

SEACHANGE INTERNATIONAL INC
Form 8-K/A
April 07, 2015

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

FORM 8-K/A
Amendment No. 2

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
Date of report (Date of earliest event reported): January 30, 2015

SEACHANGE INTERNATIONAL, INC.
(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

0-21393
(Commission
File Number)

04-3197974
(I.R.S. Employer
Identification No.)

50 Nagog Park, Acton, MA

01720

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(Address of Principal Executive Offices)

(Zip Code)

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)
- .. 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))

The undersigned Registrant has determined that Item 9.01(a) and 9.01(b) disclosure is not required with respect to the Registrant's acquisition of TLL, LLC (the Acquisition) pursuant to the Agreement and Plan of Merger, dated as of December 22, 2014, by and among the Registrant, TLL, LLC and the other parties set forth on the signature pages thereto. The Registrant has determined that the Acquisition is of a size that financial statements are not required under either Rule 3-05 or Rule 11-01(b) under Regulation S-X.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired.

None.

(b) Pro Forma Financial Information.

None.

(d) Exhibits.

The following Exhibits are furnished as part of this report:

| Exhibit No. | Description |
|--------------------|--|
| 2.1 | Agreement and Plan of Merger, dated as of December 22, 2014, by and among SeaChange International, Inc., TLL, LLC, TLL Acquisition, LLC and the other parties set forth on the signature pages thereto (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K previously filed on December 22, 2014 with the Commission (File No. 000-21393) and incorporated herein by reference). |
| 99.1 | Press Release, dated as of February 4, 2015, by SeaChange International, Inc. (filed as Exhibit 99.1 to the Company's Current Report on Form 8-K previously filed on February 4, 2015 with the Commission (File No. 000-21393) and incorporated herein by reference). |

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 C. Dias**
Anthony C. Dias

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

Dated: April 7, 2015

EXHIBIT INDEX

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