

Filed(Month/Day/Year)

3.

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

ACTON, MA 01720

(City) (State) (Zip) 2. Transaction Date 2A. Deemed 1.Title of

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(Instr. 3)		any	Coae	Disposed of (D)			Beneficially	(D) or
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (1
							Following	(Instr. 4)
					(4)		Reported	
					(A)		Transaction(s)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	
Common Stock	07/02/2012		A	5,000 (1)	A	\$0	5,000	D
Common Stock	02/01/2013		A	6,726 (2)	A	\$0	11,726	D
Common Stock	04/18/2013		A	1,261 (3)	A	\$0	12,987	D

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 (9-02)

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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	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	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)	Derivative	e		Securi	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)						
									A 4		
									Amount		
						Date	Expiration	Title	Or		
						Exercisable	Date	ritte	Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BORNAK MICHAEL D C/O SEACHANGE INTERNATIONAL, INC. 50 NAGOG PARK ACTON, MA 01720			Chief Financial Officer			

Signatures

Reporting Person

/s/Michael D. 05/03/2013 **Bornak** **Signature of Date

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).
- The securities awarded on July 2, 2012 are in the form of restricted stock units (RSUs) issued pursuant to the Corporation's 2011 Compensation and Incentive Plan that entitle the reporting person to receive one (1) share of common stock per RSU. The RSUs will vest, and the underlying common stock will issue, ratably over three years. The first tranche will vest on July 2, 2013, with an equal number of shares vesting on July 2, 2014 and the balance of the shares vesting on July 2, 2015.
- The securities awarded on February 1, 2013 are in the form of restricted stock units (RSUs) issued pursuant to the Corporation's 2011 Compensation and Incentive Plan that entitle the reporting person to receive one (1) share of common stock per RSU. The RSUs will vest, and the underlying common stock will issue, ratably over three years. The first tranche will vest on February 1, 2014, with an equal number of shares vesting on February 1, 2015 and the balance of the shares vesting on February 1, 2016.
- (3) The securities awarded on April 18, 2013 are in the form of restricted stock units (RSUs) issued pursuant to the Corporation's 2011 Compensation and Incentive Plan that entitle the reporting person to receive one (1) share of common stock per RSU. The RSUs will

Reporting Owners 2

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vest, and the underlying common stock issue, on March 27, 2014.

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.