SeaChange®

total
revenue up
12%

increased
shareholder value

return to
profitability

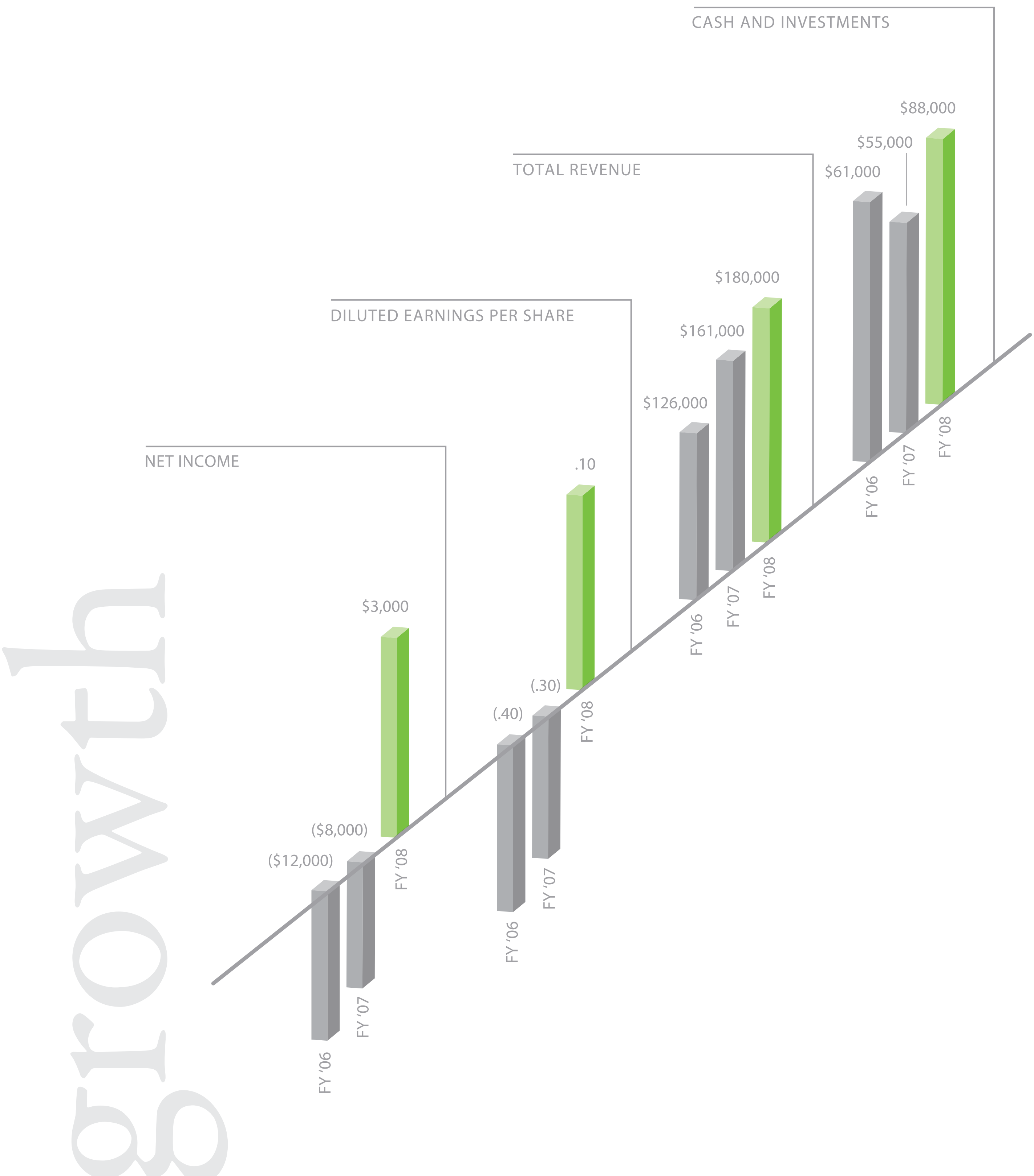
cash and
investments up
59%

2008 annual report and proxy

growth

SeaChange International, Inc. Financial Highlights

(all numbers in thousands, except diluted earnings per share)



President's Letter

Dear fellow Shareholders:

This is a very exciting time for SeaChange®. We have been going through a period of transformation over the last several years during which we have maintained our world leadership in the video on demand (VOD) server industry. We have built our software product line into a stand-alone business and evolved our media services entity into a leader in the field of VOD content in Europe. The results for the second half of fiscal 2008 have proven the strength of our strategy as the Company has delivered consistent profitability over this period.

All this has been achieved against a back drop of competition from larger players, highlighting the capabilities of the SeaChange management team to adapt to a rapidly changing environment.

Fiscal 2008 was a year of solid financial performance that has put the Company into a robust position for growth. Total revenues were $180 million representing a 12% increase over the previous year. We generated a profit of $2.9 million aided by strong second half improvements in gross margins. Margin improvement was driven by a higher concentration of VOD software revenue and the benefits of various cost reduction actions taken in the second quarter of last year. In addition, the gain from the sale of the Company's equity investment in FilmFlex contributed to the achievement of full year profitability. Cash and investments increased $32.6 million during the year leaving cash and investments at $88 million at year end, due primarily to the proceeds from the FilmFlex divestiture and improved working capital management.

The Company's balance sheet is as strong as ever providing us with the confidence to announce our $20 million stock repurchase program in February of this year. Through the quarter ending April 30, 2008, the Company has returned nearly $2 million to shareholders through this stock buyback initiative. We believe that our business model will support the continued return of capital to shareholders based on our confidence in growing our business and generating meaningful cash flow.

Although our performance in fiscal 2008 was excellent, it is our belief that SeaChange's sustainable long-term growth makes this an exciting time.

Growth in Both Established and Untapped Markets

We continue to see sustainable, long-term growth not only in our current markets and within our current customer base, but also around the world as the delivery of video transforms to an on demand paradigm. There are two main drivers for this growth: the demand for more and higher quality content and the rapid expansion of digital subscribers internationally across broadband television platforms. SeaChange, as a true pioneer in VOD and personalized television, is helping to shape both of these global market dynamics. Each of these drivers will continue to contribute to the steady demand for more streaming capacity and, importantly, more sophisticated management software and consumer applications.

Let's take a look at content first.

Our customers continue to showcase VOD as the differentiating product for their pay television subscribers. Comcast, Cox, Virgin Media, as well as many others, are all enhancing their VOD services with content of greater quality and quantity, and consumer applications that drive up usage. With its Project Infinity announcement earlier this year, Comcast plans to offer more than 6,000 movies a month on demand by 2009 compared to 1,300 movies offered today. In addition, Walt Disney's ABC television network will be providing its network programs on an advertising-supported VOD service to network operators who agree to disable the fast-forwarding capability. Cox Communications is the first to offer this option with its MyPrimetime℠ service offering with plans to expand it across its entire subscription base beginning in 2008. Neil Berkett, the CEO of Virgin Media in the UK, has publicized how Virgin's VOD service now ranks as one of the top four networks offered by Virgin, behind the BBC, ITV and Channel 4. All of these developments drive up VOD usage, leading to greater concurrency rates and demand for stream capacity. This is great news for SeaChange.

With more and higher quality content available to consumers with their VOD services, more sophisticated applications for search, personalization and recommendation are becoming essential. SeaChange is addressing these market requirements by introducing major new software applications within our SeaChange®Axiom™ On Demand product line. Our recently announced ReStartTV and Affinity™ software products are designed to meet the market requirements by bringing time-shifted functionality and the familiarity of web-based personalized content to set-top box-based VOD.

The second driver is digital subscriber growth.

Internationally, digital subscriber penetration is set to grow annually at rates in excess of 20%. According to SNL Kagan this is due partly to the analog to digital cable conversion, as well as the growth in IPTV deployments.

The charts on the following page project how digital cable and IPTV subscribers in Asia, Europe and Latin America are set to grow dramatically. And, as the CEOs of our customers will contend, VOD will be the "must-have" product in their television portfolio. The international market is still in its infancy and represents exciting growth potential for us.

SeaChange has been thinking globally and acting locally as we develop these international markets. In Europe, our On Demand Group has been extending its reach aggressively beyond the UK. Its content services joint venture with the Tele München Gruppe for the German speaking territories holds much promise. This joint venture allows SeaChange to uniquely offer content, technology and management services on an integrated or best-of-breed basis by utilizing innovative business models to suit the size and focus of the network operator.

In Asia, we have a significant local presence with more than 120 software engineers in China as well as an engineering and customer support center in the Philippines, and a growing presence on the Indian subcontinent. This resource commitment provides the platform on which we are developing our Asian business.

In Latin America, a market more technologically aligned with the US, we have a highly developed network of partners and distributors that give us reach and local presence.

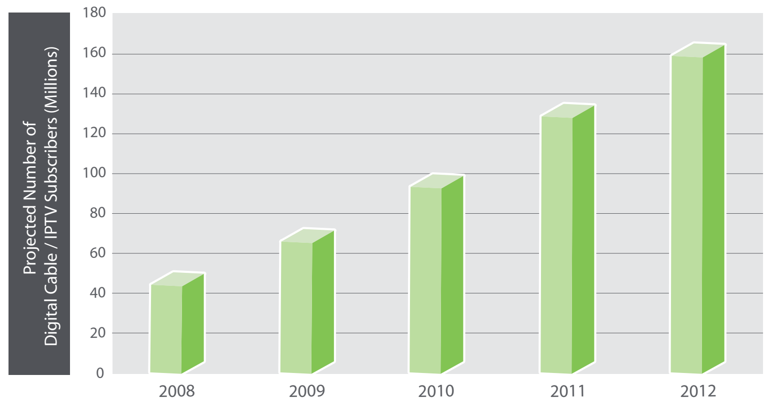
Business Built on a Solid Foundation

The Company's business model is built on a solid foundation of increased recurring revenues and cost containment. Approximately 40% of our revenues now come from recurring service-related revenue sources. We have separated our hardware and software product lines, increasing our recurring software revenues with the effect of driving overall margins up for the Company. For example, we have successfully developed a software subscription program to generate consistent recurring revenue over multi-year contract commitments. A professional services organization has been established with teams in the US and Europe. The On Demand Group in Europe is continuing to contract multi-year agreements with network operators for content and management services.

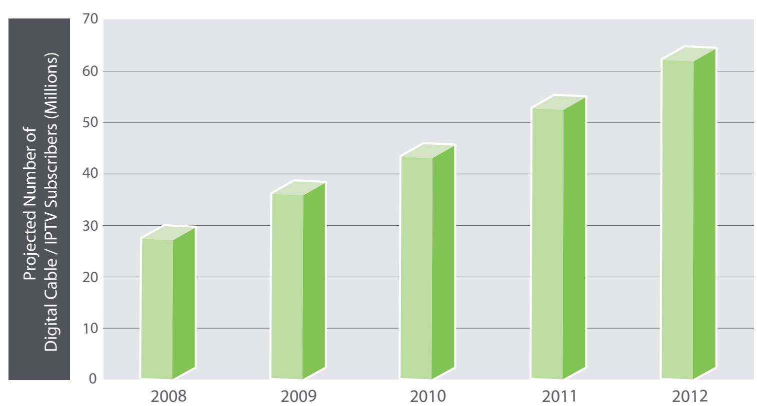
In addition, we have laid the foundation for increased operating leverage by judiciously

Digital Subscriber Growth

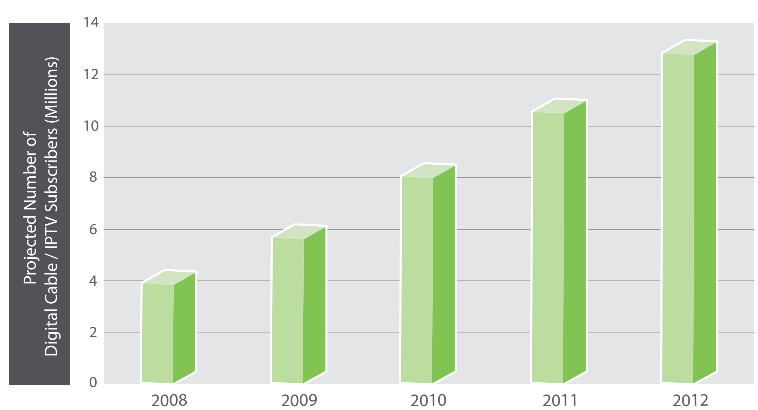
Source: SNL Kagan, 2007



Asia: CAGR - 35.5%



Europe: CAGR - 20.9%



Latin America: CAGR - 32.6%

managing our cost structure. Our operating expenses in fiscal 2008 were essentially flat with fiscal 2007 despite a 12% increase in revenue. Also, gross margins in the second half of fiscal 2008 averaged almost 50% benefiting from reduced manufacturing costs for our VOD and Broadcast products.

An Exciting Future

Looking to the future, SeaChange is extremely well positioned for continued growth.

The evolving convergence of broadband media and new multi-media devices through which consumers can find and watch their content is rapidly becoming a reality. Broadband operators recognize that VOD is the method through which their customers will want to find and consume content. These operators recognize SeaChange as the company that can deliver proven, scalable and feature-rich products and services that allow them to go to market quickly with confidence.

Our Axiom Content Delivery Platform will provide our customers with an open, flexible and scalable software platform on which to develop the advanced applications and operational infrastructure that will accommodate substantial increases in VOD usage while driving down operational complexity and cost. For example, the features within Axiom to develop and support video content delivery networks will be essential for dynamic availability and control, regardless of the consumer device. Time-shifting, personalization, content recommendation and cross-platform content discovery will be available for deployment this year.

Advanced advertising products, whereby our customers will be able to provide intelligent dynamic functionality to the advertising industry, will feature strongly over the next several years. This software product will allow our customers to provide greater reach and relevance to advertisers, in the process establishing a premium advertising medium with new revenue streams.

This growth is only possible with vision, drive and cooperation. The initiative of our valued customers, the dedication and collaboration of our employees around the globe and the endorsement by you, our supportive shareholders, are our ingredients for success.

Bill Styslinger

Bill Styslinger
President, Chief Executive Officer and Chairman
SeaChange International, Inc.

SEACHANGE INTERNATIONAL, INC.
50 Nagog Park
Acton, Massachusetts 01720

NOTICE OF 2008 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JULY 16, 2008

The Annual Meeting of Stockholders of SeaChange International, Inc. ("SeaChange" or the "Company") will be held at SeaChange's offices, located at 50 Nagog Park, Acton, Massachusetts 01720, on Wednesday, July 16, 2008 at 10:00 a.m., local time, to consider and act upon each of the following matters:

1. To elect two members to the Board of Directors to serve for three-year terms as Class III Directors.
2. To approve an amendment to SeaChange's Third Amended and Restated 1996 Employee Stock Purchase Plan (the "Plan") to increase the total authorized shares under the Plan.
3. To ratify the appointment of SeaChange's independent registered public accounting firm.
4. To transact such other business as may properly come before the meeting and any adjournments thereof.

Stockholders entitled to notice of and to vote at the meeting shall be determined as of the close of business on May 19, 2008, the record date fixed by the Board of Directors for such purpose.

IF YOU PLAN TO ATTEND:

Please call Martha Schaefer at (978) 897-0100 if you plan to attend. Please bring valid picture identification, such as a driver's license or passport. Stockholders holding stock in brokerage accounts ("street name" holders) will also need to bring a copy of a brokerage statement reflecting stock ownership as of the record date. Cameras, cell phones, recording devices and other electronic devices will not be permitted at the meeting.

By Order of the Board of Directors

Kevin M. Bisson
Chief Financial Officer, Secretary, Treasurer and
Senior Vice President, Finance and Administration

Acton, Massachusetts
May 30, 2008

Whether or not you expect to attend the meeting, please complete, date and sign the enclosed proxy and mail it promptly in the enclosed envelope to ensure representation of your shares. No postage need be affixed if the proxy is mailed in the United States. If you are the registered holder of the shares, you may rather choose to vote via the Internet or by telephone. If your shares are held in a bank or brokerage account, you may be eligible to vote electronically or by telephone. Please refer to the enclosed form for instructions.

2008 ANNUAL MEETING OF STOCKHOLDERS
PROXY STATEMENT
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SEACHANGE INTERNATIONAL, INC.
50 Nagog Park
Acton, Massachusetts 01720

PROXY STATEMENT
FOR THE ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JULY 16, 2008

May 30, 2008

Proxies in the form enclosed with this proxy statement are solicited by the Board of Directors (the "Board") of SeaChange International, Inc. for use at the Annual Meeting of Stockholders (the "Annual Meeting") to be held on Wednesday, July 16, 2008, at 10:00 A.M. Eastern Time, at SeaChange's offices, located at 50 Nagog Park, Acton, Massachusetts 01720.

Only stockholders of record as of the close of business on May 19, 2008 (the "Record Date") will be entitled to vote at the Annual Meeting and any adjournments thereof.

SeaChange intends to mail a printed copy of this proxy statement and proxy card to certain of its stockholders of record entitled to vote at the annual meeting on or about June 4, 2008. All other stockholders will receive a Notice Regarding the Availability of Proxy Materials (sometimes referred to as the "Notice"), which will be mailed on or about June 4, 2008.

SeaChange is pleased to take advantage of new U.S. Securities and Exchange commission rules that allow companies to furnish their proxy materials over the Internet. We believe that this new process will allow SeaChange to provide its stockholders with the information they need in a timelier manner, while reducing the environmental impact and lowering the costs of printing and distributing its proxy materials.

As a result, SeaChange is mailing to most of its stockholders the Notice instead of a paper copy of this proxy statement and SeaChange's 2008 Annual Report. The Notice contains instructions on how to access those documents over the Internet. All stockholders who do not receive a Notice will receive a paper copy of the proxy materials by mail.

Stockholders may vote in one of the following three ways: (1) by completing, signing and dating the enclosed proxy card and returning it in the enclosed postage paid envelope by return mail, (2) by completing a proxy using the toll-free telephone number listed on the proxy card or Notice, or (3) by completing a proxy on the Internet at the address listed on the proxy card or Notice. Any proxy may be revoked by a stockholder at any time before its exercise by either delivering written revocation or a later dated proxy to the Secretary of SeaChange, entering a new vote by Internet or telephone, or attending the Annual Meeting of Stockholders and voting in person.

All properly completed proxy forms returned in time to be cast at the Annual Meeting will be voted. With respect to the election of the Class III Directors, any stockholder submitting a proxy has a right to withhold authority to vote for the nominee by indicating this in the space provided on the proxy. The stockholders will also consider and vote upon proposals put forth by the Board to approve an amendment to SeaChange's Third Amended and Restated 1996 Employee Stock Purchase Plan and to ratify the selection of SeaChange's independent registered public accounting firm. Where a choice has been specified on the proxy card with respect to each proposal, the shares represented by the proxy will be voted in accordance with your specifications. If no specification is indicated on the proxy card, the shares represented by the proxy will be voted **FOR** each nominee for election to the Board of Directors to serve as a Class III Director, **FOR** the proposal to amend SeaChange's Third Amended and Restated 1996 Employee Stock Purchase Plan, and **FOR** the proposal to approve the ratification of the selection of SeaChange's independent registered public accounting firm.

A majority in interest of the outstanding shares represented at the Annual Meeting in person or by proxy shall constitute a quorum for the transaction of business. Votes withheld from any nominee, abstentions and broker "non-votes" are counted as present or represented for purposes of determining the presence or absence of a quorum for the meeting. A "non-vote" occurs when a nominee holding shares for a beneficial owner votes on one proposal, but does not vote on another proposal because the nominee does not have discretionary voting power and has not received instructions from the beneficial owner. Directors are elected by a plurality of the votes cast by stockholders entitled to vote at the meeting. On all other matters being submitted to stockholders, an affirmative vote of at least a majority of the shares present, in person or represented by proxy, and voting on that matter is required for approval or ratification. An automated system administered by SeaChange's transfer agent tabulates the votes. The vote on each matter submitted to stockholders is tabulated separately. Abstentions, as well as broker "non-votes" are not considered to have been voted for such matters and have the practical effect of reducing the number of affirmative votes required to achieve a majority for such matters by reducing the total number of shares from which the majority is calculated.

The Board of Directors knows of no other matter to be presented at the Annual Meeting. If any other matter should be presented at the Annual Meeting upon which a vote properly may be taken, shares represented by all proxies received by the Board of Directors will be voted with respect thereto in accordance with the judgment of the persons named as proxies and in accordance with the Securities and Exchange Commission's ("SEC's") proxy rules. The persons named as proxies, William C. Styslinger, III and Kevin M. Bisson, were selected by the Board of Directors and are officers of SeaChange. See "Stockholder Proposals" herein at page 8.

OWNERSHIP OF SECURITIES

Securities Ownership Of Certain Beneficial Owners And Management

The following table sets forth information regarding the beneficial ownership of SeaChange common stock as of May 19, 2008 by:

- each person or entity who is known by SeaChange to beneficially own more than 5% of the common stock of SeaChange;
- each of the directors named in the Director Compensation Table on page 12 and each of the executive officers of SeaChange named in the Summary Compensation Table on page 23; and
- all of the directors and executive officers of SeaChange as a group.

Except for the named executive officers and directors, none of these persons or entities has a relationship with SeaChange. Unless otherwise indicated, the address of each person or entity named in the table is c/o SeaChange International, Inc., 50 Nagog Park, Acton, Massachusetts 01720, and each person or entity has sole voting power and investment power (or shares such power with his or her spouse), with respect to all shares of capital stock listed as owned by such person or entity.

The number and percentage of shares beneficially owned is determined in accordance with the rules of the SEC, and is not necessarily indicative of beneficial ownership for any other purpose. Under these rules, beneficial ownership includes any shares as to which a person has sole or shared voting power or investment power and also any shares of common stock underlying options or warrants that are exercisable by that person within 60 days of May 19, 2008. However, these shares underlying options or warrants are not treated as outstanding for the purpose of computing the percentage ownership of any other person or entity. Percentage of beneficial ownership is based on 31,151,210 shares of SeaChange's common stock outstanding as of May 19, 2008.

Name	Amount and Nature of Beneficial Ownership(1)	Percent of Common Stock Outstanding
William C. Styslinger, III (2)	2,037,508	6.5%
Kevin M. Bisson	29,068	*
Steven M. Davi	100,120	*
Ira Goldfarb	196,337	*
Yvette M. Kanouff	142,104	*
Martin R. Hoffmann	197,466	*
Thomas F. Olson	44,563	*
Mary Palermo Cotton	22,501	*
Carmine Vona	64,441	*
Ashford Capital Management, Inc. (3) P.O. Box 4172 Wilmington, DE 19807	1,674,849	5.4%

Name	Amount and Nature of Beneficial Ownership(1)	Percent of Common Stock Outstanding
Wellington Management Company, LLP (4) 75 State Street Boston, MA 02109	4,219,246	13.5%
Dimensional Fund Advisors LP (5) 1299 Ocean Avenue Santa Monica, CA 90401	2,498,012	8.0%
David J. Greene and Company, LLC (6) 599 Lexington Avenue New York, NY 10022	2,318,215	7.4%
Renaissance Technologies LLC (7) 800 Third Avenue New York, NY 10022	1,595,224	5.1%
All executive officers and directors as a group (11 persons) (8)	3,525,415	11.4%

* Less than 1%

(1) Includes shares of Common Stock which have not been issued but are subject to options which either are presently exercisable or will become exercisable within 60 days of May 19, 2008, as follows: Mr. Styslinger, 384,218 shares; Mr. Davi, 98,400 shares; Mr. Goldfarb, 128,900 shares; Ms. Kanouff, 123,250 shares; Mr. Hoffmann, 32,563 shares; Mr. Olson, 27,562 shares; Ms. Cotton, 5,000 shares; and Mr. Vona, 32,563 shares. Excludes restricted stock units that will not have vested within 60 days of May 19, 2008, as follows: Mr. Styslinger, 100,813 unvested restricted stock units; Mr. Bisson, 69,969 unvested restricted stock units; Mr. Davi, 42,272 unvested restricted stock units; Mr. Goldfarb, 45,702 unvested restricted stock units; Ms. Kanouff, 38,323 unvested restricted stock units; Mr. Hoffmann, 19,999 unvested restricted stock units; Mr. Olson, 19,999 unvested restricted stock units; Ms. Cotton, 19,999 unvested restricted stock units; and Mr. Vona, 19,999 unvested restricted stock units. Messrs. Styslinger, Bisson, Davi and Goldfarb and Ms. Kanouff are each Named Executive Officers of SeaChange. Messrs. Styslinger, Hoffmann, Olson and Vona and Ms. Cotton are each directors of SeaChange.

(2) Includes (i) 17,500 shares of common stock owned by Merrill Lynch, Trustee f/b/o William C. Styslinger, III, IRA and (ii) 171,500 shares of common stock owned by CGM IRA Rollover Custodian f/b/o William C. Styslinger, III, IRA. Excludes (i) 86,429 shares of common stock owned by Thomas and Emily Franeta as Trustees of The Styslinger Family Trust; (ii) 11,342 shares of common stock held by Thomas Franeta as Custodian for Kimberly J. Styslinger; (iii) 52,985 shares of common stock owned by his wife, Joyce Styslinger, and (iv) 9,516 shares of Common Stock owned by his daughter, Kimberly J. Styslinger. Mr. Styslinger disclaims beneficial ownership of the shares held by The Styslinger Family Trust; by Thomas Franeta as Custodian for Kimberly J. Styslinger; by his wife, Joyce Styslinger; and by his daughter, Kimberly J. Styslinger.

(3) According to a Schedule 13G filed on February 14, 2008, Ashford Capital Management, Inc. has sole voting and dispositive power over all of the above-mentioned shares.

(4) According to an amended Schedule 13G filed on February 14, 2008, Wellington Management Company, LLP shares voting power with respect to 2,347,046 of the above-mentioned shares with its clients and shares dispositive power over all of the above-mentioned shares with its clients.

(5) According to an amended Schedule 13G filed on February 6, 2008, Dimensional Fund Advisors LP may be deemed to have sole voting and dispositive power over all of the above-mentioned shares. Dimensional Fund Advisors LP serves as investment advisor to four investment companies and serves as investment manager to certain other commingled group trusts and investment accounts, which own the above-mentioned shares. Dimensional Fund Advisors LP disclaims beneficial ownership of such shares.

(6) According to an amended Schedule 13G filed on January 25, 2008, David J. Greene and Company, LLC shares voting power with respect to 1,718,784 of the above-mentioned shares and shares dispositive power over all of the above-mentioned shares.

(7) According to a Schedule 13G filed on February 13, 2008, Renaissance Technologies LLC and James H. Simons each have sole voting power with respect to 1,486,400 of the above-mentioned shares and sole dispositive power over all of the above-mentioned shares.

(8) This group is comprised of those individuals named in the Summary Compensation Table on page 23, the remaining executive officers of SeaChange and those persons who were directors of SeaChange as of May 19, 2008. Includes an aggregate of 1,039,455 shares of Common Stock which the directors and executive officers, as a group, have the right to acquire by exercise of stock options or will acquire upon vesting of restricted stock units within 60 days of May 19, 2008. Excludes an aggregate of 377,075 restricted stock units held by directors and executive officers, as a group, that will not have vested within 60 days of May 19, 2008.

PROPOSAL NO. I

ELECTION OF DIRECTORS

SeaChange's Board of Directors currently consists of five members, four of whom are independent, non-employee directors. The Board of Directors is divided into three classes. Each class serves for a term of three years, with the terms of office of the directors in the respective classes expiring in successive years. The present term of the Class III Directors expires at the Annual Meeting. The Board of Directors, based on the recommendation of the Corporate Governance and Nominating Committee, has nominated Ms. Cotton and Mr. Vona for re-election as the Class III Directors. The Board of Directors knows of no reason why the nominees should be unable or unwilling to serve, but if that should be the case, proxies will be voted for the election of some other person or persons, or for fixing the number of directors at a lesser number. Each of Ms. Cotton and Mr. Vona has consented to being named in this proxy statement as a nominee to be a Class III Director and to serving in that capacity, if elected.

The Board of Directors unanimously recommends a vote "FOR" the Nominees listed below.

The following table sets forth, for each nominee to be elected at the Annual Meeting and the other current directors, the year each nominee or director was first appointed or elected a director, the principal occupation of each nominee and director during at least the past five years and the age of each nominee and director.

Class III Directors (Terms Expire at 2011 Annual Meeting)

Nominee's Name and Year First Became Director	Position and Principal Occupation and Business Experience During the Past Five Years
Mary Palermo Cotton (2004)	Director Mary Palermo Cotton, 50, has served as a Director of SeaChange since September 2004. Currently Ms. Cotton is Chief Executive Officer of iDirect Technologies, a leading provider of satellite based IP communications technology. Previously, Ms. Cotton was a Senior Vice President of SAP, an enterprise software provider, as a result of SAP's June 2006 acquisition of Frictionless Commerce. Prior to the acquisition, Ms. Cotton had been the Chief Executive Officer of Frictionless Commerce, a company providing supplier relationship management software, since February 2005. From February 2003 to July 2004, Ms. Cotton was a Senior Advisor to Aspen Technology, a software service provider, and previously served as Aspen's Chief Operating Officer from January 2001 to January 2003. Ms. Cotton additionally served on the Board of Directors of Precise Software Solutions from June 2000 to June 2003 when Precise Software Solutions was acquired by VERITAS Software.

Carmine Vona (1995)	Director Carmine Vona, 70, has served as a Director of SeaChange since January 1995. In addition, Mr. Vona has been President and Chief Executive Officer of Vona Information Systems, Inc., a consulting firm, since June 1996. Since December 2001, Mr. Vona has served as Chairman of Metrosoft, Inc., a New Jersey based company specializing in providing software products to the mutual funds industry. He also served as Metrosoft's Chief Executive Officer from December 2001 through December 2002. From August 2000 to December 2002, he also served as a member of the Board of Directors of E-LAB, an Italian bank wholly owned by Banca INTESA. From November 1969 to June 1996, Mr. Vona was employed by Bankers Trust Co., during which time he held positions as Executive Vice President and Senior Managing Director for worldwide technology. From August 1986 to June 1996 Mr. Vona was Chairman of BT-FSIS, a software development company and a wholly-owned subsidiary of Bankers Trust Co.

Class I Director (Term Expires at 2009 Annual Meeting)

Director's Name and Year First Became Director	Position and Principal Occupation and Business Experience During the Past Five Years
William C. Styslinger, III (1993)	President, Chief Executive Officer, Chairman of the Board and Director William C. Styslinger, III, 62, is a founder of SeaChange and has served as the President, Chief Executive Officer and a Director since the inception of SeaChange in July 1993 and as Chairman of the Board since January 1995. Prior to forming SeaChange in 1993, Mr. Styslinger was employed at Digital Equipment Corporation since March 1978, most recently as manager of the Cable Television Business Unit from October 1991 to May 1993.

Class II Directors (Terms Expire at 2010 Annual Meeting)

Director's Name and Year First Became Director	Position and Principal Occupation and Business Experience During the Past Five Years
Martin R. Hoffmann (1995)	Director Martin R. Hoffmann, 76, has served as a Director of SeaChange since January 1995. Mr. Hoffmann served as a full-time consultant to the U.S. Department of Defense from October 2004 to March 2007. Mr. Hoffmann served as Of Counsel to the Washington D.C. office of Skadden, Arps, Slate, Meagher & Flom LLP from January 1996 until July 2000. From April 1995 to January 1996, Mr. Hoffmann maintained a law practice and business consulting practice. He was a Visiting Senior Fellow at the Center for Policy, Industry and Industrial Development at Massachusetts Institute of Technology from May 1993 to April 1995, prior to which, from April 1989, he served as Vice President and General Counsel for Digital Equipment Corporation. Mr. Hoffmann is a former member of the Board of Directors of Castle Energy Corporation, an oil and gas exploration and production company, and former Chairman of the Board of Mitretek Systems, a non-profit technology consulting and services company.

Thomas F. Olson (2001)	Director
	Thomas F. Olson, 59, has served as a Director of SeaChange since May 2001. In addition, from January 1999 to December 2003, Mr. Olson served as the Chief Executive Officer of National Cable Communications, a company specializing in cable television advertising time sales. From January 1995 to May 1998, Mr. Olson was Managing Partner of National Cable Communications and Chief Executive Officer of Katz Media Group, a radio, broadcast television and cable television national sales representation firm. Mr. Olson was with Katz Media Group for 23 years. Since 2005, Mr. Olson has also served on the board of Sarkes Tarzian, Inc., a private company that owns and operates television and radio stations.

CORPORATE GOVERNANCE AND THE BOARD OF DIRECTORS

Determination of Director Independence

The Board of Directors has determined that Messrs. Hoffmann, Olson, and Vona and Ms. Cotton are "independent" directors, meeting all applicable independence requirements of the SEC, including Rule 10A-3(b)(1) pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the Marketplace of Rules of The Nasdaq Stock Market ("Nasdaq"). In making this determination, the Board of Directors affirmatively determined that none of such directors has a relationship that, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Stockholder Proposals

Proposals of stockholders intended to be presented at the 2009 Annual Meeting of Stockholders must be received no later than the close of business on February 4, 2009 at SeaChange's principal executive offices in order to be included in the SeaChange proxy statement for that meeting. Any such stockholder proposals should be submitted to SeaChange International, Inc., 50 Nagog Park, Acton, Massachusetts, 01720, Attention: Secretary. Under the By-Laws of SeaChange, stockholders who wish to make a proposal at the 2009 Annual Meeting - other than one that will be included in SeaChange's proxy materials - must notify SeaChange no earlier than January 5, 2009, and no later than February 4, 2009. If a stockholder who wishes to present a proposal fails to notify SeaChange by February 4, 2009, the stockholder would not be entitled to present the proposal at the meeting. If, however, notwithstanding the requirements of the By-Laws of SeaChange, the proposal is brought before the meeting, then under the SEC's proxy rules the proxies solicited by management with respect to the 2009 Annual Meeting will confer discretionary voting authority with respect to the stockholder's proposal on the persons selected by management to vote the proxies. If a stockholder makes a timely notification, the proxies may still exercise discretionary voting authority under circumstances consistent with the SEC's proxy rules.

In order to curtail controversy as to the date on which a proposal will be marked as received by SeaChange, it is suggested that stockholders submit their proposals by Certified Mail—Return Receipt Requested.

Availability of Corporate Governance Documents

SeaChange's Code of Ethics and Business Conduct ("Ethics Policy") for all directors and all employees of SeaChange, including executive officers, and the charters for SeaChange's Board of Directors standing committees (Audit, Compensation and Option, Corporate Governance and Nominating) are available on SeaChange's website at *www.schange.com* under the "Corporate Governance" section of the "Investor Relations" link. SeaChange will ensure that amendments, if any, to these documents are disclosed and posted on this website.

Board Meetings

The Board of Directors of SeaChange met twelve times and acted by written consent one time during the fiscal year ended January 31, 2008. During the fiscal year ended January 31, 2008, each director attended at least 75% of the total number of meetings of the Board of Directors and meetings of all the committees of the Board on which they serve. SeaChange has a policy that its Board of Directors attend SeaChange's Annual Meeting of Stockholders. Last year, all of the directors attended the Annual Meeting of Stockholders that was held on July 18, 2007.

Lead Director

The Board of Directors has appointed an independent director to serve as Lead Director. The function of the Lead Director is to facilitate and improve communication between the independent directors and SeaChange by serving as the interface between SeaChange's Chief Executive Officer, senior management and the Board of Directors. The Lead Director works with the chairperson of the Compensation and Option Committee to establish goals for the Chief Executive Officer each fiscal year and conducts the annual Chief Executive Officer evaluation. Mr. Olson currently serves as the Lead Director.

Board Committees

The Board has three standing committees: an Audit Committee, a Compensation and Option Committee, and a Corporate Governance and Nominating Committee. The members of each committee are appointed by the Board based on the recommendation of the Corporate Governance and Nominating Committee. The members are set forth below in this proxy statement. Actions taken by any committee of the Board are reported to the Board, usually at the next Board meeting following a committee meeting. Each standing committee is governed by a committee-specific charter that is reviewed periodically by the applicable committee pursuant to the rules set forth in each charter. The Board annually conducts a self-evaluation of each of its committees. All members of all committees are independent directors.

Audit Committee

The Audit Committee members are Messrs. Hoffmann, Olson and Vona and Ms. Cotton (Chair), each of whom meet the independence requirements of the SEC and Nasdaq, as described above. In addition, SeaChange's Board has determined that each member of the Audit Committee is financially literate and that Ms. Cotton satisfies the requirement of the Marketplace Rules applicable to Nasdaq-listed companies that at least one member of the Audit Committee possess financial sophistication and that Ms. Cotton is an "audit committee financial expert" as defined in the rules and regulations promulgated under the Exchange Act. The Audit Committee's oversight responsibilities include matters relating to SeaChange's financial disclosure and reporting process, including the system of internal controls, the performance of SeaChange's internal audit function, compliance with legal and regulatory requirements, and the appointment and activities of SeaChange's independent auditors. The Audit Committee met six times during fiscal year 2008. The responsibilities of the Audit Committee and its activities during fiscal year 2008 are more fully described in the Audit Committee Report contained in this proxy statement.

Compensation and Option Committee

The Compensation and Option Committee members are Messrs. Hoffmann, Olson (Chair) and Vona, each of whom meet the independence requirements of the SEC and Nasdaq, as described above. Among other things, the Compensation and Option Committee determines the compensation, including stock options, restricted stock units and other equity compensation, of SeaChange's management and key employees, and administers and makes recommendations concerning SeaChange's equity compensation plans. The Compensation and Option Committee met five times and acted by unanimous written consent six times during fiscal year 2008. The responsibilities of the Compensation and Option Committee and its activities during fiscal year 2008 are more fully described in the Compensation Discussion and Analysis contained in this proxy statement.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee members are Messrs. Hoffmann (Chair), Olson and Vona, each of whom meet the independence requirements of the SEC and Nasdaq, as described above. The Corporate Governance and Nominating Committee is responsible for oversight of corporate governance at SeaChange, recommending to the Board of Directors persons to be nominated for election or appointment as directors of SeaChange and monitoring compliance with SeaChange's Ethics Policy. The Corporate Governance and Nominating Committee identifies Board candidates through numerous sources, including recommendations from existing Board members, executive officers, and stockholders of SeaChange. Additionally, the Corporate Governance and Nominating Committee may identify candidates through engagements with executive search firms. The Corporate Governance and Nominating Committee met one time during fiscal year 2008.

Qualifications of Director Candidates

In evaluating the suitability of individuals for Board membership, the Corporate Governance and Nominating Committee takes into account many factors, including whether the individual meets the requirements for independence, his or her professional expertise and educational background, and other factors that promote diversity of views and experience. The Corporate Governance and Nominating Committee evaluates each individual in the context of the entire Board, with the objective of recommending nominees who can best further the success of SeaChange's business and represent stockholder interests. As part of the review in fiscal year 2008 by the Corporate Governance and Nominating Committee of SeaChange's corporate governance documents, these criteria were reviewed. No changes to these criteria were recommended as a result of such review.

Procedures for Stockholders to Recommend Director Candidates

Stockholders wishing to suggest candidates to the Corporate Governance and Nominating Committee for consideration as potential director nominees may do so by submitting the candidate's name, experience, and other relevant information to the SeaChange Corporate Governance and Nominating Committee, 50 Nagog Park, Acton, Massachusetts 01720. SeaChange stockholders wishing to nominate directors may do so by submitting a written notice to the Secretary of SeaChange at the same address in accordance with the nomination procedures set forth in SeaChange's By-Laws. The procedures are summarized in this proxy statement under the heading "Stockholder Proposals." The Secretary will provide the notice to the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee does not distinguish between nominees recommended by stockholders and other nominees. All nominees must meet, at a minimum, the qualifications described in "Qualifications of Director Candidates" above. The Committee did not receive any stockholder nominee recommendations for this annual meeting.

Process for Stockholders to Communicate with Directors

Stockholders may write to the Board or a particular Board member by addressing such communication to the Board or Board member, as applicable, care of SeaChange's Chief Financial Officer, at SeaChange's offices at 50 Nagog Park, Acton, Massachusetts 01720. Unless such communication is addressed to an individual director, SeaChange will forward any such communication to each of the directors.

Compensation of Directors

During the fiscal year ended January 31, 2008, directors who were employees of SeaChange received no cash compensation for their services as directors, except for reimbursement of expenses incurred in connection with attending meetings. In fiscal year 2008, SeaChange directors who are not employees of SeaChange earned a fee of $4,000 per quarter and a fee of $1,000 for each meeting of the Board of Directors that they attended in person or by phone and such directors were reimbursed for their reasonable out-of-pocket expenses incurred in attending such meetings. In addition, effective with the third quarter of fiscal 2007, SeaChange implemented a policy for the Lead Director to receive a cash payment of $10,000 per quarter in consideration of service as Lead Director, for a total $40,000 per annum. Accordingly, for fiscal 2008, Mr. Olson earned $40,000 for his service as Lead Director in addition to earning $28,000 for his service as a director. The Chairperson of the Audit Committee of the Board of Directors is also entitled to receive a cash payment of $2,000 per quarter for a total payment of $8,000 per annum in addition to earning $29,000 for service as a director.

In accordance with the compensation policy for non-employee directors adopted by the Compensation and Option Committee in December 2005, each non-employee director is entitled to receive an annual grant of 10,000 restricted stock units in lieu of a quarterly option grant to purchase 2,500 shares of SeaChange's common stock. The grant with respect to fiscal 2008 was made in May 2008.

Director Compensation
Fiscal Year 2008

Name	Fees Earned or Paid in Cash ($)	Stock Awards (1) ($)	Total ($)
Mary Palermo Cotton	37,000	63,685	100,685
Martin R. Hoffmann	29,000	63,685	92,685
Thomas F. Olson	68,000	63,685	131,685
Carmine Vona	30,000	63,685	93,685

(1) Reflects compensation expense for restricted stock unit grants recognized for financial reporting purposes (exclusive of any assumptions for forfeitures) under Statement of Financial Accounting Standards No. 123(R), "Share-Based Payment," (FAS 123R) for the fiscal year ended January 31, 2008. During fiscal 2008, there were no awards of restricted stock or stock options granted to any of the directors. Not included in this table is the grant of 10,000 restricted stock units made to each non-employee director in May 2008 with respect to fiscal 2008.

The table below shows the aggregate number of stock awards and options outstanding for each non-employee director as of January 31, 2008. Stock awards consist of unvested restricted stock units. Upon vesting, the units are paid in the form of shares of our common stock. Not included in this table is the grant of 10,000 restricted stock units made to each non-employee director in May 2008 with respect to fiscal 2008, as this grant was not outstanding as of January 31, 2008.

Name	Aggregate Stock Awards Outstanding (#)	Aggregate Stock Options Outstanding (#)
Mary Palermo Cotton	9,999	5,000
Martin R. Hoffmann	9,999	32,563
Thomas F. Olson	9,999	27,562
Carmine Vona	9,999	32,563

Report of the Audit Committee

The Audit Committee currently consists of Ms. Cotton (chair) and Messrs. Hoffmann, Olson and Vona.

The Audit Committee's primary duties and responsibilities are to:

- Appoint, compensate and retain SeaChange's independent registered public accounting firm, and oversee the work performed by the independent registered public accounting firm.
- Assist the Board of Directors in fulfilling its responsibilities by reviewing the financial reports provided by SeaChange to the SEC and SeaChange's stockholders.
- Monitor the integrity of SeaChange's financial reporting process and systems of internal controls regarding finance, accounting, and legal compliance.
- Recommend, establish and monitor procedures designed to improve the quality and reliability of the disclosure of SeaChange's financial condition and results of operations.
- Provide an avenue of communication among the independent registered public accounting firm, management and the Board of Directors.

The Board of Directors has adopted a written charter setting out the functions the Audit Committee is to perform. A copy of this may be found on SeaChange's website at *www.schange.com* under the "Corporate Governance" section of the "Investor Relations" link.

Management has primary responsibility for SeaChange's consolidated financial statements and the overall reporting process, including SeaChange's system of internal controls.

The independent registered public accounting firm audits the annual consolidated financial statements prepared by management, expresses an opinion as to whether those consolidated financial statements fairly present, in all material respects, the financial position, results of operations and cash flows of SeaChange in conformity with accounting principles generally accepted in the United States of America, expresses an opinion on the effectiveness of internal control over financial reporting and discusses with the Audit Committee any issues the independent registered public accounting firm believes should be raised with SeaChange.

For fiscal year 2008, the Audit Committee reviewed the audited consolidated financial statements of SeaChange and met with both management and Grant Thornton LLP, SeaChange's independent registered public accounting firm, to discuss those consolidated financial statements. Management has represented to the Audit Committee that the consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America and that there were no material deficiencies in the design or operation of internal controls which could adversely affect SeaChange's ability to record, process, summarize and report financial data and that there was no fraud, whether or not material, that involved management or other employees who have a significant role in SeaChange's internal controls.

The Committee has received from and discussed with Grant Thornton LLP the written disclosure and the letter required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees). These items relate to Grant Thornton LLP's independence from SeaChange. The Committee also discussed with Grant Thornton LLP the matters required to be discussed by Statement on Auditing Standards Nos. 61 and 90, as amended.

Based on these reviews and discussions, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements of SeaChange be included in its Annual Report on Form 10-K for the fiscal year ended January 31, 2008. The Audit Committee also decided to retain Grant Thornton LLP as SeaChange's independent registered public accounting firm for the 2009 fiscal year.

RESPECTFULLY SUBMITTED BY THE AUDIT
COMMITTEE OF THE BOARD OF DIRECTORS

Mary Palermo Cotton, Chair
Thomas F. Olson
Martin R. Hoffmann
Carmine Vona

The information contained in this Audit Committee Report shall not be deemed to be "soliciting material." No portion of this Audit Committee Report shall be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, through any general statement incorporating by reference in its entirety the Proxy Statement in which this report appears, except to the extent that SeaChange specifically incorporates this report or any portion of it by reference. In addition, this report shall not be deemed to be filed under either the Securities Act or the Exchange Act.

INFORMATION CONCERNING EXECUTIVE OFFICERS

In addition to Mr. Styslinger, SeaChange's President, Chief Executive Officer, Chairman of the Board and Director, whose biographical information is set forth above at page 7, SeaChange's executive officers are:

Executive Officer's Name	Position and Principal Occupation and Business Experience During the Past Five Years
Kevin M. Bisson	Chief Financial Officer, Treasurer, Secretary and Senior Vice President, Finance and Administration Kevin M. Bisson, 46, joined SeaChange on March 13, 2006 as the Senior Vice President, Finance and Administration, Secretary and Treasurer. Following the filing of SeaChange's Annual Report on Form 10-K for the year ended January 31, 2006, Mr. Bisson assumed the role of Chief Financial Officer. Prior to joining SeaChange, Mr. Bisson served from May 2003 until March 2006 as the Senior Vice President and Chief Financial Officer of American Superconductor Corporation, an energy technologies company, and was also the Treasurer of American Superconductor Corporation from January 2004 until March 2006. Prior to joining American Superconductor Corporation, Mr. Bisson served from 2000 to 2003 as Vice President, Controller and Treasurer for Axcelis Technologies, Inc., a semiconductor equipment manufacturing company. Prior to joining Axcelis Technologies, Mr. Bisson served for ten years in a number of financial capacities with United Technologies Corporation.
Steven M. Davi	Senior Vice President, Software Engineering Steven M. Davi, 44, joined SeaChange in November 1997 and, since July 2005, has served as Senior Vice President, Software Engineering. Mr. Davi previously served as Vice President, Engineering from August 2003 to July 2005, as Manager, Engineering from August 1998 to August 2003 and as Consulting Software Engineer from November 1997 to August 1998. Prior to joining SeaChange, Mr. Davi served from September 1990 until November 1997 in various engineering and managerial positions at Banyan Systems Inc., a network operating system software company that specialized in enterprise scale directory and messaging products. Prior to joining Banyan Systems, Mr. Davi served from June 1985 until September 1990 in various engineering positions within the networking division at Data General.
Ira Goldfarb	Senior Vice President, Worldwide Sales Ira Goldfarb, 50, has served as Senior Vice President, Worldwide Sales since August 2003. Prior to that, Mr. Goldfarb served as Vice President, Worldwide Sales since January 1998, Vice President, U.S. Systems Sales from August 1997 to January 1998, as Vice President, Eastern Region from January 1997 to August 1997, and as Vice President, Central Region, from August 1994 to January 1997. Prior to joining SeaChange, Mr. Goldfarb held several sales management positions at Digital Equipment Corporation from September 1983 to July 1994.

Yvette Kanouff	Chief Strategy Officer Yvette Kanouff, 42, joined SeaChange in September 1997 and, since March 2006, has served as SeaChange's Chief Strategy Officer. Previously, Ms. Kanouff served from July 2005 to March 2006 as Senior Vice President, Strategic Planning and Business Development, and as Vice President, Interactive Television Management from August 2003 to July 2005. Ms. Kanouff served as Vice President, Technology from July 2001 to August 2003, and as Director, Interactive Technology from September 1997 to July 2001. Prior to that, Ms. Kanouff served as Director of Interactive Technologies for Time Warner Cable and worked as a signal processing mathematician at Lockheed Martin.
Anthony William Kelly	Senior Vice President Anthony Kelly, 46, has served as Senior Vice President of SeaChange since September 2005, concurrent with SeaChange's acquisition of ODG. Mr. Kelly also serves as Chief Executive Officer of ODG, a position he has held since 1996. Prior to assuming the role of Chief Executive Officer of ODG, Mr. Kelly served as a director of the Lambie Nairn Group from May 1992 to December 1994 and as an executive at Video Networks Limited from December 1992 to April 1995. Prior to that, from July 1990 to April 1992, Mr. Kelly served as CEO of the Palace Group, a major UK independent film producer and distributor. Before joining Palace, Mr. Kelly was Head of Program Finance at British Satellite Broadcasting from 1987 to June 1990.
Bruce E. Mann	Senior Vice President, Network Storage Engineering Bruce E. Mann, 60, joined SeaChange in September 1994 as Vice President, Network Storage Engineering. In August 2003, Mr. Mann assumed the role of Senior Vice President, Network Storage Engineering. Prior to joining SeaChange, Mr. Mann served as Director of Engineering at Ungermann-Bass, Inc., a subsidiary of Tandem Computers Inc., from March 1993 to September 1994. Prior to that, from September 1976 to March 1993, Mr. Mann was an engineer at Digital Equipment Corporation, most recently as Senior Consulting Engineer.

Executive officers of SeaChange are appointed by, and serve at the discretion of, the Board of Directors, and serve until their successors have been duly elected and qualified. There are no family relationships among any of the executive officers or directors of SeaChange. Each executive officer is a full time employee of SeaChange.

COMPENSATION DISCUSSION AND ANALYSIS

Overview

SeaChange structures its executive compensation to reflect individual responsibilities and contributions, while providing incentives to achieve overall business and financial objectives. The Compensation and Option Committee (the "Committee") of the Board has responsibility for establishing, implementing and monitoring adherence to this philosophy.

The Committee has designed an executive compensation program that rewards the achievement of specific financial and non-financial goals through a combination of cash and stock-based compensation. This bifurcation between financial and non-financial objectives and between cash and stock-based compensation provides a structure in which executives are rewarded for achieving results that the Committee believes will enhance stockholder value.

The Committee believes that compensation for its officers should be set at levels that are competitive within the relevant industry, so that SeaChange maintains its ability to attract and retain superior employees in key positions. By doing so, SeaChange believes that its ability to achieve financial and non-financial goals is enhanced.

Setting Executive Compensation

When making compensation decisions, the Committee begins with a breakdown of each compensation component for its Chief Executive Officer. This breakdown includes the dollar amount of each component of compensation payable to the Chief Executive Officer in the relevant period, together with the related metrics for performance-based compensation. The overall purpose of this breakdown is to bring together, in one place, all of the elements of fixed and contingent compensation, so that the Committee may analyze both the individual elements of compensation (including the compensation mix) as well as the aggregate total amount of actual and projected compensation.

The Committee then presents this breakdown to the Chief Executive Officer, who provides input to the Committee on the reasonableness, feasibility and effectiveness of the compensation components, including performance metrics, proposed by the Committee. The Chief Executive Officer then creates similar compensation component breakdowns for the other executive officers, presenting compensation recommendations of both base and performance-based compensation in the relevant period, together with the related performance metrics. These recommendations are then reviewed and, once agreed upon, approved by the Committee. The Committee can exercise its discretion in modifying any recommended compensation to executives, and exercises this discretion in active consultation with the Chief Executive Officer.

In fiscal 2007, SeaChange engaged Ben S. Cole Financial to prepare a competitive assessment of compensation practices for SeaChange's executive officers and directors. Among the findings of the report prepared by Ben S. Cole Financial, were recommendations for:

- an increase in base salaries, as appropriate, to market and individual performance levels;
- a standardization of bonus opportunities to executives and a linking of performance metrics and payout opportunities to milestone achievements by SeaChange; and
- a continued monitoring of marketplace trends regarding long-term incentives, particularly in the continued use of restricted stock and restricted stock units.

In completing this analysis, Ben S. Cole Financial, together with SeaChange, referenced the following list of peer companies:

- Avid Technology Inc.
- C-COR Incorporated
- Concurrent Computer Corporation
- Harmonic Inc.
- Mercury Computer Systems, Inc.
- OpenTV Corp.
- Terayon Communications Systems, Inc.
- Think Partnership Inc.

Since the date of that report, C-COR Incorporated has been acquired by Arris Group Inc. SeaChange believes that the group of companies is representative of the sector in which SeaChange operates, and the group was chosen because of each of the companies' relative leadership position in products also offered by SeaChange, their relative size as measured by market capitalization and the relative complexity of the business.

In determining fiscal 2008 compensation for SeaChange's executive officers, the Committee considered general trends in market compensation and endeavored to continue to implement the recommendations from the report of Ben S. Cole Financial. However, the Committee neither set compensation by reference to a specific level of the compensation paid by the peer companies nor engaged for other purposes Ben S. Cole Financial or any other external compensation consultants.

The Committee endeavors to establish a compensation program that is internally consistent and equitable in order for SeaChange to achieve its overall corporate objectives. Within this framework, the level of the Chief Executive Officer's compensation will differ from that of the other executives because of the difference in his role and responsibilities and the compensation practices at peer companies.

Fiscal 2008 Executive Compensation Components

For the fiscal year ended January 31, 2008, the principal components of compensation for named executive officers were:

- base salary;
- performance-based incentive compensation;
- change in control and termination benefits; and
- general employee welfare benefits.

As discussed below, the Committee believed that this mix of compensation would allow SeaChange to pay its executive officers competitive levels of compensation that best reflect individual responsibilities and contributions, while providing incentives to achieve overall business and financial objectives.

Base Salary

SeaChange provides named executive officers and other employees with base salary to compensate them for services rendered during the fiscal year. Base salary ranges for named executive officers are determined individually for each executive.

During its review of base salaries for executives, the Committee primarily considers:

- individual performance of the executive;
- SeaChange's overall past operating and financial performance and future expectations;
- internal review of the executive's compensation, both individually and relative to other executive officers; and
- market data regarding peer companies.

The Committee does not give a specific weighting among these various factors but rather considers the factors collectively in setting base salary. Salary levels are typically considered on an annual basis as part of SeaChange's performance review process, as well as upon a promotion or other change in job responsibility. SeaChange tries to provide an allocation between base and performance-based incentive compensation that reflects market conditions and appropriately ensures alignment of individual performance with SeaChange's objectives.

Performance-Based Incentive Compensation

The Committee believes that performance-based incentive compensation motivates the achievement of critical annual performance objectives aimed at enhancing stockholder value. The performance-based incentive compensation plans established for each of Messrs. Bisson, Davi, Goldfarb and Styslinger and Ms. Kanouff provide for a cash base salary and eligibility for an equity and/or cash-based incentive bonus.

Performance-based compensation for each of the named executive officers included the overall company financial objectives related to:

- revenue for fiscal 2008;
- cash position as of the end of fiscal 2008; and
- net income for the second half of fiscal 2008.

Financial performance-based objectives also included the financial performance of specific software product lines in the case of Mr. Davi and Ms. Kanouff, and revenue-based commissions in the case of Mr. Goldfarb and Ms. Kanouff. Non-financial performance-based objectives included customer satisfaction and employee development in the case of each of Messrs. Davi and Goldfarb and Ms. Kanouff, and product development process improvement in the case of Mr. Davi and Kanouff. The Committee determined that the combination of these financial and non-financial objectives and sales-based commissions provided an overall compensation structure that the Committee believed would focus each of the named executive officers to achieve both these objectives of SeaChange.

In determining the targets and payouts at target for each of the objectives, the Committee considered the probability of achieving that target and the corresponding level of individual and group effort that would be required to achieve that target. Within that framework, the Committee set a fiscal 2008 revenue target of $195,000,000; a cash balance target of $60,000,000 as of January 31, 2008; and a fiscal 2008 second-half net income target of $1,500,000. The Committee retained discretion to adjust these targets during the year, including discretion to reflect unusual or non-recurring items. The Committee exercised this discretion in connection with the sale of the Company's equity investment in FilmFlex Movies Limited, excluding the resulting approximate $10 million gain from reported second half net income and excluding the resulting approximate $18 million of cash proceeds from cash balance as of fiscal year-end. The Committee did not establish limits for itself with respect to exercise of this discretion, and believes that this discretion is important in order to retain the ability to compensate executive officers in a manner that reflects overall corporate performance in the market conditions.

In establishing the Company financial targets and potential payout for the named executive officers, the Committee provided for additional cash and RSU payouts in the event that any of the three primary performance-based financial objectives were exceeded and similarly provided for a decreasing amount of cash and RSU payouts in the event that any of the three performance-based financial objectives were not met. The Committee did not establish an upward limit on payouts in the event that any of the three primary performance-based financial objectives were exceeded, but did establish a floor below which no corresponding payout would be made in the event that any of the three performance-based objectives were not met. These provisions were established to provide incentive to the Company's officers to exceed the Company's financial targets as well as to provide some form of payout for performance that approaches but may not meet the established targets. In fiscal 2008, the Company exceeded targeted cash position and second half net income, resulting in above-target performance-based payouts to the Company's executive officers based on these factors. However, the Company did not meet the fiscal 2008 revenue target, resulting in no performance-based payouts to the Company's executive officers related to this factor.

Other than with respect to Mr. Bisson whose performance-based compensation was solely in the form of equity awards of restricted stock units (RSUs), the Committee structured the performance-based compensation to be a mixture of cash and equity awards in the form of RSUs. In determining an allocation between equity and cash incentive-based compensation (other than with respect to incentive-based compensation in the form of sales commissions which were payable solely in cash), the Committee generally seeks to have recipients earn greater value from equity awards than from cash awards. This weighting toward equity awards is done because the Committee believes that equity-based incentive compensation further aligns the interests of the executive officers with those of the stockholders, increases executive ownership of SeaChange's stock, and enhances executive retention in a challenging business environment and competitive labor market.

With respect to Mr. Bisson, the Committee established performance-based compensation to be satisfied solely in the form of RSUs, reflecting that Mr. Bisson joined SeaChange in March 2006 and that it was desirable to enhance Mr. Bisson's equity ownership in SeaChange.

Grants of the RSUs were made pursuant to SeaChange's 2005 Plan. With respect to all named executive officers, RSUs awarded under the fiscal 2008 compensation plan have a three year vesting schedule, and vest in equal annual installments with the first tranche to vest January 31, 2009. The Committee is limited, however, in that SeaChange has made a commitment not to grant equity awards in excess of two percent (2.0%) per fiscal year, subject to reasonable adjustments as may be necessary to account for unusual corporate events such as acquisitions and new hires of executive officers.

SeaChange has made and from time to time continues to make grants of stock options and RSUs to eligible employees based upon SeaChange's overall financial performance and their individual contributions. Stock options and RSUs are designed to align the interests of SeaChange's executives and other employees with those of its stockholders by encouraging them to enhance the value of SeaChange. In addition, the vesting of stock options and RSUs over a period of time is designed to defer the receipt of compensation by the recipient, creating an incentive for the employee to remain with SeaChange. SeaChange does not have a program, plan or practice to select equity grant dates in connection with the release of favorable or negative news.

With regard to fiscal 2009, SeaChange has established similar financial and non-financial goals that will be used in determining performance-based incentive compensation for the fiscal year. Following the Committee's assessment of company performance and its determination of the payouts for fiscal 2009, SeaChange will include the required information in its proxy statement to be filed in 2009.

Change in Control and Termination Benefits

SeaChange has entered into change-in control severance agreements with each of its named executive officers. The specific terms of these arrangements, as well as an estimate of the compensation that would have been payable had they been triggered as of fiscal year-end, are described in detail on page 29 under the heading entitled "Potential Payments Upon Termination or Change in Control."

The change-in-control agreements are designed to provide an incentive to remain with SeaChange leading up to and following a change in control. As discussed below, the agreements are tailored to provide for incremental benefits upon a change in control and upon termination of employment in the period subsequent to a change in control. The Committee believes that this layered method of compensation enhances stockholder value by enhancing the incentives for an executive officer to remain with SeaChange through a change in control.

Given the range in individual situations among SeaChange's executive officers and the desire to provide a relatively uniform basis of benefits among these individuals, the Committee has determined that it is appropriate for each of the executive officers to continue to be party to these change in control severance agreements.

General Employee Welfare Benefits

SeaChange also has various broad-based employee benefit plans. Executive officers participate in these plans on the same terms as eligible, non-executive employees, subject to any legal limits on the amounts that may be contributed or paid to executive officers under these plans. SeaChange offers a stock purchase plan, under which employees may purchase common stock at a discount, and a 401(k) retirement plan, which permits employees to invest in a choice of mutual funds on a pre-tax basis. SeaChange also maintains medical, disability and life insurance plans and other benefit plans for its employees.

Tax and Accounting Implications

The financial reporting and income tax consequences to SeaChange of individual compensation elements are important considerations for the Committee when it is analyzing the overall level of compensation and the mix of compensation among individual elements. Overall, the Committee seeks to balance its objective of ensuring an effective compensation package for named executive officers with the need to maximize the immediate deductibility of compensation – while ensuring an appropriate and transparent impact on reported earnings and other closely followed financial measures.

In making its compensation decisions, the Committee has considered that Internal Revenue Code Section 162(m) limits deductions for compensation paid in excess of $1 million. As a result, the Committee has designed much of the total compensation packages for the named executive officers to qualify for the exemption of "performance-based" compensation from the deductibility limit. However, the Committee does have the discretion to design and use compensation elements that may not be deductible under Section 162(m), if the Committee considers the tax consequences and determines that nevertheless those non-deductible elements are in SeaChange's best interests.

Summary Compensation Table

The following table sets forth summary information concerning the compensation awarded to, paid to or earned by each of SeaChange's named executive officers for all services rendered in all capacities to SeaChange in fiscal 2008 and fiscal 2007.

Name and Principal Position	Year	Salary ($)	Bonus (1) ($)	Stock Awards (2) ($)	Option Awards (3) ($)	Non-Equity Incentive Plan Compensation (4) ($)	Total ($)
William C. Styslinger, III *President, Chief Executive Officer, Chairman of the Board and Director*	2008 2007	401,250 375,000	– –	368,242 77,625	2,329 28,759	653,761 67,582	1,425,582 548,966
Kevin M. Bisson *Chief Financial Officer, Senior Vice President, Finance and Administration, Treasurer and Secretary*	2008 2007	313,298 265,962	– 35,000	363,276 172,881		– –	676,574 473,843
Yvette Kanouff *Chief Strategy Officer*	2008 2007	234,869 203,867	– –	176,881 70,719	450 6,920	333,360 457,527	745,560 739,033
Ira Goldfarb *Senior Vice President, Worldwide Sales*	2008 2007	150,000 150,000	– –	187,882 64,657	497 7,884	340,858 337,053	679,191 559,594
Steven M. Davi *Senior Vice President, Software Engineering*	2008 2007	216,719 205,125	– –	185,064 87,274	450 7,309	130,752 122,014	532,985 421,722

(1) Reflects a fiscal 2007 $35,000 bonus to Mr. Bisson in accordance with his initial employment offer.

(2) Compensation expense for restricted stock unit awards is related to our performance-based compensation and is included in the Stock Awards column. This expense represents the value of restricted stock unit awards for financial statement reporting purposes for fiscal 2008 and 2007, as computed in accordance with FAS 123R, disregarding any estimates of forfeitures related to service-based vesting conditions. In fiscal 2008, Mr. Styslinger earned 89,892 restricted stock units with a fair value of $631,043; Mr. Bisson earned 40,860 restricted stock units with a fair value of $286,838; Ms. Kanouff earned 25,216 restricted stock units with a fair value of $177,017; Mr. Goldfarb earned 34,213 restricted stock units with a fair

value of $240,177; and Mr. Davi earned 25,316 restricted stock units with a related fair value of $177,719. The fair values were based on the closing price of our common stock at January 31, 2008 of $7.02. The fair value of restricted stock units is amortized over the fiscal performance period and three-year vesting period. The compensation for these stock awards listed in the Stock Awards column of this table is that portion of the expense that is attributable to the fiscal 2008 performance period for the fiscal 2008 stock awards and the first year vesting period for the fiscal 2007 stock awards. The balance of the FAS 123R expenses reflected in that column related to the compensation expense of other equity awards made to the named executive officers, including those disclosed in the Grants of Plan-Based Award Table.

(3) The amounts in the Option Awards column represent the FAS 123R expense of awards of stock options made to the named executive officers prior to fiscal 2007 excluding an estimate of forfeitures related to service-based vesting conditions. No awards of stock options were made to the named executive officers in fiscal 2008 or fiscal 2007. The option awards expense was determined using the Black-Scholes option valuation model, which estimates the value of an equity award using subjective assumptions which can vary over time. For a complete discussion of our adoption of FAS 123R and the relevant assumptions we use to calculate the grant date fair value of option awards, see "Note 5, Stock-Based Compensation and Stock Incentive Plans" of the "Notes to Consolidated Financial Statements" in SeaChange's fiscal 2008 Annual Report on Form 10-K.

(4) The Non-Equity Incentive Plan Compensation column reflects the cash awards made to the named executive officers under the fiscal 2008 and 2007 performance-based compensation plans. For fiscal year 2008, The Non-Equity Incentive Plan Compensation column includes $169,920 in sales commissions earned by Ms. Kanouff and $340,858 in sales commissions earned by Mr. Goldfarb.

Grants of Plan-Based Awards

No grants were made under the fiscal year 2008 performance-based incentive plan during fiscal 2008. Awards of restricted stock units under the fiscal year 2008 performance-based incentive plan were made in May 2008, and these awards are reflected in the Summary Compensation Table above. However, SeaChange did make certain other grants to its named executive officers in fiscal 2008, as detailed below, in recognition of the executive officer's contributions to SeaChange's fiscal year 2007 operations and performance and as an incentive for future performance. As detailed in SeaChange's 2007 proxy statement, the following grants of restricted stock units were made in fiscal 2008 with respect to fiscal year 2007 operations and performance.

Name	Grant Date	All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards ($)
Willliam C. Styslinger, III	5/7/2007	6,383	56,426
Kevin M. Bisson	7/18/2007	11,165	88,762
Yvette Kanouff	5/7/2007	13,160	116,334
Ira Goldfarb	5/7/2007	10,735	94,897
Steven M. Davi	5/7/2007	18,934	167,377

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth summary information regarding the outstanding equity awards at January 31, 2008 granted to each of SeaChange's named executive officers.

	Option Awards(1)				Stock Awards(2)	
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)
Willliam C. Styslinger, III	24,045	–	7.88	4/26/09	17,588	123,468
	298	–	7.17	4/26/09		
	41,000	–	26.75	5/24/10		
	2,380	–	18.75	4/20/11		
	52,620	–	18.75	4/20/11		
	55,000	–	13.76	4/4/12		
	46,875	–	7.00	3/5/13		
	40,000	–	15.59	11/4/13		
	20,000	–	14.56	12/4/13		
	20,000	–	15.62	3/4/14		
	40,000	–	12.21	5/24/14		
	20,000	–	14.47	8/4/14		
	20,000	–	17.39	11/4/14		
Kevin M. Bisson					50,813	356,708
Yvette Kanouff	7,500	–	7.17	4/26/09	15,106	106,044
	4,260	–	34.00	4/14/10		
	5,740	–	26.75	5/24/10		
	3,865	–	23.31	11/30/10		
	4,135	–	23.31	11/30/10		
	7,000	–	13.76	4/4/12		
	3,500	–	13.24	5/24/12		
	3,500	–	6.20	8/5/12		
	3,500	–	6.05	11/4/12		
	14,500	–	7.00	3/5/13		
	4,500	–	10.72	5/27/13		
	4,500	–	10.33	8/4/13		
	4,500	–	15.59	11/4/13		
	5,000	–	15.62	3/4/14		
	2,118	–	12.21	5/24/14		
	2,882	–	12.21	5/24/14		
	5,000	–	14.47	8/4/14		
	5,000	–	17.39	11/4/14		

	Option Awards(1)				Stock Awards(2)	
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)
Ira Goldfarb	7,500	–	5.83	8/20/08	13,489	94,693
	7,500	–	7.17	4/26/09		
	1,500	–	12.83	7/5/09		
	7,668	–	34.00	4/14/10		
	10,332	–	26.75	5/24/10		
	14,400	–	23.31	11/30/10		
	9,000	–	13.76	4/4/12		
	4,500	–	13.24	5/24/12		
	4,500	–	6.20	8/5/12		
	4,500	–	6.05	11/4/12		
	16,000	–	7.00	3/5/13		
	4,500	–	10.72	5/27/13		
	4,500	–	10.33	8/4/13		
	4,500	–	15.59	11/4/13		
	6,250	–	15.62	3/4/14		
	6,250	–	12.21	5/24/14		
	6,045	–	14.47	8/4/14		
	205	–	14.47	8/4/14		
	6,250	–	17.39	11/4/14		
Steven M. Davi	7,500	–	7.17	4/26/09	18,955	133,064
	3,195	–	34.00	4/14/10		
	4,305	–	26.75	5/24/10		
	7,571	–	23.31	11/30/10		
	6,829	–	23.31	11/30/10		
	9,000	–	13.76	4/4/12		
	4,500	–	13.24	5/24/12		
	4,500	–	6.20	8/5/12		
	4,500	–	6.05	11/4/12		
	14,500	–	7.00	3/5/13		
	4,500		10.72	5/27/13		
	4,500	–	10.33	8/4/13		
	4,500	–	15.59	11/4/13		
	3,165	–	15.62	3/4/14		
	1,335	–	15.62	3/4/14		
	4,500	–	12.21	5/24/14		
	4,500	–	14.47	8/4/14		
	4,500	–	17.39	11/4/14		

(1) All options in the table above were granted under the Company's Amended and Restated 1995 Stock Option Plan. Under this plan, one quarter of the options vest and become exercisable after one year following the date of grant and the balance vest and become exercisable over the next three years quarterly in equal installments. In fiscal 2006, the Company accelerated the vesting of certain unvested stock options with exercise prices equal to or greater than $9.00 per share that were previously awarded under the Company's equity compensation plans.

(2) These columns show the number of shares of Common Stock represented by unvested restricted stock units at January 31, 2008. The vesting dates for these unvested restricted stock units are as follows:

Name	Number of Restricted Stock Units That Have Not Vested	Date of Grant	Vesting Dates
Willliam C. Styslinger, III	13,333 4,255	2/9/2006 5/7/2007	2/9/2008 & 2/9/2009 1/31/2009 & 1/31/2010
Kevin M. Bisson	43,333 7,480	3/15/2006 7/18/2007	3/15/2008 & 3/15/2009 1/31/2009 & 1/31/2010
Steven M. Davi	2,333 4,000 4,956 7,666	12/8/2005 2/9/2006 5/7/2007 5/7/2007	12/8/2008 2/9/2008 & 2/9/2009 7/31/2008 & 7/31/2009 1/31/2009 & 1/31/2010
Ira Goldfarb	2,333 4,000 1,000 6,157	12/8/2005 2/9/2006 5/7/2007 5/7/2007	12/8/2008 2/9/2008 & 2/9/2009 7/31/2008 & 7/31/2009 1/31/2009 & 1/31/2010
Yvette Kanouff	2,333 4,000 1,000 7,773	12/8/2005 2/9/2006 5/7/2007 5/7/2007	12/8/2008 2/9/2008 & 2/9/2009 7/31/2008 & 7/31/2009 1/31/2009 & 1/31/2010

Option Exercises and Stock Vested

The following table summarizes the option exercises and vesting of stock awards for each of SeaChange's named executive officers for fiscal 2008.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (1) ($)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (2) ($)
Willliam C. Styslinger, III	–	–	8,795	86,942
Kevin M. Bisson	–	–	25,352	197,255
Yvette Kanouff	17,250	37,650	8,720	69,734
Ira Goldfarb	–	–	7,913	64,062
Steven M. Davi	–	–	10,647	83,169

(1) The value realized upon exercise of stock options reflects the price at which shares acquired upon exercise of the stock options were sold or valued for income tax purposes, net of the exercise price for acquiring the shares.

(2) The value realized upon vesting of the restricted stock units shown in the table above was calculated as the product of the closing price of a share of our common stock on the vesting date multiplied by the number of shares vested.

Pension Benefits

The Company does not offer defined benefit plans to its employees.

Nonqualifed Deferred Compensation

The Company does not offer nonqualified defined contribution or other nonqualified deferred compensation plans to its employees.

Potential Payments upon Termination or Change in Control

As explained above, SeaChange has entered into change-in control severance agreements with each of its named executive officers. For purposes of these agreements, a "change in control" means either:

- the members of the Board of Directors of SeaChange at the beginning of any consecutive 24- or 12-calendar month period ("Incumbent Directors") ceasing for any reason other than death to constitute at least a majority of the Board, provided that any director whose election, or nomination for election, was approved by at least a majority of the members of the Board then still in office who were members of the Board at the beginning of the 24- or 12-calendar month period shall be deemed to be an Incumbent Director;
- any consolidation or merger whereby the stockholders of SeaChange immediately prior to the consolidation or merger do not, immediately after the consolidation or merger, beneficially own shares representing 50% or more of the combined voting power of the securities of the corporation (or its ultimate parent corporation) issuing cash or securities in the consolidation or merger;
- any sale or other transfer of all or substantially all of the assets of SeaChange to another entity, other than an entity of which at least 50% of the combined voting power is owned by stockholders in substantially the same proportion as their ownership of SeaChange prior to the transaction;
- any approval by the stockholders of SeaChange of a plan for liquidation or dissolution of SeaChange; or
- any corporation or other person acquiring 40% or more of the combined voting power of SeaChange.

Upon a change in control, all of the executive's unvested stock options and stock appreciation rights will automatically vest and become immediately exercisable, and any and all restricted stock and restricted stock rights then held by the executive shall fully vest and become immediately transferable free of restriction, other than those imposed by applicable law. In the event of a subsequent termination of the executive's employment for any reason, all of the stock options and stock appreciation rights then held by the executive shall become exercisable for the lesser of (i) the remaining applicable term of the particular award or (ii) three years from the date of termination. In addition, if within one or two years following a Change in Control the employment of the executive is terminated (i) by SeaChange other than for specified causes, death or disability, or (ii) by the executive for specified good reason, the executive shall be entitled to the following:

- two times his or her annual base salary plus one times his or her bonus (reflected in the Summary Compensation Table as the non-equity incentive plan compensation) for the preceding year;
- for a period of two years, continued health, life and disability benefits;
- outplacement services for up to one year following termination;
- up to $5,000 of financial planning services; and
- accrued vacation pay.

If all or any portion of the benefits and payments provided to the executive would constitute an excess parachute payment within the meaning of Section 280G of the Internal Revenue Code resulting in the imposition on the executive of an excise tax, the payments and benefits will be "grossed-up" so as to place the executive in the same after-tax position as if no excise tax had been imposed.

As a condition to the receipt by the executive of any payment or benefit under the change-in-control agreement, the executive must first execute a valid, binding and irrevocable general release in favor of SeaChange and in a form reasonably acceptable to SeaChange.

The following table shows the payments to which SeaChange's named executive officer would have been entitled pursuant to his or her change-in control agreement had employment been terminated as of January 31, 2008 in circumstances that would have triggered the change-in control agreement.

Potential Payments Upon Termination or Change in Control

Name	Salary (1) ($)	Non-Equity Incentive Plan Compensation (1) ($)	Benefits (2) ($)	Excise Taxes (3) ($)	Equity Awards (4) ($)
Willliam C. Styslinger, III	802,500	653,761	44,342	14,404	434,968
Kevin M. Bisson	682,500	–	53,008	19,197	362,701
Yvette Kanouff	487,650	333,360	53,008	–	172,726
Ira Goldfarb	325,000	340,858	53,008	–	217,943
Steven M. Davi	487,500	130,752	53,008	–	185,413

(1) Reflects two times the executive's base salary and one times the executive's bonus (reflected in the Summary Compensation Table as non-equity incentive plan compensation). For executives other than Mr. Styslinger, the salary and bonus payment is limited to the amount to which Mr. Styslinger is entitled.

(2) Reflects the continuation of each named executive officer's benefits under group benefit plans consisting of medical, dental, group life and disability and outplacement and financial planning services.

(3) Reflects the amount necessary to cover any excise taxes for excess parachute payments.

(4) Reflects the value of all unvested stock options and restricted stock units that would vest as a result of the termination. The amounts are based on the excess of the SeaChange January 31, 2008 closing common stock price over the applicable exercise price in the case of accelerated options or the SeaChange closing common stock price as of the date of grant in the case of accelerated restricted stock units

Compensation and Option Committee Report

The Compensation and Option Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation and Option Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement.

THE COMPENSATION AND
OPTION COMMITTEE

Thomas F. Olson, Chair
Martin R. Hoffmann
Carmine Vona

Compensation Committee Interlocks and Insider Participation

The Compensation and Option Committee consists of Messrs. Hoffmann, Olson and Vona. No person who served as a member of the Compensation and Option Committee was, during the past fiscal year, an officer or employee of SeaChange or any of its subsidiaries, was formerly an officer of SeaChange or any of its subsidiaries, or had any relationship requiring disclosure herein. No executive officer of SeaChange served as a member of the compensation committee of another entity (or other committee of the Board of Directors performing equivalent functions or, in the absence of any such committee, the entire Board of Directors), one of whose executive officers served as a director of SeaChange.

PROPOSAL NO. II

APPROVAL OF THE AMENDMENT TO THE THIRD AMENDED AND RESTATED 1996 EMPLOYEE STOCK PURCHASE PLAN

At the Annual Meeting, SeaChange's stockholders will be asked to approve an amendment to SeaChange's Third Amended and Restated 1996 Employee Stock Purchase Plan (as amended, the "Plan") that increases the aggregate number of shares of common stock authorized for issuance under the Plan by Six Hundred Thousand (600,000) shares, to Two Million Two Hundred Thousand (2,200,000).

The Board of Directors on May 19, 2008 approved this amendment, subject to stockholder approval. A copy of the Third Amended and Restated 1996 Employee Stock Purchase Plan reflecting this amendment is attached hereto as Appendix A.

The Board of Directors unanimously recommends a vote "FOR" the approval of the proposed amendment to the Plan.

Purpose of the Plan and Reasons for Amendment

The Plan is intended to provide an incentive to, and to encourage stock ownership by, all eligible employees of SeaChange and its participating subsidiaries so that they may share in the growth of SeaChange by acquiring or increasing their ownership interest in SeaChange. Currently, it is estimated that 860 SeaChange employees are eligible to participate in the Plan. The Plan is designed to encourage eligible employees to remain in the employ of SeaChange and its participating subsidiaries.

The amended Plan increases the number of shares of common stock authorized for issuance thereunder. As of May 19, 2008, there remained 125,200 shares of common stock available for issuance under the Plan. It is anticipated that no shares of common stock will remain available for issuance under the Plan following the end of the current period under the Plan, May 31, 2008. Accordingly, the amendment provides for the issuance of an additional 600,000 shares under the Plan.

If this amendment is not approved, SeaChange will not be able to offer its employees the ability to participate in the Plan. SeaChange believes that its employees view the Plan as an important compensation incentive, and that the ongoing provision of the Plan is significant to SeaChange's ability to retain and attract qualified individuals.

Summary of The Plan

Shares Subject to Plan

As amended, the Plan would authorize the issuance of up to an aggregate of 2,200,000 shares of common stock, subject to adjustment for changes in SeaChange's capital stock, pursuant to the exercise of non-transferable options granted to participating employees. The common stock subject to the options under the Plan includes shares of authorized but unissued common stock and shares of common stock reacquired by SeaChange, including shares purchased in the open market.

Option holders are generally protected against dilution in the event of certain capital changes such as a recapitalization, stock split, merger, consolidation, reorganization, combination, liquidation, stock dividend or similar transaction. If a stock purchase option granted under the Plan expires or terminates for any reason without having been exercised in whole or in part, the unpurchased shares subject thereto may again be available under the Plan.

Eligibility

Employees of SeaChange or any of its participating subsidiaries whose customary employment is more than 20 hours per week are eligible to participate in the Plan. An employee may not be granted an option under the Plan if, after the granting of the option, such employee would be treated as owning 5% or more of the total combined voting power or value of all classes of stock of SeaChange or its subsidiaries. Directors who are not employees of SeaChange may not participate in the Plan.

Administration

As permitted by the terms of the Plan, the Plan is administered by the Compensation and Option Committee of the Board of Directors. The Compensation and Option Committee, subject to the provisions of the Plan, has the power to construe the Plan, to determine all questions thereunder, and to adopt and amend such rules and regulations for administration of the Plan as it may deem appropriate.

Payment Periods; Payment for Shares of Common Stock

An employee electing to participate in the Plan must authorize, with respect to a given payment period, an amount (a whole percentage not less than 1% nor more than 10% of the employee's cash compensation, including base pay or salary and any overtime, bonuses or commissions) to be deducted by SeaChange from the employee's pay and applied toward the purchase of common stock under the Plan. Payment periods shall consist of six month periods commencing on June 1 and December 1 and ending on November 30 and May 31, respectively.

On the first business day of each payment period, SeaChange will grant to each Plan participant an option to purchase shares of the common stock of SeaChange. On the last day of the payment period, the employee will be deemed to have exercised this option, at the option price, to the extent of such employee's accumulated payroll deductions, on the condition that the employee remains eligible to participate in the Plan throughout such payment period. In no event, however, may the employee exercise an option granted under the Plan for more than 1,125 shares during a payment period. If the amount of the accumulated payroll deductions exceeds the aggregate purchase price of 1,125 shares, the excess deductions will be promptly refunded to the employee without interest. Furthermore, no employee may be granted an option which permits the employee's right to purchase shares of common stock under the Plan and all other Section 423(b) plans of SeaChange and any subsidiary corporations, to accrue at a rate which exceeds $25,000 of fair market value of such stock (determined on the respective date(s) of grant) for each calendar year in which the option is outstanding. Any excess accumulation of payroll deductions will be promptly refunded to the employee without interest. The Plan provides for the option price to be an amount equal to the lesser of 85% of the average market price of the common stock on the first business day of the payment period and the last business day of the payment period, with such discounted price rounded up to the nearest whole cent.

Authorization for Entering the Plan

As SeaChange's common stock is quoted on the Nasdaq Global Market, for purposes of the Plan, the term "average market price" on any date means the last reported sale price (on that date) of the common stock on the Nasdaq Global Market.

An employee may enter the Plan by delivering to SeaChange, at least 10 days before the beginning date of the next succeeding payment period, an authorization:

- stating the initial percentage to be deducted regularly from the employee's pay;
- authorizing the purchase of shares of common stock for the employee in each payment period in accordance with the terms of the Plan; and
- specifying the exact name or names in which stock purchased for the employee is to be issued.

Unless an employee files a new authorization or withdraws from the Plan, the deductions and purchases under the authorization the employee has on file under the Plan will continue from the initial payment period to succeeding payment periods as long as the Plan is in effect. Deductions may not be increased or decreased during a payment period.

Transferability

An employee's rights under the Plan are the employee's alone and may not be transferred to, assigned to, or availed of by, any other person. Any option granted to an employee may be exercised, during the employee's lifetime, only by the employee.

Withdrawal from Plan

An employee may withdraw from the Plan, in whole but not in part, at any time prior to the last business day of each payment period by delivering a withdrawal notice to SeaChange, in which event SeaChange will refund the entire balance of the employee's deductions not previously used to purchase stock under the Plan without interest.

Amendments and Termination

The Board of Directors may from time to time adopt amendments to the Plan, provided that, without the approval of SeaChange's stockholders, no amendment may increase the number of shares that may be issued under the Plan or change the class of employees eligible to receive options under the Plan if such action would be treated as the adoption of a new plan for purposes of Section 423(b) of the Code. The Plan may be terminated at any time by the Board of Directors, provided that such termination will not affect options then outstanding under the Plan. If at any time shares of common stock reserved for issuance under the Plan remain available for purchase, but not in sufficient number to satisfy all then unfilled purchase requirements, the available shares will be apportioned among participants in proportion to the amount of payroll deductions accumulated on behalf of each participant that would otherwise be used to purchase stock. Upon termination of the Plan, all payroll deductions not used to purchase common stock will be refunded to Plan participants without interest.

Termination of Employee's Rights

If an employee is not a participant in the Plan on the last day of the payment period, the employee generally is not entitled to exercise his or her option. An employee's rights under the Plan generally terminate upon his or her voluntary withdrawal from the Plan at any time, or when he or she ceases employment because of retirement, voluntary or involuntary termination, resignation, layoff, discharge, death, or for any other reason. An employee's employment shall be treated as continuing intact when such employee is on military leave, sick leave or other bona fide leave of absence, for up to 90 days or for so long as the employee's right to re-employment is guaranteed either by statute or by contract, if longer than 90 days.

Application of Funds and Government Regulations

The proceeds received by SeaChange from the sale of common stock pursuant to the Plan will be used for general corporate purposes. SeaChange's obligation to deliver shares of common stock is subject to the approval of any governmental authority required in connection with the sale or issuance of such shares.

Termination Date

The Plan will expire on December 31, 2016, unless terminated earlier by the Board of Directors.

Federal Income Tax Consequences

The following summarizes certain United States federal income tax considerations for employees participating in the Plan and certain tax effects to SeaChange. The summary, however, does not address every situation that may result in taxation. For example, it does not discuss foreign, state, or local taxes, or any of the tax implications arising from a participant's death. The summary is not intended as a substitute for careful tax planning, and each employee is urged to consult with and rely on his or her own advisors with respect to the possible tax consequences (federal, state and local) of exercising his or her rights under the Plan. The summary is not intended and was not written to be used, and cannot be used, for the purpose of avoiding penalties. The summary was written to support the solicitation of proxies.

1. The amounts deducted from an employee's pay under the Plan will be included in the employee's compensation subject to federal income tax. Subject to certain requirements, generally no additional income will be recognized by the employee either at the time options are granted pursuant to the Plan or at the time the employee purchases shares pursuant to the Plan.

2. If the employee disposes of shares purchased pursuant to the Plan more than two years after the first business day of the payment period in which the employee acquired the shares, then upon such disposition the employee will recognize ordinary income in an amount equal to the lesser of:

   (a) the excess, if any, of the fair market value of the shares at the time of disposition over the amount the employee paid for the shares, or

(b) the excess of the fair market value of the shares on the first business day of the payment period over the option price.

In addition, the employee generally will recognize capital gain or loss in an amount equal to the difference between the amount realized upon the sale of shares and the employee's tax basis in the shares (generally the amount the employee paid for the shares plus the amount, if any, taxed as ordinary income). If the employee's holding period for the shares exceeds one year, such gain or loss will be long-term capital gain or loss.

3. If the employee disposes of shares purchased pursuant to the Plan within two years after the first business day of the payment period in which the employee acquired the shares, then upon disposition the employee will recognize ordinary income in an amount equal to the excess, if any, of the fair market value of the shares on the last business day of the applicable payment period over the amount the employee paid for the shares.

In addition, the employee generally will recognize capital gain or loss in an amount equal to the difference between the amount realized upon the sale of the shares and the employee's tax basis in the shares (generally the amount the employee paid for the shares plus the amount, if any, taxed to the employee as ordinary income). If the employee's holding period for the shares is more than one year, such gain or loss will be long-term capital gain or loss.

4. If the employee disposes of shares purchased pursuant to the Plan more than two years after the first business day of the payment period, SeaChange will not be entitled to any federal income tax deduction with respect to the options granted or the shares issued upon their exercise. If the employee disposes of shares purchased pursuant to the Plan prior to the expiration of the two-year holding period, SeaChange generally will be entitled to a federal income tax deduction in an amount equal to the amount which is treated as ordinary income to the employee as a result of the disposition.

PROPOSAL NO. III

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Grant Thornton LLP currently serves as SeaChange's independent registered public accounting firm. The Board of Directors is seeking ratification of the Audit Committee's selection of Grant Thornton LLP to continue to serve as the registered public accounting firm for the fiscal year ending January 31, 2009. Prior to October 12, 2006, PricewaterhouseCoopers LLP had served as SeaChange's independent registered public accounting firm.

Change in Independent Registered Public Accounting Firm

On October 12, 2006, PricewaterhouseCoopers LLP was dismissed as SeaChange's independent registered public accounting firm. The dismissal of PricewaterhouseCoopers LLP was approved by SeaChange's Audit Committee.

The report of PricewaterhouseCoopers LLP on SeaChange's financial statements as of and for the fiscal year ended January 31, 2006 did not contain an adverse opinion or a disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope or accounting principle.

During SeaChange's fiscal year ended January 31, 2006 and through October 12, 2006 there were no disagreements with PricewaterhouseCoopers LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to the satisfaction of PricewaterhouseCoopers LLP, would have caused them to make reference to the subject matter of the disagreement in connection with their reports on the financial statements for such years. During SeaChange's fiscal year ended January 31, 2006 and through October 12, 2006 there were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

Effective as of October 17, 2006, SeaChange's Audit Committee engaged Grant Thornton LLP as its new independent registered public accounting firm to audit SeaChange's financial statements for SeaChange's fiscal year ending January 31, 2007. The decision to engage Grant Thornton LLP as SeaChange's independent registered public accounting firm was the result of a competitive selection process. The Audit Committee's engagement of Grant Thornton LLP as SeaChange's independent registered public accounting firm for SeaChange's fiscal year ending January 31, 2008 was ratified by SeaChange's stockholders at the annual meeting held on July 18, 2007.

Prior to the engagement of Grant Thornton LLP, neither SeaChange nor anyone on behalf of SeaChange consulted with Grant Thornton LLP during SeaChange's fiscal year ended January 31, 2006 and through October 12, 2006, in any manner regarding: (A) either the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on SeaChange's financial statements, and neither was a written report provided to SeaChange nor was oral advice provided that Grant Thornton LLP concluded was an important factor considered by SeaChange in reaching a decision as to the accounting, auditing, or financial reporting issue, or (B) the subject of either a disagreement or a reportable event, as defined in Item 304(a)(1)(iv) and (v), respectively, of Regulation S-K.

Independent Registered Public Accounting Firm for Fiscal Year 2009

The Audit Committee of the Board of Directors has selected the firm of Grant Thornton LLP, independent accountants, to serve as the registered public accounting firm for the fiscal year ending January 31, 2009.

A representative of Grant Thornton LLP is expected to be present at the Annual Meeting, will have the opportunity to make a statement if they desire to do so and is expected to be available to respond to appropriate questions.

The Board of Directors has put the ratification of the selection of Grant Thornton LLP before the stockholders because the Board believes that seeking stockholder ratification of the selection of the independent registered public accounting firm is good corporate practice. If the appointment of Grant Thornton LLP is not ratified, the Audit Committee will first review the basis for the stockholder vote and SeaChange's relationship with Grant Thornton LLP and will then take such action as it deems necessary.

The Board of Directors unanimously recommends a vote "FOR" ratification of the appointment of SeaChange's independent registered public accounting firm.

Principal Accountant Fees and Services

Fees for Services Provided by PricewaterhouseCoopers LLP and Grant Thornton LLP

The following table sets forth the aggregate fees for services provided by PricewaterhouseCoopers LLP and Grant Thornton LLP, SeaChange's independent registered public accounting firms for the fiscal years ended January 31, 2008 and January 31, 2007. Both PricewaterhouseCoopers LLP and Grant Thornton LLP billed fees for services during fiscal 2007 and 2008.

	2008(1)	2007(2)
Audit Fees	$1,240,497	$1,307,636
Audit-Related Fees	–	–
Tax Fees	25,075	262,563
All Other Fees	11,970	–
Total:	$1,277,542	$1,570,199

(1) Includes (a) fees billed and estimated to be billed by Grant Thornton LLP in 2008 as follows: audit fees of $1,122,690; and tax fees of $11,175; and (b) fees billed by PricewaterhouseCoopers LLP in 2008 as follows: audit fees of $117,807; tax fees of $13,900; and other fees of $11,970.

(2) Includes (a) fees billed by Grant Thornton LLP in 2007 as follows: audit fees of $990,405; audit-related fees of $0; tax fees of $15,987; and other fees of $0; and (b) fees billed by PricewaterhouseCoopers LLP in 2007 as follows: audit fees of $317,231; audit-related fees of $0; tax fees of $246,576; and other fees of $0.

Audit Fees

These are aggregate fees billed for professional services rendered by Grant Thornton and PricewaterhouseCoopers LLP for the fiscal years ended January 31, 2008 and January 31, 2007, for (a) the annual audit of SeaChange's financial statements for each such fiscal year including statutory audits of foreign subsidiaries and the accompanying attestation report regarding SeaChange's internal control over financial reporting contained in SeaChange's annual reports on Form 10-K, (b) the audit of restated financial statements for the fiscal years 2007, 2006 and 2005, (c) reviews of the quarterly financial information included in SeaChange's Quarterly Reports on Form 10-Q for each such fiscal year, (d) reviews of SEC filings and (e) work performed in connection with the adoption of FIN 48.

Tax Fees

These are fees billed for professional services for tax compliance, tax advice and tax planning for the fiscal years ended January 31, 2008 and January 31, 2007. The Tax Fees for each of the foregoing fiscal years related to tax planning and compliance services, including the preparation of original and amended tax returns and claims for refunds and transfer pricing studies.

All Other Fees

These are fees billed primarily for proprietary client software access to financial accounting, SEC and tax regulations provided by our principal auditors.

The Audit Committee of the Board of Directors has determined that the provision of the services as set out above is compatible with maintaining Grant Thornton LLP's independence.

Audit Committee Pre-Approval Policy

The Audit Committee's policy is to pre-approve all audit, audit-related, tax and other non-audit services that may be provided by Grant Thornton LLP, the independent registered public accounting firm. The policy identifies the principles that must be considered by the Audit Committee in approving these services to ensure that Grant Thornton LLP's independence is not impaired; describes the audit and audit-related, tax and other services that may be provided; and sets forth pre-approval requirements for all permitted services. To date, Audit Committee pre-approval has been sought for the provision of all services by Grant Thornton LLP.

OTHER MATTERS

Expenses and Solicitation

All costs of solicitation of proxies will be borne by SeaChange. In addition to solicitations by mail, certain of SeaChange's directors, officers and regular employees, without additional remuneration, may solicit proxies by telephone, facsimile, e-mail and personal interviews. Brokers, custodians and fiduciaries will be requested to forward the Notice and proxy soliciting material to the owners of stock held in their names, and SeaChange will reimburse them for their reasonable out-of-pocket costs.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act, requires SeaChange's directors, executive officers and holders of more than 10% of SeaChange's common stock (collectively, "Reporting Persons") to file with the SEC initial reports of ownership and reports of changes in ownership of common stock of SeaChange. Such persons are required by regulations of the SEC to furnish SeaChange with copies of all such filings. Based on its review of the copies of such filings received by it with respect to the fiscal year ended January 31, 2008 and written representations from certain Reporting Persons, SeaChange believes that all Reporting Persons complied with all Section 16(a) filing requirements in the fiscal year ended January 31, 2008, with the exception that Steven M. Davi's Statement of Changes in Beneficial Ownership filed on Form 4 on Monday, February 12, 2007, which reported two transactions that occurred on February 7, 2007, was required to be filed by Friday, February 9, 2007.

Certain Relationships and Related Transactions

SeaChange has adopted a written policy pursuant to the Amended and Restated Charter of the Audit Committee and the Charter of the Corporate Governance and Nominating Committee that all transactions between SeaChange and its officers, directors, principal stockholders and affiliates will be approved by a majority of the Board of Directors, including a majority of the independent and disinterested outside directors on the Board of Directors, and will be on terms no less favorable to SeaChange than could be obtained from unaffiliated third parties.

On September 23, 2005, SeaChange entered into an Agreement for the Sale and Purchase of Share Capital of ODG (the "Share Purchase Agreement") by and among SeaChange, Anthony William Kelly, Andrew Thomas Birchall, Judith Kelly and Michael Kelly (collectively, the "ODG Stockholders") providing for the purchase by SeaChange of the remaining 72.4% of the outstanding capital stock of On Demand Group Limited, a corporation incorporated under the laws of the United Kingdom ("ODG"), not then owned by SeaChange. Prior to that date, SeaChange had previously purchased a 27.6% interest in ODG for an aggregate of $3,100,000. At the closing of the Share Purchase Agreement, SeaChange paid the ODG Stockholders approximately $13,400,000 in cash, with Mr. Birchall receiving $6,700,000 and Mr. Kelly and his immediate family receiving $6,700,000. Mr. Kelly and Mr. Birchall became executive officers of SeaChange following the closing of the Share Purchase Agreement. Mr. Birchall resigned as an executive officer of SeaChange on March 14, 2008. The Share Purchase Agreement also provided for additional payments to be made to the ODG Stockholders based on their prior holdings of ODG capital stock both if ODG met certain annual performance goals through the period ending January 31, 2008 and if ODG sold its interest in Filmflex.

On May 10, 2006, SeaChange paid to the ODG Stockholders an aggregate of $2,800,000 in cash pursuant to the terms of the Share Purchase Agreement and based on the performance of ODG through January 31, 2006, with Mr. Birchall receiving $1,400,000 and Mr. Kelly and his immediate family receiving $1,400,000.

On June 30, 2006, SeaChange and the ODG Stockholders entered into an amendment to the Share Purchase Agreement that accelerated the second earnout payment of $2,286,416 otherwise payable in cash within seventy-five business days of January 31, 2007 under the Share Purchase Agreement. The amendment provided that the second earnout payment be satisfied as of

June 30, 2006 by the issuance to the sellers of shares of SeaChange's common stock having a fair market value of $2,286,416 as of the date of the amendment, resulting in the issuance of an aggregate of 341,360 shares of SeaChange's common stock.

On December 21, 2007, SeaChange sold all of the shares held by ODG in FilmFlex to the two other existing shareholders in FilmFlex and to FilmFlex. In connection with this sale, SeaChange entered into an amendment to the Share Purchase Agreement dated December 21, 2007 providing for the issuance to the ODG Stockholders of 417,304 shares of SeaChange's common stock having a fair market value of $3,280,009 as of the date of the amendment.

On March 13, 2008, SeaChange and the ODG Stockholders entered into an amendment to the Share Purchase Agreement providing for the satisfaction of the final earnout payment pursuant to the Share Purchase Agreement by the issuance of shares of SeaChange's common stock having a fair market value of $4,920,042 as of January 31, 2008, or 714,084 shares of SeaChange common stock. This is the number of shares that would have been issuable to the ODG Stockholders pursuant to the Share Purchase Agreement had ODG realized the targeted group net profit after tax ("GNAP") for the fiscal year ended January 31, 2008. SeaChange entered into this amendment, notwithstanding that ODG did not achieve the target GNAP for the relevant period, recognizing the substantial value derived to date by SeaChange from ODG.

Appendix A

SEACHANGE INTERNATIONAL, INC.

THIRD AMENDED AND RESTATED 1996 EMPLOYEE STOCK PURCHASE PLAN[1]

<u>Article 1 - Purpose</u>.

This Third Amended and Restated 1996 Employee Stock Purchase Plan (the "Plan") is intended to encourage stock ownership by all eligible employees of SeaChange International, Inc. (the "Company"), a Delaware corporation, and its participating subsidiaries (as defined in Article 17) so that they may share in the growth of the Company by acquiring or increasing their proprietary interest in the Company. The Plan is designed to encourage eligible employees to remain in the employ of the Company and its participating subsidiaries. The Plan is intended to constitute an "employee stock purchase plan" within the meaning of Section 423(b) of the Internal Revenue Code of 1986, as amended (the "Code").

<u>Article 2 - Administration of the Plan</u>.

The Plan may be administered by a committee appointed by the Board of Directors of the Company (the "Committee"). The Committee shall consist of not less than two members of the Company's Board of Directors. The Board of Directors may from time to time remove members from, or add members to, the Committee. Vacancies on the Committee, howsoever caused, shall be filled by the Board of Directors. The Committee may select one of its members as Chairman, and shall hold meetings at such times and places as it may determine. Acts by a majority of the Committee, or acts reduced to or approved in writing by a majority of the members of the Committee, shall be the valid acts of the Committee.

The interpretation and construction by the Committee of any provisions of the Plan or of any option granted under it shall be final, unless otherwise determined by the Board of Directors. The Committee may from time to time adopt such rules and regulations for carrying out the Plan as it may deem best, provided that any such rules and regulations shall be applied on a uniform basis to all employees under the Plan. No member of the Board of Directors or the Committee shall be liable for any action or determination made in good faith with respect to the Plan or any option granted under it.

In the event the Board of Directors fails to appoint or refrains from appointing a Committee, the Board of Directors shall have all power and authority to administer the Plan. In such event, the word "Committee" wherever used herein shall be deemed to mean the Board of Directors.

[1] The marked changes show the amendments to the Third Amended and Restated 1996 Employee Stock Purchase Plan approved by the Board of Directors on May 19, 2008 and for which stockholder approval is being sought.

Article 3 - Eligible Employees.

All employees of the Company or any of its participating subsidiaries whose customary employment is more than 20 hours per week shall be eligible to receive options under the Plan to purchase Common Stock (as defined herein), and all eligible employees shall have the same rights and privileges hereunder. Persons who are eligible employees on the first business day of any Payment Period (as defined in Article 5) shall receive their options as of such day. Persons who become eligible employees after any date on which options are granted under the Plan shall be granted options on the first day of the next succeeding Payment Period on which options are granted to eligible employees under the Plan. In no event, however, may an employee be granted an option if such employee, immediately after the option was granted, would be treated as owning stock possessing five percent or more of the total combined voting power or value of all classes of stock of the Company or of any parent corporation or subsidiary corporation, as the terms "parent corporation" and "subsidiary corporation" are defined in Section 424(e) and (f) of the Code. For purposes of determining stock ownership under this paragraph, the rules of Section 424(d) of the Code shall apply, and stock which the employee may purchase under outstanding options shall be treated as stock owned by the employee.

Article 4 - Stock Subject to the Plan.

The stock subject to the options under the Plan shall be shares of the Company's authorized but unissued Common Stock, par value $.01 per share (the "Common Stock"), or shares of Common Stock reacquired by the Company, including shares purchased in the open market. The aggregate number of shares which may be issued pursuant to the Plan is ~~1,600,000~~**2,200,000**, subject to adjustment as provided in Article 12. If any option granted under the Plan shall expire or terminate for any reason without having been exercised in full or shall cease for any reason to be exercisable in whole or in part, the unpurchased shares subject thereto shall again be available under the Plan.

Article 5 - Payment Period and Stock Options.

Payment Periods shall consist of the six-month periods commencing on June 1 and December 1 and ending on November 30 and May 31, respectively.

Twice each year, on the first business day of each Payment Period, the Company will grant to each eligible employee who is then a participant in the Plan an option to purchase on the last business day of such Payment Period, at the Option Price hereinafter provided for, a maximum of 1125 shares, on condition that such employee remains eligible to participate in the Plan throughout the remainder of such Payment Period. The participant shall be entitled to exercise the option so granted only to the extent of the participant's accumulated payroll deductions on the last business day of such Payment Period. If the participant's accumulated payroll deductions on the last business day of the Payment Period would enable the participant to purchase more than 1125 shares except for the 1125-share limitation, the excess of the amount of the accumulated payroll deductions over the aggregate purchase price of the 1125 shares shall be promptly refunded to the participant by the Company, without interest. The Option Price per share for each Payment Period shall be the lesser of (i) 85% of the average market price of the Common Stock on the first business day of the Payment Period and (ii) 85% of the average market price of the Common Stock on the last business day of the Payment Period, in either event rounded up to the nearest whole cent. The foregoing limitation on the number of shares subject to options and the Option Price shall be subject to adjustment as provided in Article 12.

For purposes of the Plan, the term "average market price" on any date means (i) the average (on that date) of the high and low prices of the Common Stock on the principal national securities exchange on which the Common Stock is traded, if the Common Stock is then traded on a national securities exchange; or (ii) the last reported sale price (on that date) of the Common Stock on the Nasdaq Global Market, if the Common Stock is not then traded on a national securities exchange; or (iii) the average of the closing bid and asked prices last quoted (on that date) by an established quotation service for over-the-counter securities, if the Common Stock is not then traded on a national securities exchange or reported on the Nasdaq Global Market; or (iv) if the Common Stock is not publicly traded, the fair market value of the Common Stock as determined by the Committee after taking into consideration all factors which it deems appropriate, including, without limitation, recent sale and offer prices of the Common Stock in private transactions negotiated at arm's length.

For purposes of the Plan, the term "business day" means a day on which there is trading on the Nasdaq Global Market or the aforementioned national securities exchange, whichever is applicable pursuant to the preceding paragraph; and if neither is applicable, a day that is not a Saturday, Sunday or legal holiday in the Commonwealth of Massachusetts.

No employee shall be granted an option which permits the employee's right to purchase stock under the Plan, and under all other Section 423(b) employee stock purchase plans of the Company and any parent or subsidiary corporations, to accrue at a rate which exceeds $25,000 of fair market value of such stock (determined on the date or dates that options on such stock were granted) for each calendar year in which such option is outstanding at any time. The purpose of the limitation in the preceding sentence is to comply with Section 423(b)(8) of the Code. If the participant's accumulated payroll deductions on the last business day of the Payment Period would otherwise enable the participant to purchase Common Stock in excess of the Section 423(b)(8) limitation described in this paragraph, the excess of the amount of the accumulated payroll deductions over the aggregate purchase price of the shares actually purchased shall be promptly refunded to the participant by the Company, without interest.

Article 6 - Exercise of Option.

Each eligible employee who continues to be a participant in the Plan on the last business day of a Payment Period shall be deemed to have exercised his or her option on such date and shall be deemed to have purchased from the Company such number of full shares of Common Stock reserved for the purpose of the Plan as the participant's accumulated payroll deductions on such date will pay for at the Option Price, subject to the 1125-share limit of the option and the Section 423(b)(8) limitation described in Article 5. If the individual is not a participant on the last business day of a Payment Period, he or she shall not be entitled to exercise his or her option. Only full shares of Common Stock may be purchased under the Plan. Unused payroll deductions remaining in a participant's account at the end of a Payment Period by reason of the inability to purchase a fractional share shall be carried forward to the next Payment Period.

Article 7 - Authorization for Entering the Plan.

An employee may elect to enter the Plan by filling out, signing and delivering to the Company an authorization:

A. Stating the percentage to be deducted regularly from the employee's pay;

B. Authorizing the purchase of stock for the employee in each Payment Period in accordance with the terms of the Plan; and

C. Specifying the exact name or names in which stock purchased for the employee is to be issued as provided under Article 11 hereof.

Such authorization must be received by the Company at least ten days before the first day of the next succeeding Payment Period and shall take effect only if the employee is an eligible employee on the first business day of such Payment Period.

Unless a participant files a new authorization or withdraws from the Plan, the deductions and purchases under the authorization the participant has on file under the Plan will continue from one Payment Period to succeeding Payment Periods as long as the Plan remains in effect.

The Company will accumulate and hold for each participant's account the amounts deducted from his or her pay. No interest will be paid on these amounts.

Article 8 - Maximum Amount of Payroll Deductions.

An employee may authorize payroll deductions in an amount (expressed as a whole percentage) not less than one percent (1%) but not more than ten percent (10%) of the employee's total compensation, including base pay or salary and any overtime, bonuses or commissions.

Article 9 - Change in Payroll Deductions.

Deductions may not be increased or decreased during a Payment Period. However, a participant may withdraw in full from the Plan.

Article 10 - Withdrawal from the Plan.

An employee may withdraw from the Plan (in whole but not in part) at any time prior to the last business day of a Payment Period by delivering a withdrawal notice to the Company, in which event the Company shall promptly refund the entire balance of the employee's deductions not previously used to purchase stock under the Plan.

To re-enter the Plan, an employee who has previously withdrawn must file a new authorization at least ten days before the first day of the next Payment Period in which he or she wishes to participate. The employee's re-entry into the Plan becomes effective at the beginning of such Payment Period, provided that he or she is an eligible employee on the first business day of the Payment Period.

Article 11 - Issuance of Stock.

Certificates for stock issued to participants shall be delivered as soon as practicable after each Payment Period by the Company's transfer agent.

Stock purchased under the Plan shall be issued only in the name of the participant, or if the participant's authorization so specifies, in the name of the participant and another person of legal age as joint tenants with rights of survivorship.

Article 12 - Adjustments.

Upon the happening of any of the following described events, a participant's rights under options granted under the Plan shall be adjusted as hereinafter provided:

A. In the event that the shares of Common Stock shall be subdivided or combined into a greater or smaller number of shares or if, upon a reorganization, split-up, liquidation, recapitalization or the like of the Company, the shares of Common Stock shall be exchanged for other securities of the Company, each participant shall be entitled, subject to the conditions herein stated, to purchase such number of shares of Common Stock or amount of other securities of the Company as were exchangeable for the number of shares of Common Stock that such participant would have been entitled to purchase except for such action, and appropriate adjustments shall be made in the purchase price per share to reflect such subdivision, combination or exchange; and

B. In the event the Company shall issue any of its shares as a stock dividend upon or with respect to the shares of stock of the class which shall at the time be subject to option hereunder, each participant upon exercising such an option shall be entitled to receive (for the purchase price paid upon such exercise) the shares as to which the participant is exercising his or her option and, in addition thereto (at no additional cost), such number of shares of the class or classes in which such stock dividend or dividends were declared or paid, and such amount of cash in lieu of fractional shares, as is equal to the number of shares thereof and the amount of cash in lieu of fractional shares, respectively, which the participant would have received if the participant had been the holder of the shares as to which the participant is exercising his or her option at all times between the date of the granting of such option and the date of its exercise.

Upon the happening of any of the foregoing events, the class and aggregate number of shares set forth in Article 4 hereof which are subject to options which have been or may be granted under the Plan and the limitations set forth in the second paragraph of Article 5 shall also be appropriately adjusted to reflect the events specified in paragraphs A and B above. Notwithstanding the foregoing, any adjustments made pursuant to paragraphs A or B shall be made only after the Committee, based on advice of counsel for the Company, determines whether such adjustments would constitute a "modification" (as that term is defined in Section 424 of the Code). If the Committee determines that such adjustments would constitute a modification, it may refrain from making such adjustments.

If the Company is to be consolidated with or acquired by another entity (x) in a merger, consolidation or other reorganization in which the holders of the outstanding voting stock of the Company immediately preceding the consummation of such event shall, immediately following such event, hold, as a group, less than a majority of the voting securities of the surviving or resulting entity, (y) a sale of all or substantially all of the Company's assets or (z) otherwise (an "Acquisition"), the Committee or the board of directors of any entity assuming the obligations of the Company hereunder (the "Successor Board") shall, with respect to options then outstanding under the Plan, either (i) make appropriate provision for the continuation of such options by arranging for the substitution on an equitable basis for the shares then subject to such options either (a) the consideration payable with respect to the outstanding shares of the Common Stock in connection with the Acquisition, (b) shares of stock of the surviving or successor corporation, or a parent or subsidiary of such corporation, or (c) such other securities as the Successor Board deems appropriate, the fair market value of which shall not materially exceed the fair market value of the shares of Common Stock subject to such options immediately preceding the Acquisition; or (ii) terminate each participant's options in exchange for a cash payment equal to the excess of (a) the fair market value on the date of the Acquisition, of the number of shares of Common Stock that the participant's accumulated payroll deductions as of the date of the Acquisition could purchase, at an option price determined with reference only to the first business day of the applicable Payment Period and subject to the 1125-share, Code Section 423(b)(8) and fractional-share limitations on the amount of stock a participant would be entitled to purchase, over (b) the result of multiplying such number of shares by such option price.

The Committee or Successor Board shall determine the adjustments to be made under this Article 12, and its determination shall be conclusive.

Article 13 - No Transfer or Assignment of Employee's Rights.

An option granted under the Plan may not be transferred or assigned and may be exercised only by the participant.

Article 14 - Termination of Employee's Rights.

Whenever a participant ceases to be an eligible employee because of retirement, voluntary or involuntary termination, resignation, layoff, discharge, death or for any other reason, his or her rights under the Plan shall immediately terminate, and the Company shall promptly refund, without interest, the entire balance of his or her payroll deduction account under the Plan. Notwithstanding the foregoing, eligible employment shall be treated as continuing intact while a participant is on military leave, sick leave or other bona fide leave of absence, for up to 90 days, or for so long as the participant's right to re-employment is guaranteed either by statute or by contract, if longer than 90 days.

Article 15 - Termination and Amendments to Plan.

Unless terminated sooner as provided below, the Plan shall terminate on December 31, 2016. The Plan may be terminated at any time by the Company's Board of Directors but such termination shall not affect options then outstanding under the Plan. If at any time shares of stock reserved for the purpose of the Plan remain available for purchase but not in sufficient number to satisfy all then unfilled purchase requirements, the available shares shall be apportioned among participants in proportion to the amount of payroll deductions accumulated on behalf of each participant that would otherwise be used to purchase stock. Upon such termination or any other termination of the Plan, all payroll deductions not used to purchase stock will be refunded, without interest.

The Committee or the Board of Directors may from time to time adopt amendments to the Plan provided that, without the approval of the stockholders of the Company, no amendment may (i) increase the number of shares that may be issued under the Plan, or (ii) change the class of employees eligible to receive options under the Plan, if such action would be treated as the adoption of a new plan for purposes of Section 423(b) of the Code.

Article 16 - Limits on Sale of Stock Purchased under the Plan.

The Plan is intended to provide shares of Common Stock for investment and not for resale. The Company does not, however, intend to restrict or influence any employee in the conduct of his or her own affairs. An employee may, therefore, sell stock purchased under the Plan at any time the employee chooses, subject to compliance with any applicable federal or state securities laws and subject to any restrictions imposed under Article 21 to ensure that tax withholding obligations are satisfied. **THE EMPLOYEE ASSUMES THE RISK OF ANY MARKET FLUCTUATIONS IN THE PRICE OF THE COMMON STOCK.**

Article 17 - Participating Subsidiaries.

The term “participating subsidiary” shall mean any present or future subsidiary of the Company, as that term is defined in Section 424(f) of the Code, which is designated from time to time by the Board of Directors to participate in the Plan. The Board of Directors shall have the power to make such designation before or after the Plan is approved by the stockholders.

Article 18 - Optionees Not Stockholders.

Neither the granting of an option to an employee nor the deductions from his or her pay shall constitute such employee a stockholder of the shares covered by an option until such shares have been actually purchased by the employee.

Article 19 - Application of Funds.

The proceeds received by the Company from the sale of Common Stock pursuant to options granted under the Plan will be used for general corporate purposes.

Article 20 - Notice to Company of Disqualifying Disposition.

By electing to participate in the Plan, each participant agrees to notify the Company in writing immediately after the participant transfers Common Stock acquired under the Plan, if such transfer occurs within two years after the first business day of the Payment Period in which such Common Stock was acquired. Each participant further agrees to provide any information about such a transfer as may be requested by the Company or any subsidiary corporation in order to assist it in complying with the tax laws. Such dispositions generally are treated as "disqualifying dispositions" under Sections 421 and 424 of the Code, which have certain tax consequences to participants and to the Company and its participating subsidiaries.

<u>Article 21 - Withholding of Additional Income Taxes</u>.

By electing to participate in the Plan, each participant acknowledges that the Company and its participating subsidiaries are required to withhold taxes with respect to the amounts deducted from the participant's compensation and accumulated for the benefit of the participant under the Plan, and each participant agrees that the Company and its participating subsidiaries may deduct additional amounts from the participant's compensation, when amounts are added to the participant's account, used to purchase Common Stock or refunded, in order to satisfy such withholding obligations. Each participant further acknowledges that when Common Stock is purchased under the Plan the Company and its participating subsidiaries may be required to withhold taxes with respect to all or a portion of the difference between the fair market value of the Common Stock purchased and its purchase price, and each participant agrees that such taxes may be withheld from compensation otherwise payable to such participant. It is intended that tax withholding will be accomplished in such a manner that the full amount of payroll deductions elected by the participant under Article 7 will be used to purchase Common Stock. However, if amounts sufficient to satisfy applicable tax withholding obligations have not been withheld from compensation otherwise payable to any participant, then, notwithstanding any other provision of the Plan, the Company may withhold such taxes from the participant's accumulated payroll deductions and apply the net amount to the purchase of Common Stock, unless the participant pays to the Company, prior to the exercise date, an amount sufficient to satisfy such withholding obligations. Each participant further acknowledges that the Company and its participating subsidiaries may be required to withhold taxes in connection with the disposition of stock acquired under the Plan and agrees that the Company or any participating subsidiary may take whatever action it considers appropriate to satisfy such withholding requirements, including deducting from compensation otherwise payable to such participant an amount sufficient to satisfy such withholding requirements or conditioning any disposition of Common Stock by the participant upon the payment to the Company or such subsidiary of an amount sufficient to satisfy such withholding requirements.

<u>Article 22 - Governmental Regulations</u>.

The Company's obligation to sell and deliver shares of Common Stock under the Plan is subject to the approval of any governmental authority required in connection with the authorization, issuance or sale of such shares.

Government regulations may impose reporting or other obligations on the Company with respect to the Plan. For example, the Company may be required to identify shares of Common Stock issued under the Plan on its stock ownership records and send tax information statements to employees and former employees who transfer title to such shares.

Article 23 - Governing Law.

The validity and construction of the Plan shall be governed by the laws of the State of Delaware, without giving effect to the principles of conflicts of law thereof.

Article 24 - Approval of Board of Directors and Stockholders of the Company.

The 1996 Employee Stock Purchase Plan was adopted by the Board of Directors on September 6, 1996 and was approved by the stockholders of the Company on October 25, 1996. The 1996 Employee Stock Purchase Plan was amended and restated on May 29, 1997 to constitute the Amended and Restated 1996 Employee Stock Purchase Plan. The Amended and Restated 1996 Employee Stock Purchase Plan was amended and restated on April 14, 2000 to constitute the Second Amended and Restated 1996 Employee Stock Purchase Plan. The Second Amended and Restated 1996 Employee Stock Purchase Plan was further amended on July 12, 2002, July 16, 2003 and May 19, 2006. The Third Amended and Restated 1996 Employee Stock Purchase Plan was adopted by the Board of Directors on May 19, 2006 and was approved by the stockholders of the Company on July 12, 2006 ~~to constitute the Plan~~. **Further amendments to the Third Amended and Restated 1996 Employee Stock Purchase Plan were adopted by the Board of Directors on May 19, 2008 and approved by the stockholders of the Company on July 16, 2008 to constitute the Plan.**

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended January 31, 2008

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 0-21393

SEACHANGE INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Delaware	**04-3197974**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

50 Nagog Park, Acton, MA 01720
(Address of principal executive offices, including zip code)

(978)-897-0100
(Registrant's telephone number, including area code)

Securities Registered Pursuant To Section 12(b) Of The Act:

Common Stock, $.01 par value

Securities Registered Pursuant To Section 12(g) Of The Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation of S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of July 31, 2007, the aggregate market value of the voting stock held by non-affiliates of the registrant, based upon the closing price for the registrant's Common Stock on the Nasdaq Global Select Market on such date was $181,791,880. The number of shares of the registrant's Common Stock outstanding as of the close of business on April 9, 2008 was 31,074,450.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the definitive Proxy Statement (which is expected to be filed within 120 days after the Company's fiscal year end) relating to the registrant's Annual Meeting of Stockholders to be held on or about July 16, 2008 to be filed pursuant to Regulation 14A are incorporated by reference into Part III of this Annual Report on Form 10-K.

PART I

ITEM 1. Business

SeaChange International, Inc. (“SeaChange”, “we” or “us”), a Delaware corporation founded on July 9, 1993, is a leading developer, manufacturer and marketer of digital video systems and services. These products and services facilitate the management, aggregation, licensing, storage, and distribution of video, television programming, gaming and advertising content. We sell our products and services worldwide to cable system operators, including Cablevision, Comcast, Cox Communications, Virgin Media, and Time Warner Cable; telecommunications companies, including Nippon Telephone & Telegraph (NTT), Telekom Austria and Verizon Communications; and broadcast television companies, including ABC Disney, CNBCUK, Ascent Media, Clear Channel, and China Central Television.

Our digital video systems are designed to enable our customers to reduce subscriber turnover and access new revenue-generating opportunities from subscribers, advertisers and electronic commerce initiatives. Using our products and services, we believe our customers can increase their revenues by offering additional services such as on demand television, which allows, for example, the operator to offer a variety of programming for viewing whenever a subscriber chooses and incorporates the ability for subscribers to pause and rewind live television shows. Our systems also allow our customers to insert advertising, known as spot advertising, into their local and on-demand programming. As on-demand continues to grow, our advertising systems will allow our customers to target advertising segments to specific subscribers in a particular geographic and/or demographic market. In addition, our systems enable broadband system operators to offer other interactive television services that allow subscribers to customize and/or dynamically interact with their television, enhancing their viewing experience.

The primary thrust of our business has been supplying systems to deliver video assets in the evolving “On Demand” television environment. Through acquisitions and partnerships we have expanded our products and services to address the needs of video content owners, broadcasters, and aggregators. We refer to this flow of video assets from the content owner to the subscriber as the “Content Pipeline”. Our products and services include middleware that drives set top box applications such as Game Now℠ services, hardware and software for content management and delivery systems, advertising systems to pay for content, and services that involve the acquisition and distribution of video content. We believe that our strategy of expanding our product line will position SeaChange to support and maintain our existing customer base, take advantage of new customers entering the on demand marketplace and to enter adjacent markets.

Our core technologies provide a foundation for products and services that can be deployed in next generation systems capable of increased levels of subscriber interactivity. We have received several awards for technological excellence, including an Emmy Award in 2001 for our patented MediaCluster® technology and an Emmy Award in 2004 for our video-on-demand system.

Since 2004, we have made a number of strategic acquisitions and investments to expand our portfolio of products and services. These acquisitions and investments position SeaChange to offer customers of our video-on-demand systems a broader set of products and services. We have expanded our product line to cover the complete Content Pipeline including middleware and applications, and media services.

Industry Background

Cable System Operators and Telecommunications Companies

The number of households paying for TV access, such as cable subscription but excluding satellite, has been estimated at 94 million in the Americas and approximately 408 million worldwide. Over the last several years, cable system operators and telecommunications companies have spent billions of dollars to upgrade their networks from analog to digital, yielding a significant increase in available bandwidth, channel capacity and two-way interactive capability. We believe this investment reflects their intent to provide video-on-demand, advertising insertion, Internet access and other value-added services to their customers that will differentiate them from competing service providers, including satellite delivery systems.

In 2001, cable system operators and telecommunications companies began the deployment of residential video-on-demand capability allowing subscribers to watch video programming at any time with pause, rewind, fast forward and a number of additional interactive capabilities. All of the top ten North American cable system operators have deployed video-on-demand services in one or more major residential markets. The various on-demand applications offered by cable system operators and, increasingly, telecommunications operators include movies-on-demand, subscription video-on-demand, such as Home Box Office (HBO), as well as news, sports, music videos, games, and time-shifted television.

Cable companies have also begun to market telephony services. In response, telecommunications operators, notably AT&T and Verizon in the U.S., have initiated efforts to provide competitive digital television services. Their public statements regarding further network investments and other initiatives signal their strategic intentions to become significant players in video-on-demand and other interactive television services. Elsewhere, international telecommunications companies with high-speed network capacity are actively exploring and launching similar television services.

In addition, because cable television programming is transmitted over broadband (high bandwidth networks), cable system and telecom operators have the opportunity to segment and target their programming to viewers in selected geographies. In the future, we believe that the ability of operators to target viewers will extend to individual household-level targeting of advertisements in video-on-demand applications, generating revenues which may help support the worldwide deployment and growth of video-on-demand content and services.

Increased demand for video and audio content over the Internet will also require a substantial increase in storage capacity and bandwidth over time. We believe that cable system operators and telecommunications companies will play an integral role in providing these broadband Internet applications. We also believe that in order to offer high quality video applications over the Internet, cable system operators and telecommunications companies will need more storage and delivery systems capable of complex management and scheduling of video streams.

Broadcast Television Companies

Both domestically and internationally, broadcast television companies face a number of new challenges to their business. In digital broadcasting, changing ownership trends, new consumer alternatives (e.g., cable television, satellite television, or Internet) and evolving viewership models (e.g., Personal Video Recorders (PVR), cell phones, Personal Digital Assistants (PDA), etc.) are creating a more complex competitive environment for our customers that calls for greater efficiencies and business innovation. We believe broadcast television companies are therefore turning away from their out-dated tape-based systems with robotic libraries, which are cumbersome and require high levels of maintenance and manual intervention.

Some television broadcasters are using digital bandwidth to originate multiple program streams. As this application further develops, television broadcasters will require more video storage and delivery systems that can effectively manage and deliver these multiple television signals. As a result, we believe that television broadcasters will continue to automate their entire programming and advertising to reduce overall operating costs and improve reliability. In the near future we expect new opportunities to emerge for broadcasters and video-on-demand operators to create new business synergies that will likely require digital video storage and delivery systems.

SeaChange Business Segments

Broadband

Our high-bandwidth network, or Broadband, business is the foundation of our company and includes our video-on-demand (VOD) system which digitally manages, stores and distributes digital video. Our video-on-demand system allows cable system operators and telecommunications companies to offer video-on-demand and other interactive television services, including interactive advertising and retrieval of Internet content through the television. Our video-on-demand system can be deployed in either a residential environment or a commercial environment (e.g., hotels, schools, etc.) to deliver a wide variety of video services. Since 2000, we have been selected to supply our video-on-demand system in over 100 domestic and international commercial deployments of video-on-demand systems, including deployments by eight of the top 10 cable system operators in the United

States, as well as large cable operators in Asia, Europe and Latin America. As of the end of 2007, there were approximately 94 million homes in the Americas that subscribed to cable or TV content through a computer network infrastructure, commonly referred to as IPTV. Approximately 34 million of these homes have access to video-on-demand and some research analysts are forecasting that access to video-on-demand will grow to over 42.0 million homes by the end of 2009.

Our video-on-demand platform is comprised of hardware in the form of servers that store and deliver video content, and software that manages the video assets, the network and the back-office functions of the service.

In 2006, we began selling our SeaChange Axiom™ video-on-demand software, independent of our VOD hardware and offering subscription services for the software in an effort to increase market share and enhance revenue stability through more recurring revenues. By porting our software to other third party hardware platforms, we expect to increase our market share through opportunities at competitive vendors' installations.

Our Broadband business segment also includes our SPOT System for the insertion of advertisements and other short-form video into television network streams. Our advertising insertion products are available for both the traditional analog environment (the way that video signals have been transmitted for the past 60 years), and for the digital environment which provides the cable operator with a significant increase in available bandwidth, channel capacity and two-way capability. Based on currently available industry sources and our internal data, we believe our SPOT System is the leading analog video insertion system in the United States in the multichannel television market for advertisements and other short-form video. Over the last several years, our customers have begun to migrate to digital video ad insertion, and we believe our digital video ad insertion system is establishing a strong market position as well. The SPOT System automates the management and distribution process, which we believe reduces operating costs, provides high accuracy, high video image quality, and permits geographic and demographic specificity of advertisements. While the majority of our customers consist of major cable system operators and telecommunications companies in the United States, we have sold SPOT Systems to support over 55,000 channels throughout the world. Migration from the analog environment to the digital environment (particularly in the U.S.) has slowed demand for analog advertisement systems while accelerating demand for digital advertisement systems. In the future, we believe that our expertise in both the analog and digital advertising insertion market positions us well as the opportunities continue to develop for delivering interactive and targeted advertisements into television streams and into new media formats such as video-on-demand streams, games, and other applications.

A third component of our broadband business segment is our Seachange AdPulse™ On Demand advertising software platform that consists of two parts that include:

- An advertising and inventory management system called the SeaChange AdPulse On Demand Ad Manager; and
- A package of enhancements for the core VOD system called SeaChange Axiom Content Dynamics software that provides functions tailored to the special needs of managing, propagating, playing out and tracking of ads.

This system allows operators to generate new advertising revenue from inserting ads, dynamically, in on demand content while it provides detailed tracking and reporting on views and usage of inserted ads. 2007 saw the first commercial deployment of our SeaChange AdPulse™ On Demand advertising software platform.

Within our broadband business, our middleware and application business is focused on producing set-top client middleware software products and end-to-end interactive television applications, and performing system integration and software customization services. Our middleware and applications team is comprised of engineers located in Fort Washington, PA and San Mateo, CA. Our client middleware solutions include the VODlink® Platform Suite built for and deployed on common North American cable set top boxes and the TV Navigator platform deployed in Europe. We have also developed software that will allow us to deploy middleware for IPTV solutions in the telecom space.

Our middleware products consist of standards-based set top applications, head-end server components, software developer tools and a set of user applications. We have an open middleware architecture that can span both telecom and cable service provider deployments and is able to produce and facilitate a broad offering of applications that realize an end-to-end solution with other technologies. These include advanced asset management systems, our DVD on Demand services, electronic program guides that include support for video-on-demand, subscription video-on-demand like HBO (SVOD), Personal Video Recording (PVR) and Network Personal Video Recording (nPVR), advertising insertion in video-on-demand, and our Game Now game management system and streaming game technology. SeaChange middleware is currently deployed in over 2 million homes in North America and over 3 million homes in Europe.

In June of 2005, SeaChange made an $8.2 million investment in preferred stock of Casa Systems, Inc. representing a 19.8% ownership interest. Founded in 2003, Casa is a privately held technology company that has developed next generation broadband networking devices targeted at the growing market opportunity in interactive digital video and IP services over broadband networks. Based on innovative technologies, we believe that Casa's products may increase the efficiency while reducing the capital and operating expense of large scale deployments of video-on-demand, Interactive TV, Digital Video Recording (DVR), Switched Digital Video Broadcast (SDV), Video over Internet (video over IP) and broadband services.

Broadcast

Our Broadcast network business segment includes our Broadcast MediaCluster® system, which allows broadcast television companies to directly transmit content, such as commercials and other programming, for broadcast television companies, to their viewers through either single, multichannel or satellite-based delivery systems. We believe that our Broadcast MediaCluster system will effectively eliminate the need for analog tape libraries and provide broadcasters with the automated storage and playback features that they require and are seeking. Since 1998, we have installed our Broadcast MediaCluster system at more than 250 customer locations including network affiliates and multichannel operations in Asia, Europe and the Americas. In addition, we provide media companies, including studios, television networks, stations and cable and telecom operators, with the ability to interoperate with other devices (e.g., video editing and production equipment) within their customers' enterprise as part of a client-server architecture with our SeaChange MediaClient system to support the streaming and storage requirements of digital video applications. As media companies take advantage of new video services, including video-on-demand, Internet video streaming, and High-Definition television, we believe that they will derive greater benefit from storing media in a digital format. Our MediaLibrary and MediaClient systems are designed to support the storage, streaming and conversion of digital media files for a variety of video services.

Services

SeaChange also provides and continues to expand its media content services, consisting of content aggregation and distribution, through the acquisition of On Demand Group Limited (ODG), completed in September of 2005. ODG is a leader in Europe in the development and deployment of interactive media services. ODG specializes in aggregating content for video-on-demand and network video-on-demand (NVOD) platforms, and has provided services to cable operators in several countries in Europe. In December of 2007 ODG sold its 33% equity interest in FilmFlex Movies Limited (FilmFlex), a movie video-on-demand service that supplies movies to the UK cable industry, to FilmFlex's other investors Walt Disney Company Limited and Columbia Pictures Corporation Limited for approximately $18 million.

ODG also sources, acquires, packages, markets and accounts for Virgin Media's (the largest cable operator in the U.K.) video-on-demand services in the areas of music, children's, comedy and dramatic content. ODG has developed its own content rights management system and a content preparation center for incorporating video content from all of the major content suppliers around the world.

In Germany, the largest European market, ODG launched its own Pay-per-View service for Kabel Deutschland Germany (KDG) in fiscal 2007. KDG has approximately 9 million subscribers and has just begun to deploy digital services. We expect to transition the Pay-per-View service to a full fledged VOD service as the digital roll-out occurs. In addition, to augment the amount and variety of video content to be made available for KDG's Pay-per-View services and other prospective German service providers, ODG entered into a joint venture in fiscal 2008 with TeleMunchen Gruppe, a German media company whose activities include the production and acquisition of German-language feature films, television productions and classical music programs. In addition to providing pay-per -view services to KDG, the joint venture provided pay-per-view on VOD services to two additional customers during fiscal 2008.

In addition to media content services, SeaChange installs, maintains, and supports its hardware and software products in North America, Asia, South America and Europe. We currently provide installation, maintenance and technical support services to all our Broadband and Broadcast segment customers. With the addition of our middleware software products, we are also performing system integration, software customization and other professional services. We offer maintenance and technical support to customers, agents and distributors of our products on a 24-hour, seven-day a week basis, and our systems generally include at least one year of warranty support. We also offer basic and advanced on-site training for our customers.

Financial information about our business segments is included in Management's Discussion and Analysis of Financial Condition and Results of Operations and the Consolidated Financial Statements.

The SeaChange Solution

We are a leading developer, manufacturer and marketer of digital video systems and services. Our digital video systems, which include hardware, such as servers, as well as operations and applications software, automate the storage, management and distribution of video content such as movies, broadcast programming, games, advertising and other video content types. We market our products and services to cable system operators, telecommunications companies and broadcast television companies, and are actively exploring the marketing of our products to new customers that are entering the video-on-demand market. Our solutions are based on the following five core areas of functionality:

- Content aggregation, management and distribution;
- Storage and retrieval of video content to and from digital libraries;
- Automated distribution of video streams between digital libraries by means of local and wide-area data networks;
- Delivery of video streams over single and multiple channels; and
- Management of video sales, scheduling, billing and execution of related business transactions and services.

We use these core areas of functionality to provide solutions to a number of commercial markets and are focused on providing solutions to meet the opportunities presented by next-generation systems with increased levels of subscriber interactivity. Our systems are designed to provide a consistent set of features and benefits, including:

- *Viewer Targeting*. Our digital video products enable broadband system operators (telecom and cable television companies) to efficiently target viewers in specific demographic or geographic groups. We believe this allows operators to capitalize on new revenue-generating opportunities from subscribers and advertisers. Using our video-on-demand system, broadband operators are able to offer interactive television services to individual residences or hotel rooms and, with our advertising system, can better target advertising campaigns to consumers.
- *Scalability.* Our products are scalable in both video storage and video stream capacity. Our proprietary technology, including our patented single-copy storage system, the MediaCluster system, allows a single copy of content to be streamed through all available outputs without the need for duplication of content or re-routing between servers on the system. Our storage technology and distributed architecture results in a highly scalable system that reduces operational complexity and yields storage and bandwidth efficiencies as the amount of available content and the number of subscribers increase. Our products are scalable to the needs of our customers whether operating in a single channel system concentrated in one specific zone or a system with hundreds of channels serving multiple markets and a large number of users within each market.
- *Interoperability.* Our products have been designed to be compatible with a wide range of hardware systems and software applications used by broadband system operators to deliver their digital video offerings. These include set top boxes from Motorola, Cisco Systems, Sony, Pioneer and Pace, a variety of programming guides including TV Guide, Passport and SARA, billing systems, service delivery

systems and interactive application control software. Likewise, our broadcast systems interoperate with a range of systems and applications from such companies as Adobe Systems, Apple Computer, Avid Technology, Harris, Sony, Thomson and others.

- *Automation*. Our automated system allows broadband system operators to distribute and manage content without significant human intervention. We believe this automation also allows our customers to minimize operating personnel and equipment requirements resulting in lower ongoing operating costs and opportunities for new services.
- *Reliability*. Through the use of our proprietary MediaCluster technology and application software and low-cost standard computer industry components, our products are designed to be fault resilient, with no single point of failure, providing the high reliability required for television and video-on-demand operations.

Strategy

Our strategy is to be the leading provider of video solutions to meet the growing demand for on-demand solutions in the television industry. We develop, manufacture and market digital video systems and services that include the management, aggregation, licensing, storage, and distribution of video, television, gaming and advertising content. The key elements of our strategy are to:

- *Develop, Maintain and Extend Long-term Customer Relationships*. We focus our product development, marketing and direct sales efforts on maintaining and extending long-term customer relationships with cable system operators, telecommunications companies and television broadcasters across the world. We have formed important relationships with customers that have grown from advertisement and other short-form video insertion to video-on-demand systems and other interactive television services, storage systems and streaming systems. We believe that the fundamental shift from broadcast to on-demand applications and the growing emphasis on interactive technologies will continue to present opportunities for us to develop, market and support solutions to our existing customers as well as to new additional markets.
- *Offer Integrated Solutions*. Our customers operate complex networks that require the delivery and management of video programming across multiple channels and target zones. We believe that our integrated solutions can provide advantages in cost and implementation for digital video applications while interoperating with existing and emerging third-party equipment and software. To continue to address these needs, we intend to provide and further develop, internally and with our partners, integrated applications and support services for our customers. We believe that providing complete integrated solutions has been a significant factor in our success in the advertising and video-on-demand markets to date.
- *Establish and Maintain Technological Leadership*. We believe our competitive position is dependent in large part on the features and performance of our systems. As a result, we focus our research and development efforts on introducing systems with improved hardware and software capabilities. We have been granted patents and have patents pending for our various technologies. We have received several awards for technological excellence, including an Emmy Award in 2001 for our patented MediaCluster storage technology and a second Emmy Award in 2004 for our video-on-demand system. As of January 31, 2008, 41% of our employees were focused on research and product development efforts.
- *Provide Superior Customer Service and Support*. Our products operate in customer environments where continuous operation is critical. As a result, we believe that providing a high level of service and support gives us a competitive advantage and is a differentiating factor in developing and maintaining key customer relationships. Our in-depth industry and application knowledge allows us to better understand the service needs of our customers. As of January 31, 2008, 25% of our employees were dedicated to customer service and support, including project design and implementation, maintenance, installation and training. Customers have access to service personnel via 24-hour, seven-day a week telephone support. In addition, we believe that the acquisitions and investments that have been made by us in media services and in system integration and customization services have positioned us as an integral partner with our customers to ensure optimal performance of their systems.

Key Products and Services

SeaChange Video-On-Demand System

We have developed and are deploying a video-on-demand system to cable television companies and telecommunications companies within the Broadband segment. Our video-on-demand system consists of:

- MediaCluster video storage servers that reside at various points in a broadband network system and are used to play or stream videos as requested;
- SeaChange Axiom video operations services software to manage and control the system and to support integration with third-party systems and applications;
- SPOT advertising systems hardware and software and AdPulse On Demand Advertising System;
- Interactive middleware that enables cable operators outside North America to run multiple services, including high-definition television, video-on-demand, and personal video recorders on multiple platforms;
- Real-Time Record System, a time-shifting television application that enables broadcasted programming to be automatically encoded by broadband operators, with complete trick-mode functionality or video cassette recorder-like functionality; and
- Interfaces to digital headend modulators, control systems and subscriber management systems.

Our video-on-demand system allows our customers to offer the following interactive services to their subscribers:

- *Video-on-Demand.* This interactive service allows residential users and commercial users (e.g., hotel guests, academic institutions) to review lists of available movies and/or programming content, order individual movies and/or programs and view them in real-time. Using this service, subscribers gain full control over the video stream.
- *Subscription Video-on-Demand.* This service provides premium channel offerings, such as those offered by HBO, Showtime or Starz, in an on-demand manner, as well as on a scheduled basis. Similar to our video-on-demand service, our subscription video-on-demand service allows subscribers to review lists of available premium channel content, order individual programs and watch them at home with full video recorder control.

In addition, our video-on-demand system is designed to support interactive services that are being developed by broadband system operators including:

- *Networked Digital Video Recording.* This service provides users with interactive control over broadcasted television programming, enabling viewers to watch sports, news, and other program types with full video cassette recorder and personal video recorder-like (e.g., TiVo recorders) control over the video stream. We enable the provision of this service through our servers and software located in broadband local transmission sites known as headends. We believe this service also has the potential to accommodate new advertising techniques, such as ad replacement or limited fast-forward functionality.
- *Targeted and Interactive Advertising.* This service will support interactive advertising, or advertising where the subscriber controls the path and delivery of an advertisement, in a video-on-demand service and in other forms of programming that result in a dedicated communications link between the subscriber's set top box and the video-on-demand system itself. This service will be competitive with those provided by direct marketing and direct mail firms and may allow purchases over the television, such as one might do with a web browser over the Internet.
- *DVD on Demand Service.* This interactive service brings DVD functionality to video-on-demand applications and provides a common standard for distributing and presenting video content. Our software tools and applications provide the capability to transform DVDs, including their menus and content chapter and options, to video-on-demand applications, which potentially offers movie studios and a variety of other video content producers the opportunity to leverage the significant DVD market.

SeaChange SPOT System

Our family of SPOT Systems automates the complex process of advertisement and other video insertion across multiple channels and geographic zones for cable system operators and telecommunications companies primarily in the Broadband segment. Through our embedded proprietary software, our SPOT System allows cable system and telecom operators to insert local and regional advertisements and other video streams into a specific time allocated by cable television networks such as CNN, MTV, ESPN, Black Entertainment Television, Discovery Channel and Nickelodeon. The SPOT System is also capable of inserting advertising into digital cable channels and delivering targeted advertising, as well as advertising with interactive links to content on video-on-demand systems, as well as to other interactive advertising systems.

The SPOT System is an integrated solution composed of hardware platforms, software applications, data networks and easy to use graphical interfaces. Our SPOT System is designed to be installed at local transmission sites, known as headends, and advertising sales business offices. Our video insertion process consists of six steps:

- *Encoding.* The process begins with our encoding software, which in real time transforms and compresses analog to digital short-and long-form video.
- *Storage.* Our SPOT System organizes, manages and stores these video streams in a disk-based video library capable of storing thousands of advertisements.
- *Scheduling.* Our advertising management software coordinates with the traffic and billing application to determine the designated time slot, channel and geographic zone for each video stream.
- *Distribution.* Our strategic digital video software then copies the video files from the master video library and distributes them over the operator's data network to appropriate headends, where they are stored in video servers for future play.
- *Insertion.* Following a network cue, our video switch module automatically inserts the video stream into the network feed (initiating the analog conversion, if necessary), where they are then seen by television viewers.
- *Verification.* After the video streams run, our proprietary software and hardware verifies the content, accuracy, timing and placement of these video streams to facilitate proper customer billing.

SeaChange AdPulse On Demand Advertising System

The SeaChange AdPulse System consists of an advertising and inventory management system called the SeaChange AdPulse On Demand Ad Manager and a package of enhancements for the core VOD system called SeaChange Axiom Content Dynamics software that provide functions tailored to the special needs of managing, propagating, playing out and tracking of ads.

Key features of the AdPulse On Demand Ad Manager include:

- Inventory Management—the ability to define advertising avails (slots) in on demand content. The inventory is managed by creating an inventory definition that specifies a content group (by program, provider, or content category) to which the inventory definition will apply, then specifying the number and placement of ad breaks and the number of spots per break for programs in that content group.
- Order Entry—the ability to specify the rules by which different ad copy will be inserted into on demand content by assigning advertising copy to defined inventory.
- Dynamic Ad Placement Decisions—the ability to modify a playlist at run-time to add, delete, or change ads played with assets based on defined ad placement rules.
- Interior Ad Breaks – ad insertion and /or replacement at ad breaks within an on demand content stream if interior ad breaks are marked with SCTE-35 descriptors.
- Operational Reporting—the ability to view and track aspects of the overall operation of the SeaChange AdPulse Manager, such as whether advertising copy required to execute an order has been received and propagated.

- Business Reporting—the ability to view and track specific business aspects of the SeaChange AdPulse Manager, such as which inventory has been sold and which is unsold, a summary of orders from a specific client, etc.
- Verification Reporting—the ability to track and view data about execution of orders, views of ad copy, and user action during the ad views.

SeaChange MediaLibrary System

The SeaChange MediaLibrary system is a mass storage system designed for media companies, including studios, television networks, stations and cable and telecommunications (telco) operators. The system utilizes our patented MediaCluster technology and stores any media file, independent of format and compression. This approach separates operators' application decisions from their storage requirements, enabling all the client systems within a television facility, such as SeaChange's MediaClient on-air servers, non-linear editors, archives, and other media tools to share a centralized, fault-resilient online storage resource. The MediaLibrary system has been deployed by a number of television operators to date and is sold in both the Broadband and Broadcast segments.

SeaChange MediaClient System

The SeaChange MediaClient system is a media device equipped with product-specific video hardware and applications software. The device is designed for use by media companies, including studios, television networks, stations and cable and telecom operators, to interoperate with other devices within their customers' enterprise as part of a client/server architecture. Introduced in 2004, the SeaChange MediaClient system typically operates as an adjunct to the SeaChange MediaLibrary system to support the streaming and storage requirements of digital video applications and is sold in both the Broadband and Broadcast segments.

We believe that as media companies take advantage of new and various video services, including video-on-demand, Internet video streaming, and High-Definition television, among others, they will derive greater benefit from the storage of media in a digital format. The MediaLibrary and the MediaClient systems are designed to support the storage, streaming and conversion of digital media files for a variety of video services.

SeaChange Broadcast MediaCluster System

Our Broadcast MediaCluster System is composed of multiple individual video servers arranged in a cluster acting as one system. This system is designed to provide high-quality digital based video storage and playback for use with automation systems in broadcast television stations. This product is intended to replace on-air tape decks used to store and play back advertising, movies and other programming from video tape cart systems and, in some cases, to replace the cart systems themselves. Our Broadcast MediaCluster System is designed for customers both in larger broadcast television markets, which use station automation systems, and in smaller markets, which use control software included in the system. This product is sold within the Broadcast segment.

As with the video-on-demand system in the Broadband segment, our Broadcast MediaCluster System is designed to simultaneously record, encode, store to a disk and play video content using compression and decompression hardware. This product is designed to seamlessly integrate into television broadcasters' current tape-based operations and meet the high performance requirements of television broadcasters. Our Broadcast MediaCluster System has features that enable the television broadcaster to have end-to-end functionality and reliability, including one feature that enables broadcasters to schedule its programming for a week of television content.

Service and Support

We install, maintain and support our hardware and software products in North America, Europe, Asia and South America. We offer basic and advanced on-site training for customer employees. We currently provide installation, maintenance and technical support to all our customers. We offer maintenance and technical support to customers, agents and distributors of our hardware, software and systems on a 24-hour, seven-day a week basis. Generally, our product sales include at least one year of free maintenance.

SeaChange has expanded into media content services, consisting of content aggregation and distribution, through the acquisition of ODG, completed in fiscal 2006. ODG is a leader in Europe in the development and deployment of interactive media services. ODG specializes in aggregating content for video-on-demand and network video-on-demand (NVOD) platforms, and has provided services to cable operators in more than 20 countries in Europe.

Customers

We currently sell our products primarily to cable system operators, broadcast and telecommunications companies.

Our customer base is highly concentrated among a limited number of large customers, primarily due to the fact that the cable, movie, broadcast, and telecommunications industries in the United States are dominated by a limited number of large companies. A significant portion of our revenues in any given fiscal period have been derived from substantial orders placed by these large organizations. In the years ended January 31, 2008, 2007 and 2006 total revenues from our five largest customers represented approximately 57%, 64% and 54%, respectively, of our total revenues. Customers accounting for more than 10% of total revenues consisted of Comcast (32%) and Virgin Media Inc. (13%) in the year ended January 31, 2008; Comcast (37%) and Virgin Media Inc. (16%) in the year ended January 31, 2007; and Comcast (25%) in the year ended January 31, 2006. We expect that we will continue to be dependent upon a limited number of customers for a significant portion of our revenues in future periods. As a result of this customer concentration, our business, financial condition and results of operations could be materially adversely affected by the failure of anticipated orders to materialize and by deferrals or cancellations of orders as a result of changes in customer requirements or new product announcements or introductions. In addition, the concentration of customers may cause variations in revenue, expenses and operating results on a quarterly basis due to seasonality of orders or the timing and relative size of orders received and shipped during a fiscal quarter.

We do not believe that our backlog at any particular time is meaningful as an indicator of our future level of sales for any particular period. Because of the nature of our products and our use of standard components, substantially the entire backlog at the end of a quarter can be manufactured and shipped to the customer before the end of the following quarter. However, because of the requirements of particular customers these orders may not be shipped or, if shipped, the related revenues may not be recognized in the ensuing quarter. Therefore, there is no direct correlation between the backlog at the end of any quarter and our total sales for the following quarter or other periods.

Selling and Marketing

We sell and market our products in the United States primarily through a direct sales organization and internationally through direct sales and independent agents and distributors, complemented by a coordinated marketing effort of our product marketing personnel. Direct sales activities in the United States are conducted from our Massachusetts headquarters and through sales representatives deployed across the country. We also market certain of our products to systems integrators and value-added resellers.

In light of the complexity of our digital video products, we primarily employ a consultative direct sales process. Working closely with customers to understand and define their needs enables us to obtain better information regarding market requirements, enhance our expertise in our customers' industries, and more effectively and precisely convey to customers how our solutions address the customer's specific needs. In addition to the direct sales process, customer references and visits by potential customers to sites where our products are in place are often critical in the sales process.

We use several marketing programs focused on our targeted markets to support the sale and distribution of our products. We use exhibitions at a limited number of prominent industry trade shows and conferences and presentations at technology seminars to promote awareness of us and our products. We also publish articles in trade and technical journals and promotional product literature.

Research and Product Development

Our management believes that our success will depend to a substantial degree upon our ability to develop and introduce in a timely fashion new integrated solutions and enhancements to our existing products that meet changing customer requirements in our current and new markets. We have made, and intend to continue to make, substantial investments in product and technological development. Our direct sales and marketing groups closely monitor changes in customer needs, changes in the marketplace and emerging industry standards, and are therefore better able to focus our research and development efforts to address these evolving industry requirements.

Our research and development expenditures totaled approximately $42.7 million, $40.9 million and $34.5 million for the years ended January 31, 2008, 2007 and 2006 respectively. At January 31, 2008, 356 employees were engaged in research and product development. We believe that the experience of our product development personnel is an important factor in our success. We perform our research and product development activities at our headquarters and in offices in New Hampshire, Pennsylvania, California, and China.

Manufacturing

Our manufacturing operation is located at our facility in Acton, Massachusetts. This manufacturing operation consists primarily of component and subassembly procurement, systems integration and final assembly, testing and quality control of the complete systems. We rely on independent contractors to manufacture components and subassemblies to our specifications. Each of our products undergoes testing and quality inspection at the final assembly stage.

Competition

The markets in which we compete are characterized by intense competition, with a large number of suppliers providing different types of products to different segments of the markets. In new markets for our products, we compete principally based on price. In markets in which we have an established presence, we compete principally on the basis of the breadth of our products' features and benefits, including the flexibility, scalability, professional quality, ease of use, reliability and cost effectiveness of our products, and our reputation and the depth of our expertise, customer service and support. While we believe that we currently compete favorably overall with respect to these factors and that our ability to provide integrated solutions to manage, store and distribute digital video differentiates us from our competitors, in the future we may not be able to continue to compete successfully with respect to these factors. In the market for long-form video products including video-on-demand, we compete with various companies offering video server platforms such as Concurrent Computer Corp., Arris Group Inc. (through its 2007 acquisition of C-Cor Corporation), Motorola, Inc. (through its 2006 acquisition of Broadbus Technologies, Inc.) and Cisco Systems, Inc. (through its 2006 acquisition of Arroyo Video Solutions, Inc.). In the television broadcast market, we compete against Thomson, Omneon Video Networks, Sony Corporation and Leitch Incorporated. In the digital advertisement insertion market, we generally compete only with Arris Group Inc. (through its acquisition of C-Cor Corporation). We expect the competition in each of these markets to intensify in the future as existing and new competitors with significant market presence and financial resources, including computer hardware and software companies and television equipment manufacturers, enter these rapidly evolving markets.

Many of our current and prospective competitors have significantly greater financial, technical, manufacturing, sales, marketing and other resources. As a result, these competitors may be able to devote greater resources to the development, promotion, sale and support of their products. Moreover, these companies may introduce additional products that are competitive with ours or enter into strategic relationships to offer complete solutions, and in the future our products may not be able to compete effectively with these products.

Proprietary Rights

Our success and our ability to compete are dependent, in part, upon our proprietary rights. We have been granted fifteen U.S. patents and have filed foreign patent applications related thereto for various technologies developed and used in our products. In addition, we rely on a combination of contractual rights, trademark laws, trade secrets and copyright laws to establish and protect our proprietary rights in our products. It is possible that in the future not all of these patents will be issued or that, if issued, the validity of these patents would not be upheld. It is also possible that the steps taken by us to protect our intellectual property will be inadequate to prevent misappropriation of our technology or that our competitors will independently develop technologies that are substantially equivalent or superior to our technology. In addition, the laws of some foreign countries in which our products are or may be distributed do not protect our proprietary rights to the same extent as do the laws of the United States. We have been involved in significant intellectual property litigation, and we may be a party to litigation in the future to enforce our intellectual property rights or as a result of an allegation that we infringe others' intellectual property.

Employees

As of January 31, 2008, we employed 861 persons, including 356 in research and development, 218 in customer service and support, 87 in selling and marketing, 36 in manufacturing and 88 in general and administration functions. We believe that our relations with our employees are good. None of our employees are represented by a collective bargaining agreement.

Geographic Information

Geographic information is included in Management's Discussion and Analysis of Financial Condition and Results of Operations and the Consolidated Financial Statements.

Available Information

SeaChange is subject to the informational requirements of the Exchange Act. Therefore, SeaChange files periodic reports, proxy statements and other information with the SEC. Such reports, proxy statements and other information may be obtained by visiting the Public Reference Room of the SEC at 100 F Street, N.E., Washington, DC 20549 or by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an internet site (http://www.sec.gov) that contains reports, proxy and information statements and other information regarding issuers that file electronically.

Financial and other information about SeaChange, including SeaChange's Code of Ethics and Business Conduct and charters for SeaChange's Audit Committee, Compensation and Option Committee and Corporate Governance and Nominating Committee, is available on our website (*www.schange.com*). We make available free of charge on our website our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. The information contained on our web site is not incorporated by reference into this document and should not be considered a part of this Annual Report. Our web site address is included in this document as an inactive textual reference only.

ITEM 1A. Risk Factors

Any statements contained in this Form 10-K that do not describe historical facts may constitute forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements relate to future events or our future financial performance and are identified by words such as "may," "will," "could," "should," "expect," "plan," "intend," "seek," "anticipate," "believe," "estimate," "potential," or "continue" or other comparable terms or the negative of those terms. Forward-looking statements in this Form 10-K include certain statements regarding the effect of certain accounting standards on our financial position and results of operations, the effect of certain legal claims against us, projected changes in our revenues, earnings and expenses, exchange rate sensitivity, interest rate sensitivity, liquidity, product introductions, industry changes and general market conditions. Our actual future results may differ significantly from those stated in any forward-looking statements. Any such forward-looking statements contained herein are based on current expectations, but are subject to a number of risks and uncertainties that may cause actual results to differ materially from expectations. Factors that may cause such differences include, but are not limited to, the factors discussed below. Each of these factors, and others, are discussed from time to time in our filings with the SEC.

Our future success is dependent on the continued development of the video-on-demand market and if video-on-demand does not gain broad market acceptance, our business may not continue to grow.

An increasing portion of our revenue in the last year has come from sales and services related to our video-on-demand products. However, the video-on-demand market continues to develop as a commercial market and may not gain broad market acceptance. The potential size of the video-on-demand market and the timing of its development are uncertain. The success of this market requires that broadband system operators, particularly the seven largest domestic cable system operators, continue to upgrade their cable networks to support digital two-way transmission service and successfully market video-on-demand and similar services to their cable television subscribers. Some cable system operators are still in the early stages of commercial deployment of video-on-demand service to major residential cable markets and, accordingly, to date our digital video systems have been commercially available only to a limited number of subscribers. Also, the telecommunications companies have also begun to adapt their networks to support digital two-way transmission and begun marketing video-on-demand services. If cable system operators and telecommunications companies fail to make the capital expenditures necessary to upgrade their networks or determine that broad deployment of video-on-demand services is not viable as a business proposition or if our digital video systems cannot support a substantial number of subscribers while maintaining a high level of performance, our revenues will not grow as we have planned.

In addition, a number of well-funded companies have been discussing broadband Internet VOD services for home television viewing. If these products are developed they may be more cost effective than our VOD solutions, which could result in cable system operators and telecommunications companies discontinuing purchases of our on-demand products.

Because our customer base is highly concentrated among a limited number of large customers, the loss of or reduced demand of these customers could have a material adverse effect on our business, financial condition and results of operations.

Our customer base is highly concentrated among a limited number of large customers, and, therefore, a limited number of customers account for a significant percentage of our revenues in any year. In fiscal 2008 our five largest customers accounted for 57% of our revenues. Our five largest customers have accounted for approximately half to three quarters of our revenues in each of the past five years. Our largest customer represented approximately 32% of our revenues in fiscal 2008. We generally do not have written agreements that require customers to purchase fixed minimum quantities of our products. Our sales to specific customers tend to vary significantly from year to year depending upon these customers' budgets for capital expenditures and our new product introductions. We believe that a significant amount of our revenues will continue to be derived from a limited number of large customers in the future. The loss of, or reduced demand for products or related services from, any of our major customers could have a material adverse effect on our business, financial condition and results of operations.

In addition, the industry has experienced consolidation among our customers which may cause delays or reductions in capital expenditure plans and/or increased competitive pricing pressures as the number of available customers decline and their relative purchasing power increases in relation to suppliers. Any of these factors could adversely affect our business.

Cancellation or deferral of purchases of our products could cause our operating results to be below the expectations of the public market stock analysts who cover our stock, resulting in a decrease in the market price of our common stock.

We derive a substantial portion of our revenues from purchase orders that exceed $1.0 million in value. Therefore, any significant cancellation or deferral of purchases of our products could have a material adverse effect on our business, financial condition and results of operations in any particular quarter due to the resulting decrease in revenue and gross margin and our relatively fixed costs. In addition, to the extent significant sales occur earlier than expected, operating results for subsequent quarters may be adversely affected because our operating costs and expenses are based, in part, on our expectations of future revenues, and we may be unable to adjust spending in a timely manner to compensate for any revenue shortfall. Because of these factors, in some future quarter our operating results may be below the expectations of public market analysts and investors which may adversely affect the market price of our common stock.

Timing of significant customer orders may cause our quarterly operating results to fluctuate, making period-to-period comparisons of our operating results less meaningful.

We have experienced significant variations in the revenue, expenses and operating results from quarter to quarter and these variations are likely to continue. We believe that fluctuations in the number of orders being placed from quarter to quarter are principally attributable to the buying patterns and budgeting cycles of broadband system operators, including telecommunications companies, and broadcast companies, the primary buyers of the digital video-on-demand, advertising and broadcast systems, respectively. We expect that there will continue to be fluctuations in the number and value of orders received. As a result, our results of operations have in the past and likely will, at least in the near future, fluctuate in accordance with this purchasing activity making period-to-period comparisons of our operating results less meaningful. In addition, because these factors are difficult for us to forecast, our business, financial condition and results of operations for one quarter or a series of quarters may be adversely affected and below the expectations of public market analysts and investors, resulting in a decrease in the market price of our common stock.

Due to the lengthy sales cycle involved in the sale of our products, our quarterly results may vary and should not be relied on as an indication of future performance.

Digital video-on-demand, advertising, movie and broadcast products are relatively complex and their purchase generally involve a significant commitment of capital, with attendant delays frequently associated with large capital expenditures and implementation procedures within an organization. Moreover, the purchase of these products typically requires coordination and agreement among a potential customer's corporate headquarters and its regional and local operations. For these and other reasons, the sales cycle associated with the purchase of our digital video-on-demand, advertising, movie and broadcast products is typically lengthy and subject to a number of significant risks, including customers' budgetary constraints and internal acceptance reviews, over which we have little or no control. Based upon all of the foregoing, we believe that our quarterly revenues and operating results are likely to vary significantly in the future, that period-to-period comparisons of our results of operations are not necessarily meaningful and that these comparisons should not be relied upon as indications of future performance.

If there were a decline in demand or average selling prices for our broadband products, including our Video-On-Demand Systems and Advertising Systems, our revenues and operating results would be materially affected.

We expect our broadband products to continue to account for a significant portion of our revenues. Accordingly, a decline in demand or average selling prices for our broadband products, whether as a result of new product introductions by others, price competition, technological change, inability to enhance the products in a timely fashion, or otherwise, could have a material adverse effect on our business, financial condition and results of operations.

If we are unable to manage our growth and the related expansion in our operations effectively, our business may be harmed through a diminished ability to monitor and control effectively our operations, and a decrease in the quality of work and innovation of our employees.

Our ability to successfully offer new products and services and implement our business plan in a rapidly evolving market requires effective planning and management. We are also continuing to transition towards greater reliance on our video-on-demand products and services for an increased portion of our total revenue. In light of the growing complexities in managing our expanding portfolio of products and services, our anticipated future operations will continue to strain our operational and administrative resources. To manage future growth effectively, we must continue to improve our management, our operational controls and internal controls over financial reporting, and to integrate the businesses we have acquired and our new personnel and to manage our expanding international operations. A failure to manage our growth may harm our business through a decreased ability to monitor and control effectively our operations, and a decrease in the quality of work and innovation of our employees upon which our business is dependent.

Our ability to compete could be jeopardized if we are unable to protect our intellectual property rights from third-party challenges.

Our success and ability to compete depends upon our ability to protect our proprietary technology that is incorporated into our broadband and broadcast products. We rely on a combination of patent, copyright, trademark and trade secret laws and restrictions on disclosure to protect our intellectual property rights. Although we have fifteen issued patents, we cannot assure that any additional patents will be issued or that the issued patents will not be invalidated. We also enter into confidentiality or license agreements with our employees, consultants and corporate partners, and control access to and distribution of our software, documentation and other proprietary information. Despite these precautions, it may be possible for a third party to copy or otherwise misappropriate and use our products or technology without authorization, particularly in foreign countries where the laws may not protect our proprietary rights as fully as in the United States. We may need to resort to litigation in the future to enforce our intellectual property rights, to protect our trade secrets or to determine the validity and scope of the proprietary rights of others. If competitors are able to use our technology, our ability to compete effectively could be harmed.

We have been and in the future could become subject to litigation regarding intellectual property rights, which could seriously harm our business and require us to incur significant legal costs to defend our intellectual property rights.

The industry in which we operate is characterized by vigorous protection and pursuit of intellectual property rights or positions, which on occasion, have resulted in significant and often protracted litigation. We have from time to time received, and may in the future receive, communications from third parties asserting infringements on patent or other intellectual property rights covering our products or processes. We have been involved in significant intellectual property litigation, and we may be a party to litigation in the future to enforce our intellectual property rights or as a result of an allegation that we infringe others' intellectual property. Any parties asserting that our products infringe upon their proprietary rights would force us to defend ourselves and possibly our customers or manufacturers against the alleged infringement, as many of our commercial agreements require us to defend and/or indemnify the other party against intellectual property infringement claims brought by a third party with respect to our products. These claims and any resulting lawsuit, if successful, could subject us to significant liability for damages and invalidation of our proprietary rights. In the case of a willful infringement, any such damages may be trebled. This possibility of multiple damages serves to increase the incentive for plaintiffs to bring such litigation. In addition, these lawsuits, regardless of their success, would likely be time-consuming and expensive to resolve and would divert management time and attention away from our operations.

Although we carry general liability insurance, our insurance may not cover potential claims of this type or may not be adequate to indemnify us for all liability that may be imposed. In addition, any potential intellectual property litigation also could force us to stop selling, incorporating or using the products that use the infringed intellectual property or obtain from the owner of the infringed intellectual property right a license to sell or use the relevant technology, although this license may not be available on reasonable terms, or at all, or redesign those products that use the infringed intellectual property. If we are forced to take any of the foregoing actions, our business may be seriously harmed.

If content providers, such as movie studios, limit the scope of content licensed for use in the digital video-on-demand market, our business, financial condition and results of operations could be negatively affected because the potential market for our products would be more limited than we currently believe and have communicated to the financial markets.

The success of the video-on-demand market is contingent on content providers, such as movie studios, permitting their content to be licensed for use in this market. Content providers may, due to concerns regarding either or both marketing and illegal duplication of the content, limit the extent to which they provide content to the video-on-demand market. A limitation of content for the video-on-demand market would indirectly limit the market for our video-on-demand system which is used in connection with that market.

If we are unable to successfully introduce new products or enhancements to existing products, our financial condition and operating results may be adversely affected by a decrease in sales of our products.

Because our business plan is based on technological development of new products and enhancements to our existing products, our future success is dependent on our successful introduction of these new products and enhancements. In the future we may experience difficulties that could delay or prevent the successful development, introduction and marketing of these and other new products and enhancements, or find that our new products and enhancements do not adequately meet the requirements of the marketplace or achieve market acceptance. Announcements of currently planned or other new product offerings may cause customers to defer purchasing our existing products. Moreover, despite testing by us and by current and potential customers, errors or failures may be found in our products, and, even if discovered, may not be successfully corrected in a timely manner. These errors or failures could cause delays in product introductions and shipments, or require design modifications that could adversely affect our competitive position. Our inability to develop new products or enhancements on a timely basis or the failure of these new products or enhancements to achieve market acceptance could have a material adverse effect on our business, financial condition and results of operations.

Because we purchase certain material components used in manufacturing our products from sole suppliers and we use a limited number of third party manufacturers to manufacture our products, our business, financial condition and results of operations could be materially adversely affected by a failure of these suppliers or manufacturers.

Certain key components of our products are currently purchased from a sole supplier, including computer chassis manufactured by Enclosure Concepts, Inc., switching gear from EGO Systems, an interface controller video transmission board manufactured by Cyclone Microsystems, Inc., encoder and decoder hardware from Matrox and software from Cinegy Gmbh, operating system and applications software from Microsoft and various components from Intel. We have in the past experienced quality control problems, where products did not meet specifications or were damaged in shipping, and delays in the receipt of these components. These problems were generally of short duration and did not have a material adverse effect on our business and results of operations. However, we may in the future experience similar types of problems which could be more severe or more prolonged. While we believe that there are alternative suppliers available for these components, we believe that the procurement of these components from alternative suppliers could take up to a year. In addition, these alternative components may not be functionally equivalent or may be unavailable on a timely basis or on similar terms. The inability to obtain sufficient key components as required, or to develop alternative sources if and as required in the future, could result in delays or reductions in product shipments which, in turn, could have a material adverse effect on our business, financial condition and results of operations.

In addition, we rely on a limited number of third parties who manufacture certain components used in our products. While to date there has been suitable third party manufacturing capacity readily available at acceptable quality levels, in the future there may not be manufacturers that are able to meet our future volume or quality requirements at a price that is favorable to us. Any financial, operational, production or quality assurance difficulties experienced by these third party manufacturers that result in a reduction or interruption in supply to us could have a material adverse effect on our business, financial condition and results of operations.

If we are not able to obtain necessary licenses or distribution rights for third-party technology at acceptable prices, or at all, our products could become obsolete or we may not be able to deliver certain product offerings.

We have incorporated third-party licensed technology into our current products and our product lines. From time to time, we may be required to license additional technology from third parties to develop new products or product enhancements or to provide specific solutions. Third-party licenses may not be available or continue to be available to us on commercially reasonable terms. The inability to maintain or re-license any third-party licenses required in our current products or to obtain any new third-party licenses necessary to develop new products and product enhancements or provide specific solutions could require us to obtain substitute technology of lower quality or performance standards or at greater cost. Such inabilities could delay or prevent us from making these products or enhancements or providing specific solutions, which could seriously harm the competitiveness of our products.

If we are unable to successfully compete in our marketplace, our financial condition and operating results may be adversely affected.

We currently compete against both computer companies offering video server platforms and more traditional analog video playback systems. In the digital advertisement insertion market, we compete against suppliers of both analog tape-based and digital systems.

Due to the rapidly evolving markets in which we compete, additional competitors with significant market presence and financial resources, including computer hardware and software companies and television equipment manufacturers, may enter those markets, thereby further intensifying competition. Increased competition could result in price reductions and loss of market share which would adversely affect our business, financial condition and results of operations. Many of our current and potential competitors have greater financial, selling and marketing, technical and other resources than we do. Moreover, our competitors may also foresee the course of market developments more accurately than we. Although we believe that we have certain technological and other advantages over our competitors, realizing and maintaining these advantages will require a continued high level of investment by us in research and product development, marketing and customer service and support. In the future we may not have sufficient resources to continue to make these investments or to make the technological advances necessary to compete successfully with our existing competitors or with new competitors.

If we are unable to compete effectively, our business, prospects, financial condition and operating results would be materially adversely affected because of the difference in our operating results from the assumptions on which our business model is based.

If we fail to respond to rapidly changing technologies related to digital video, our business, financial condition and results of operations would be materially adversely affected because the competitive advantage of our products relative to those of our competitors would decrease.

The markets for our products are characterized by rapidly changing technology, evolving industry standards and frequent new product introductions and enhancements. Future technological advances in the television and video industries may result in the availability of new products or services that could compete with the solutions provided by us or reduce the cost of existing products or services, any of which could enable our existing or potential customers to fulfill their video needs better and more cost efficiently than with our products. Our future success will depend on our ability to enhance our existing digital video products, including the development of new applications for our technology, and to develop and introduce new products to meet and adapt to changing customer requirements and emerging technologies. In the future, we may not be successful in enhancing our digital video products or developing, manufacturing and marketing new products which satisfy customer needs or achieve market acceptance. In addition, there may be services, products or technologies developed by others that render our products or technologies uncompetitive, unmarketable or obsolete, or announcements of currently planned or other new product offerings either by us or our competitors that cause customers to defer or fail to purchase our existing solutions.

Because our business is susceptible to risks associated with international operations, we may not be able to maintain or increase international sales of our products.

International product and service revenues ranged from 12% to 40% of our total revenues in each of the past five years. Our international operations are expected to continue to account for a significant portion of our business in the future. However, in the future we may be unable to maintain or increase international sales of our products and services. International sales are subject to a variety of risks, including:

- difficulties in establishing and managing international distribution channels;
- difficulties in selling, servicing and supporting overseas products and in translating products into foreign languages;
- the uncertainty of laws and enforcement in certain countries relating to the protection of intellectual property;
- multiple and possibly overlapping tax structures;

- currency and exchange rate fluctuations;
- negative tax consequences such as withholding taxes and employer payroll taxes; and
- economic or political changes in international markets.

Our financial condition and results of operations could be materially adversely affected by the performance of the companies in which we have made and may in the future make equity investments.

We have made non-controlling equity investments in complementary companies, including On Demand Deutschland GmbH & Co. KG, Casa Systems, Inc., Minerva Networks, Inc. and InSite One, Inc., and we may in the future make additional investments in these and/or other companies. These investments may require additional capital and may not generate the expected rate of return that we believed possible at the time of making the investment. This may adversely affect our financial condition or results of operations. Also, investments in development-stage companies may generate other than temporary declines in fair value of our investment that would result in impairment charges.

Future acquisitions may be difficult to integrate, disrupt our business, dilute stockholder value or divert management attention.

As part of our business strategy, we have acquired and may in the future seek to acquire or invest in new businesses, products or technologies that we believe could complement or expand our business, augment our market coverage, enhance our technical capabilities or otherwise offer growth opportunities. Acquisitions could create risks for us, including:

- difficulties in assimilation of acquired personnel, operations, technologies or products which may affect our ability to develop new products and services and compete in our rapidly changing marketplace due to a resulting decrease in the quality of work and innovation of our employees upon which our business is dependent; and
- adverse effects on our existing business relationships with suppliers and customers, which may be of particular importance to our business because we sell our products to a limited number of large customers, we purchase certain components used in manufacturing our products from sole suppliers and we use a limited number of third party manufacturers to manufacture our product.

In addition, if we consummate acquisitions through an exchange of our securities, our existing stockholders could suffer significant dilution. Any future acquisitions, even if successfully completed, may not generate any additional revenue or provide any benefit to our business.

The success of our business model could be influenced by changes in the regulatory environment, such as changes that either would limit capital expenditures by television, cable or telecommunications operators or reverse the trend towards deregulation in the industries in which we compete.

The telecommunications and television industries are subject to extensive regulation which may limit the growth of our business, both in the United States and other countries. The growth of our business internationally is dependent in part on deregulation of the telecommunications industry abroad similar to that which has occurred in the United States and the timing and magnitude of which is uncertain. Broadband system operators are subject to extensive government regulation by the Federal Communications Commission and other federal and state regulatory agencies. These regulations could have the effect of limiting capital expenditures by broadband system operators and thus could have a material adverse effect on our business, financial condition and results of operations. The enactment by federal, state or international governments of new laws or regulations, changes in the interpretation of existing regulations or a reversal of the trend toward deregulation in these industries could adversely affect our customers, and thereby materially adversely affect our business, financial condition and results of operations.

We may not be able to hire and retain highly skilled employees, particularly managerial, engineering, customer service, selling and marketing, finance, administrative and manufacturing personnel, which could affect our ability to compete effectively because our business is technology-based and there is a shortage of these employees within the New England area.

Our success depends to a significant degree upon the continued contributions of our key personnel, many of whom would be difficult to replace. We believe that our future success will also depend in large part upon our ability to attract and retain highly skilled managerial, engineering, customer service, selling and marketing, finance, administrative and manufacturing personnel, as our business is technology-based. Because competition for these personnel is intense, we may not be able to attract and retain qualified personnel in the future. The loss of the services of any of the key personnel, the inability to attract or retain qualified personnel in the future or delays in hiring required personnel, particularly software engineers and sales personnel could have a material adverse effect on our business, financial condition and results of operations because our business is technology-based.

We are currently not able to use a short-form registration statement on Form S-3, and this may impede our ability to raise funds or consummate an acquisition.

Because we were late in filing our Quarterly Report on Form 10-Q for the second fiscal quarter of 2008, we are not currently eligible to use a short-form registration statement on Form S-3. Subject to our making timely filings and the satisfaction of certain other criteria, we will regain eligibility to use the Form S-3 registration statement on October 24, 2008. Until that time, the inability to use the short-form registration statement could delay or impede our ability to either consummate a public offering of our shares or consummate an acquisition in which the selling stockholders are to receive shares of our stock that are freely tradable, either of which event could adversely impact our results of operation and financial condition.

Any weaknesses identified in our system of internal controls by us and our independent registered public accounting firm pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 could have an adverse effect on our business.

Section 404 of the Sarbanes-Oxley Act of 2002 requires that companies evaluate and report on their systems of internal control over financial reporting. In addition, our independent registered public accounting firm must report on its evaluation of those controls. In future periods, we may identify deficiencies, including as a result of the loss of the services of one or more of our key personnel, in our system of internal controls over financial reporting that may require remediation. There can be no assurances that any such future deficiencies identified may not be significant deficiencies or material weaknesses that would be required to be reported in future periods.

We may have additional tax liabilities.

We are subject to income taxes in both the United States and numerous foreign jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. We are regularly under audit by tax authorities. Although we believe our tax estimates are reasonable, the final determination of tax audits and any related litigation could be materially different from our historical income tax provisions and accruals. The results of an audit or litigation could have a material effect on our income tax provision, net income, or cash flows in the period or periods for which that determination is made.

In 2006, we received an audit notification from the Internal Revenue Service (IRS) requesting materials relating to our 2004 through 2007 federal tax return. As of January 31, 2008, we continue to provide information relating to the audit and have not received or agreed upon any final adjustment from the IRS.

In addition, we are subject to sales, use and similar taxes in many countries, jurisdictions and provinces, including those states in the United States where we maintain a physical presence or have a substantial nexus. These taxing regimes are complex. For example, in the United States, each state and local taxing authority has its own interpretation of what constitutes a sufficient physical presence or nexus to require the collection and remittance of these taxes. Similarly, each state and local taxing authority has its own rules regarding the applicability of sales tax by customer or product type.

System errors, failures, or interruptions could cause delays in shipments, require design modifications or replacements which may have a negative impact on our business and damage our reputation and customer relationships.

System errors or failures may adversely affect our business, financial condition and results of operations. Despite our testing and testing by current and potential customers, not all errors or failures may be found in our products or, if discovered, successfully corrected in a timely manner. These errors or failures could cause delays in product introductions and shipments or require design modifications that could adversely affect our competitive position. Further, some errors may not be detected until the systems are deployed. In such a case, we may have to undertake major replacement programs to correct the problem. Our reputation may also suffer if our customers view our products as unreliable, whether based on actual or perceived errors or failures in our products.

Further, a defect, error or performance problem with our on-demand systems could cause our customers' VOD offerings to fail for a period of time or be degraded. Any such failure would cause customer service and public relations problems for our customers. As a result, any failure of our customers' systems caused by our technology, including the failure of third party technology incorporated therein or therewith, could result in delayed or lost revenue due to adverse customer reaction, negative publicity regarding us and our products and services and claims for substantial damages against us, regardless of our responsibility for such failure. Any claim could be expensive and require us to spend a significant amount of resources. In circumstances where third party technology incorporated with or in our systems includes a defect, error or performance problem or fails for any reason, we may have to replace such third party technology at our expense and be responsible to our customers for their corresponding claims. Such replacements or claims could be expensive and could require us to spend a significant amount of resources.

ITEM 1B. Unresolved Staff Comments

None.

ITEM 2. Properties

Location	Principal Use	Square Feet
Acton, Massachusetts	Corporate Headquarters, video software engineering and manufacturing	120,000
Greenville, New Hampshire	Video Storage engineering, logistics and services	24,000
Greenville, New Hampshire	Video server and broadcast product engineering	13,000
Fort Washington, Pennsylvania	Software Development, digital video and interactive television	14,000

In addition, we also maintain small research and development and/or sales and support offices in Illinois, Nevada, California, England, France, Ireland, Singapore, Japan, India, Philippines, and China. We believe that existing facilities are adequate to meet our foreseeable requirements.

ITEM 3. Legal Proceedings

Litigation

None.

Other Matters

SeaChange provides indemnification, to the extent permitted by law, to its officers, directors, employees and agents for liabilities arising from certain events or occurrences while the officer, director, employee, or agent is or was serving at SeaChange's request in such capacity. With respect to acquisitions, SeaChange provides indemnification to or assumes indemnification obligations for the current and former directors, officers and employees of the acquired companies in accordance with the acquired companies' bylaws and charter. As a matter of practice, SeaChange has maintained directors and officers' liability insurance including coverage for directors and officers of acquired companies.

SeaChange enters into agreements in the ordinary course of business with customers, resellers, distributors, integrators and suppliers. Most of these agreements require SeaChange to defend and/or indemnify the other party against intellectual property infringement claims brought by a third party with respect to SeaChange's products. From time to time, SeaChange also indemnifies customers and business partners for damages, losses and liabilities they may suffer or incur relating to personal injury, personal property damage, product liability, and environmental claims relating to the use of SeaChange's products and services or resulting from the acts or omissions of SeaChange, its employees, authorized agents or subcontractors. For example, SeaChange has received requests from several of its customers for indemnification of patent litigation claims asserted by Acacia Media Technologies, USA Video Technology Corporation and VTran Media Technologies. Management performed an analysis of all requests under Statement of Financial Accounting Standards No. 5, *Accounting for Contingencies* ("SFAS 5") and determined that as of January 31, 2008 $120,000 was estimable and probable and has recorded an accrual.

SeaChange warrants that its products, including software products, will substantially perform in accordance with its standard published specifications in effect at the time of delivery. Most warranties have at least a one year duration that generally commence upon installation. In addition, SeaChange provides maintenance support to all customers and therefore allocates a portion of the product purchase price to the initial warranty period and recognizes revenue on a straight line basis over that warranty period related to both the warranty obligation and the maintenance support agreement. When SeaChange receives revenue for extended warranties beyond the standard duration, it is deferred and recognized on a straight line basis over the contract period. Related costs are expensed as incurred.

In the ordinary course of business, SeaChange provides minimum purchase guarantees to certain of its vendors to ensure continuity of supply against the market demand. Although some of these guarantees provide penalties for cancellations and/or modifications to the purchase commitments as the market demand decreases, most of the guarantees do not. Therefore, as the market demand decreases, SeaChange re-evaluates the accounting implications of guarantees and determines what charges, if any, should be recorded.

With respect to its agreements covering product, business or entity divestitures and acquisitions, SeaChange provides certain representations and warranties and agrees to indemnify and hold such purchasers harmless against breaches of such representations, warranties and covenants. Many of the indemnification claims have a definite expiration date while some remain in force indefinitely. With respect to its acquisitions, SeaChange may, from time to time, assume the liability for certain events or occurrences that took place prior to the date of acquisition.

SeaChange provides such guarantees and indemnification obligations after considering the economics of the transaction and other factors including but not limited to the liquidity and credit risk of the other party in the transaction. SeaChange believes that the likelihood is remote that any such arrangement could have a material adverse effect on its financial position, results of operation or liquidity. SeaChange records liabilities, as disclosed above, for such guarantees based on the Company's best estimate of probable losses which considers amounts recoverable under any recourse provisions.

ITEM 4. Submission of Matters to a Vote of Securities Holders

No matters were submitted during the fourth quarter of the fiscal year ended January 31, 2008 to a vote of security holders of the Company through the solicitation of proxies or otherwise.

PART II

ITEM 5. Market for Registrant's Common Equity and Related Stockholder Matters

Market Information

Our common stock (symbol, "SEAC") began trading on NASDAQ on November 5, 1996 and currently trades on the Nasdaq Global Select Market (formerly, the Nasdaq National Market). Prior to this date, there was no established public trading market for the Company's common stock.

On April 9, 2008, the last reported sale price of our common stock on NASDAQ was $6.99 per share and there were approximately 150 holders of record of our common stock. We believe that the number of beneficial holders of our common stock exceeds 6,000.

The following table sets forth the quarterly high and low closing sales prices per share reported on NASDAQ for our last two fiscal years ended January 31, 2008 and 2007.

	Fiscal year 2008		Fiscal year 2007	
	High	Low	High	Low
First Quarter	$10.83	$7.85	$ 9.83	$6.73
Second Quarter	$ 9.19	$6.98	$ 7.26	$6.03
Third Quarter	$ 7.94	$6.06	$ 9.15	$6.45
Fourth Quarter	$ 8.11	$5.10	$10.63	$8.17

Dividend Policy

We have never declared or paid any cash dividends on our common stock, since inception, and do not expect to pay cash dividends on our common stock in the foreseeable future. We currently intend to retain all of our future earnings for use in operations and to finance the expansion of our business.

Equity Compensation Plan Information

The following table provides information about the common stock that may be issued upon the exercise of options, warrants and rights under all of SeaChange's existing equity compensation plans as of January 31, 2008, including the Amended and Restated 2005 Equity Compensation Incentive Plan, the Amended and Restated 1995 Stock Option Plan, the 1996 Non-Employee Director Stock Option Plan and the Third Amended and Restated 1996 Employee Stock Purchase Plan.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders(1)	4,884,205(2)	$ 14.99	2,688,487(3)
Equity compensation not approved by security holders(4)	160,134	$ 14.71	0
Total	5,044,339	$ 14.98(5)	2,688,487

(1) Consists of the Amended and Restated 2005 Equity Compensation Incentive Plan, the Amended and Restated 1995 Stock Option Plan, the 1996 Non-Employee Director Stock Option Plan and the Third Amended and Restated 1996 Employee Stock Purchase Plan. Does not include 230,508 shares of restricted common stock issued under the Amended and Restated 2005 Equity Compensation Incentive Plan, since such shares are issued and outstanding.

(2) Excludes the shares to be issued for the period ended May 31, 2008 under the Third Amended and Restated 1996 Employee Stock Purchase Plan, because the number of shares to be issued upon exercise of currently outstanding options thereunder cannot be determined, as it will be determined on May 31, 2008, the last day of the payment period, and will be for a maximum of 1,125 shares per eligible participant.

(3) As of January 31, 2008, 2,563,336 shares remained available for issuance under the Amended and Restated 2005 Equity Compensation Incentive Plan and 125,151 shares remained available for grant under the Third Amended and Restated 1996 Employee Stock Purchase Plan.

(4) Pursuant to the Video-on-Demand Purchase Agreement, dated as of December 1, 2000, by and between SeaChange and Comcast Cable Communications of Pennsylvania, Inc., Comcast has been issued warrants exercisable for 450,000 shares of common stock. As disclosed in SeaChange's Current Report on Form 8-K filed October 6, 2004, Comcast exercised certain of these warrants and there remains outstanding today one warrant exercisable for 160,134 shares of common stock with a per share exercise price of $14.71 and which is nonforfeitable and freely exercisable.

(5) Excludes the weighted average exercise price for shares to be issued under the Third Amended and Restated 1996 Employee Stock Purchase Plan, as amended, because the weighted average exercise price of currently outstanding options thereunder cannot be determined, as it will be equal to 85% of the lower of the average market price of the common stock on December 1, 2007 and May 31, 2008, the first and last business day of the applicable payment period.

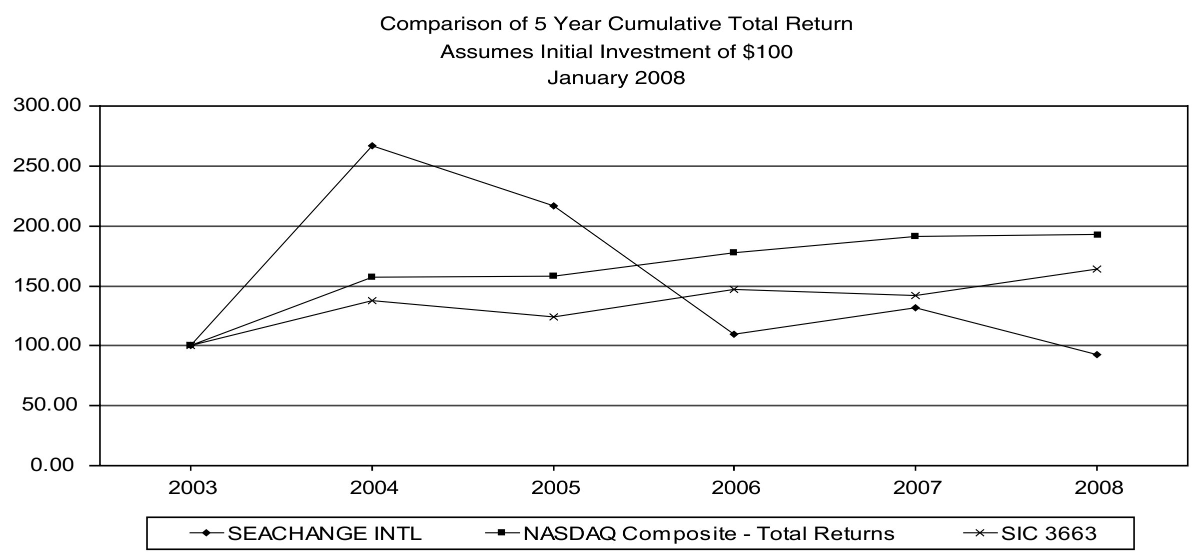
Repurchase of our Equity Securities

On February 13, 2008, SeaChange International's Board of Directors authorized the repurchase of up to $20.0 million of its common stock, par value $.01 per share, through a share repurchase program. As authorized by the program, shares may be purchased in the open market or through privately negotiated transactions, in a manner consistent with applicable securities laws and regulations. This stock repurchase program does not obligate the Company to acquire any specific number of shares and may be suspended or discontinued at any time. All repurchases are expected to be funded from the Company's current cash and investments balances. The Company does not intend to repurchase any shares from its management team or other insiders.

STOCK PERFORMANCE GRAPH

The following graph compares the change in the cumulative total stockholder return on SeaChange's common stock during the period from the close of trading on January 31, 2003 through January 31, 2008, with the cumulative total return on the Center for Research in Securities Prices ("CRSP") Index for the Nasdaq Stock Market (U.S. Companies) and a SIC Code Index based on the SeaChange's SIC Code. The comparison assumes $100 was invested on January 31, 2003 in SeaChange's common stock at the $7.57 closing price on that date and in each of the foregoing indices and assumes reinvestment of dividends, if any.

The following graph is not "soliciting material," is not deemed filed with the SEC and is not to be incorporated by reference in any filing of SeaChange under the Securities Act or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing. The stock price performance shown on the following graph is not necessarily indicative of future price performance. Information used on the graph was obtained from a third party provider, a source believed to be reliable, but SeaChange is not responsible for any errors or omissions in such information.



Notes:

A. The lines represent monthly index levels derived from compounded daily returns that include all dividends.
B. If the monthly interval, based on the fiscal year-end, is not a trading day, the preceding trading day is used.
C. The Index level for all series was set to 100 on January 31, 2003.

ITEM 6. Selected Financial Data

The following consolidated selected financial data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K.

	Year ended January 31,				
	2008	2007	2006	2005	2004
	(in thousands, except for per share data)				
Consolidated Statement of Operations Data:					
Revenues:					
Product (hardware, software and systems)	$105,769	$ 95,000	$ 73,516	$113,764	$112,227
Services	74,124	66,334	52,748	43,539	35,939
	179,893	161,334	126,264	157,303	148,166
Costs of revenues:					
Product (hardware, software and systems)	52,464	48,334	45,555	60,158	64,824
Services	46,465	37,189	28,315	25,755	22,687
	98,929	85,523	73,870	85,913	87,511
Gross profit	80,964	75,811	52,394	71,390	60,655
Operating expenses:					
Research and development	42,699	40,917	34,475	29,536	26,060
Selling and marketing	23,073	22,383	18,681	18,069	16,673
General and administrative	20,283	19,193	14,254	10,330	9,144
Amortization of intangibles	2,952	5,664	2,201	1,333	1,599
	89,007	88,157	69,611	59,268	53,476
(Loss) income from operations	(8,043)	(12,346)	(17,217)	12,122	7,179
Interest income, net	1,927	1,355	2,038	962	1,734
Impairment on investment in affiliate	—	(150)	—	—	(313)
Gain on sale of investment in affiliate	10,031	—	—	—	—
Income (loss) before income taxes and equity income (loss) in earnings of affiliates	3,915	(11,141)	(15,179)	13,084	8,600
Income tax (expense) benefit	(2,156)	1,632	2,941	(3,070)	(3,169)
Equity income (loss) in earnings of affiliate, net of tax	1,143	1,272	39	(148)	137
Net income (loss)	$ 2,902	$ (8,237)	$ (12,199)	$ 9,866	$ 5,568
Earnings (loss) per share:					
Basic	$ 0.10	$ (0.29)	$ (0.43)	$ 0.36	$ 0.21
Diluted	$ 0.10	$ (0.29)	$ (0.43)	$ 0.34	$ 0.20
Consolidated Balance Sheet Data (as of January 31):					
Working capital	$ 86,236	$ 57,820	$ 45,759	$126,397	$ 99,195
Total assets	217,896	199,296	207,797	212,628	182,579
Deferred revenues	19,103	21,806	20,045	21,342	16,437
Long-term liabilities	3,391	1,121	1,353	—	209
Total liabilities	52,494	42,876	54,053	47,794	36,661
Total stockholders' equity	165,402	156,420	153,744	164,834	145,918

ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis together with our consolidated financial statements, related notes and other financial information appearing elsewhere in this report. In addition to historical information, the following discussion and other parts of this report contain forward-looking information that involves risks and uncertainties. Our actual results could differ materially from those anticipated by such forward-looking information due to a number of factors including risks discussed in Item 1A. "Risk Factors," and elsewhere in this Annual Report on Form 10-K. These risks could cause our actual results to differ materially from any future performance suggested below.

Overview

We are a leading developer, manufacturer and marketer of digital video systems and services including the management, aggregation, licensing, storage, and distribution of video, television, gaming and advertisement content to cable system operators, telecommunications companies and broadcast television companies.

We have three reportable segments: Broadband, Broadcast and Services. The Broadband segment includes hardware, software and systems, such as our digital advertising and video-on-demand products that digitally manage, store and distribute digital video for cable system operators and telecommunications companies. The Broadcast segment includes products for the storage, archival, on-air playback of advertising and other video programming for the broadcast television industry. Our hardware, software and systems ("product") revenues are comprised of sales originating from our Broadband and Broadcast segments. The Services segment is comprised of revenue related to professional services, media content services, installation, training, project management, product maintenance and technical support for the above products.

We have experienced fluctuations in our product revenues from quarter to quarter due to the timing of the receipt of customer orders and the shipment of those orders. The factors that impact the timing of the receipt of customer orders include among other factors:

- the customer's receipt of authorized signatures on their purchase orders;
- the budgetary approvals within the customer's company for capital purchases; and
- the ability to process the purchase order within the customer's organization in a timely manner.

Factors that may impact the shipment of customer orders include:

- the availability of material and labor to produce the product;
- the time required to produce and test the product before delivery; and
- the customer's required delivery date.

The delay in the timing of receipt and shipment of any one customer order can result in significant fluctuations in our revenue reported on a quarterly basis.

Our operating results are significantly influenced by a number of factors, including the mix of products sold and services provided, pricing, costs of materials used in our products and the expansion of our operations during the fiscal year. We price our products and services based upon our costs and consideration of the prices of competitive products and services in the marketplace. The costs of our products primarily consist of the costs of components and subassemblies that have generally declined from product introduction to product maturity. As a result of the growth of our business, our operating expenses have historically increased in the areas of research and development, selling and marketing, customer service and support and administration. In the current state of the economy, we expect that our Broadband and Broadcast customers may still have limited capital spending budgets as we believe they are dependent on advertising revenues to fund their capital equipment purchases. Accordingly, we expect our financial results to vary from quarter to quarter, and our historical financial results are not necessarily indicative of future performance. In light of the higher proportion of our international business due, in part, to our acquisitions of the European-based businesses of Liberate Technologies and the On Demand Group, Ltd ("ODG") in fiscal 2006, we expect movements in foreign currency exchange rates to continue to impact our operating results and the equity section of our balance sheet.

Our ability to continue to generate revenues within the markets that our products are sold and to generate cash from operations and net income is dependent on several factors which include:

- market acceptance of the products and services offered by our customers and increased subscriber usage and demand for these products and services;
- selection by our customers of our products and services versus the products and services being offered by our competitors;
- our ability to introduce new products to the market in a timely manner and to meet the demands of the market for new products and product enhancements;
- our ability to maintain gross margins from the sale of our products and services at a level that will provide us with cash to fund our operations given the pricing pressures within the market and the costs of materials and labor to manufacture our products; and
- our ability to control operating costs given the fluctuations that we have experienced with revenues from quarter to quarter.

In September 2005, SeaChange purchased the remaining 72.4% of the outstanding capital stock of ODG. As a result of this acquisition, SeaChange owned 100% of ODG and a 33.3% equity investment in FilmFlex Movies Limited ("FilmFlex"), a company based in the United Kingdom. The purchase agreement provided for additional contingent consideration to the former shareholders of ODG, if ODG met certain financial goals. The contingent consideration was paid or issued in four installments. In May 2006, SeaChange paid $3.0 million in cash to satisfy the first installment. On June 30, 2006, SeaChange and the former shareholders of ODG amended the original purchase agreement to provide for the acceleration of the second installment of contingent consideration in exchange for the issuance of 341,360 shares of SeaChange's common stock having a fair market value of $2.3 million as of the date of the amendment. In December 2007 SeaChange and the former shareholders of ODG amended the original purchase agreement to provide the former shareholders of ODG 417,304 shares of SeaChange's common stock in March 2008 having a fair market value of $3.2 million as of the date of the amendment in satisfaction of the third installment. On March 13, 2008, SeaChange and the former stockholders of ODG amended the original purchase agreement to provide for the satisfaction of the final contingent by consideration through the issuance of 714,084 shares of SeaChange's common stock having a fair market value of $4.9 million as of the date of the amendment. As of January 31, 2008 the Company recorded the third and fourth contingent consideration installments totaling $8.1 million, as additional goodwill for the step up acquisition of ODG.

SeaChange held a 33.3% equity investment in FilmFlex which was founded in 2004 by ODG, Columbia Pictures Corporation Limited ("Sony") and Walt Disney Company Limited ("Disney") to provide an exclusive video on demand movie service for Virgin Media. Each of the investors owned 33.3% of FilmFlex. On December 21, 2007, SeaChange sold all of the shares held by ODG in FilmFlex to the two other existing shareholders of FilmFlex (Sony and Disney) and to FilmFlex. The aggregate consideration received by ODG in connection with this sale was $17.9 million in cash resulting in a gain of approximately $10.0 million. This gain was $2.6 million lower than the $12.6 million gain previously disclosed in the Company's March 13, 2008 earnings press release that announced its unaudited fiscal 2008 fourth quarter and year end financial results due to the reduction of goodwill associated with Filmflex. Concurrent with the FilmFlex divestiture, ODG executed a two year outsourcing services agreement in which ODG will continue to provide FilmFlex with selected planning, production and operations support services.

Summary of Critical Accounting Policies; Significant Judgments and Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make significant estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. These items are regularly monitored and analyzed by management for changes in facts and circumstances, and material changes in these estimates could occur in the future. Changes in estimates are recorded in the period in which they become known. We base our estimates on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from our estimates if past experience or other assumptions do not turn out to be substantially accurate.

We believe that the accounting policies described below are critical to understanding our business, results of operations and financial condition because they involve significant judgments and estimates used in the preparation of our consolidated financial statements. An accounting policy is deemed to be critical if it requires a judgment or accounting estimate to be made based on assumptions about matters that are highly uncertain, and if different estimates that could have been used, or if changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact our consolidated financial statements. Other significant accounting policies, primarily those with lower levels of uncertainty than those discussed below, are also critical to understanding our consolidated financial statements. The notes to our consolidated financial statements contain additional information related to our accounting policies and should be read in conjunction with this discussion.

Principles of Consolidation. The Company consolidates the financial statements of its wholly owned subsidiaries and all inter-company accounts are properly eliminated in consolidation. SeaChange also holds minority investments in the capital stock of certain private companies having product offerings or customer relationships that have strategic importance. The Company evaluates its equity and debt investments and other contractual relationships with affiliate companies in order to determine whether the guidelines of FASB Interpretation ("FIN") No. 46, *Consolidation of Variable Interest Entities* ("FIN 46R"), as revised under FIN 46R should be applied in the financial statements. FIN 46R addresses consolidation by business enterprises of variable interest entities that possess certain characteristics. The Company has concluded that it is not the primary beneficiary for any variable interest entities as of January 31, 2008. The Company's investments in affiliates include investments accounted for under the cost method and the equity method of accounting. The investments that represent less than a 20% ownership interest of the common shares of the affiliate are carried at cost. Under the equity method of accounting, which generally applies to investments that represent 20% to 50% ownership of the common shares of the affiliate, SeaChange's proportionate ownership share of the earnings or losses of the affiliate are included in equity income (loss) in earnings of affiliates in the consolidated statement of operations.

Revenue Recognition and Allowance for Doubtful Accounts. The accounting related to revenue recognition is complex and affected by interpretations of the rules and an understanding of industry practices. As a result, revenue recognition accounting rules require us to make significant judgments. Our judgment is required in assessing the probability of collection, which is generally based on evaluation of customer-specific information, historical collection experience and economic market conditions. Revenues from sales of hardware, software and systems that do not require significant modification or customization of the underlying software are recognized when title and risk of loss has passed to the customer, there is evidence of an arrangement, fees are fixed or determinable and collection of the related receivable is considered probable. Customers are billed for installation, training, project management and at least one year of product maintenance and technical support at the time of the product sale. Revenue from these activities are deferred at the time of the product sale and recognized ratably over the period these services are performed. Revenue from ongoing product maintenance and technical support agreements are recognized ratably over the period of the related agreements. Revenue from software development contracts that include significant modification or customization, including software product enhancements, is recognized based on the percentage of completion contract accounting method using labor efforts expended in relation to estimates of total labor efforts to complete the contract. For contracts, where some level of profit is assured but the Company is only able to estimate ranges of amounts of total contract revenue and total contract cost, the Company uses the lowest probable level of profits in accounting for the contract revenues and costs. Accounting for contract amendments and customer change orders are included in contract accounting when executed. Revenue from shipping and handling costs and other out-of-pocket expenses reimbursed by customers are included in revenues and cost of revenues. Our share of inter-company profits associated with sales and services provided to affiliated companies are eliminated in consolidation in proportion to our equity ownership.

Our transactions frequently involve the sales of hardware, software, systems and services in multiple element arrangements. Revenues under multiple element arrangements are recorded based on the residual method of accounting. Under this method, the total arrangement value is allocated first to undelivered elements, based on their fair values, with the remainder being allocated to the delivered elements. The amounts allocated to undelivered elements, which may include project management, training, installation, maintenance and technical support and hardware and software components, are based upon the price charged when these elements are sold separately and unaccompanied by the other elements. The amount allocated to installation, training and project management revenue is based upon standard hourly billing rates and the estimated time required to complete the service. These services are not essential to the functionality of systems as these services do not alter the equipment's capabilities, are available from other vendors and the systems are standard products. For multiple element arrangements that include software development with significant modification or customization and systems sales where vendor-specific objective evidence of the fair value does not exist for the undelivered elements of the arrangement (other than maintenance and technical support), percentage of completion accounting is applied for revenue recognition purposes to the entire arrangement with the exception of maintenance and technical support. Where fair value of undelivered service elements has not been established, the total arrangement value is recognized over the period during which the services are performed. For transactions in which consideration, including equity instruments, is given to a customer, SeaChange accounts for the value of this consideration as an adjustment to revenue. We must apply judgment in determining all elements of the arrangement and in determining the fair value for each element.

We recognize revenue for product and services only in those situations where collection from the customer is probable. The Company performs ongoing credit evaluations of customers' financial condition but generally does not require collateral. For some international customers, the Company may require an irrevocable letter of credit to be issued by the customer before the purchase order is accepted. The Company monitors payments from customers and assesses any collection issues. The Company maintains allowances for specific doubtful accounts and other risk categories of accounts based on estimates of losses resulting from the inability of the Company's customers to make required payments and records these allowances as a charge to general and administrative expenses. The Company bases its allowances for doubtful accounts on historical collections and write-off experience, current trends, credit assessments, and other analysis of specific customer situations. While such credit losses have historically been within our expectations and the allowances established, we cannot guarantee that we will continue to experience the same credit loss rates that we have in the past. If the financial condition of our customers were to change, additional allowances may be required or established allowances may be considered unnecessary. Judgment is required in making these determinations and our failure to accurately estimate the losses for doubtful accounts and ensure that payments are received on a timely basis could have a material adverse effect on our business, financial condition and results of operations.

Any taxes assessed by a governmental authority related to revenue-producing transactions (e.g. sales or value-added taxes) are reported on a net basis and excluded from revenues.

Inventories Reserves. Inventories are stated at the lower of cost or net realizable value. Cost is determined using the first-in, first-out (FIFO) method. Inventories consist primarily of components and subassemblies and finished products held for sale. All of SeaChange's hardware components are purchased from outside vendors. The costs and net realizable value of inventories are reviewed quarterly. SeaChange records charges to reduce inventory to its net realizable value when impairment is identified through the quarterly review process. For inventory that has been written down to its net realizable value, the reserve is released upon sale or disposal of this inventory.

Our manufacturing, finance and operations personnel monitor quarterly the inventories to determine that the carrying value is stated at the lower of cost or net realizable value. We record charges to reduce inventory to its net realizable value when impairment is identified through the quarterly management review process. Obsolete inventory, consisting of on-hand components, subassemblies and finished products, is written down to its estimated net realizable value, if less than cost. The obsolescence evaluation is based upon assumptions and estimates about future demand and possible alternative uses and involves significant judgments. For the years ended January 31, 2008, 2007, and 2006, we recorded inventory write-downs of $2.1 million, $1.1 million, and $1.0 million.

Investments in Affiliates. Investments in affiliates include equity investments accounted for under the cost method or the equity method of accounting. For investments that represent less than a 20% ownership interest of the affiliate, the investments are carried at cost. Under the equity method of accounting, which generally applies to investments that represent 20% to 50% ownership of the common stock of the affiliate, our proportionate ownership share of the earnings or losses of the affiliate is recorded as equity income (loss) in earnings of affiliates in our consolidated statement of operations. We are required to exercise judgment in determining whether an investment is more accurately reflected using the cost or equity method.

We periodically review indicators of the fair value of our investments in affiliates in order to assess whether available facts or circumstances, both internally and externally, may suggest a non-temporary decline in the value of the investment. The carrying value of an investment in an affiliate may be affected by the affiliate's ability to obtain adequate funding and execute its business plans, general market conditions, industry considerations specific to the affiliate's business, and other factors. The inability of an affiliate to obtain future funding or successfully execute its business plan could adversely affect our equity earnings of the affiliate in the periods affected by those events. Future adverse changes in market conditions or poor operating results of the affiliates could result in equity losses or an inability to recover the carrying value of the investments in affiliates that may not be reflected in an investment's current carrying value, thereby possibly requiring an impairment charge in the future. We record an impairment charge when we believe an investment has experienced a decline in value that is other-than-temporary.

Accounting for Acquisitions. We have completed business acquisitions that resulted in goodwill and other intangible asset balances. Our accounting for acquisitions involves judgments and estimates primarily, but not limited to: the estimates of fair values of certain acquired intangible assets which may involve projections of future revenues and cash flows, of acquired tangible acquired assets, of assumed liabilities and contingencies; and the estimated useful lives of acquired long-lived assets; and the accounting for income taxes in purchase accounting. The values we record for goodwill and other intangible assets represent fair values primarily calculated by using a discounted cash flow valuation method. Such valuations depend upon significant estimates and assumptions that are derived from information obtained from the management of the acquired businesses and our business plans for the acquired businesses or intellectual property. These estimates and assumptions used in the initial valuation of goodwill and intangible assets include, but are not limited to:

- future expected cash flows from product sales, customer contracts and acquired developed technologies and patents,
- expected costs to complete any in-process research and development projects and commercialize viable products and estimated cash flows from sales of such products,
- the acquired companies' brand awareness and market position,
- assumptions about the period of time over which we will continue to use the acquired products or services, and
- discount rates.

These estimates and assumptions may be incomplete or inaccurate because unanticipated events and circumstances may occur. If estimates and assumptions used to initially value goodwill and intangible assets prove to be inaccurate, ongoing reviews of the carrying values of such goodwill and intangible assets, as discussed below, may indicate impairment which will require us to record an impairment charge in the period in which we identify the impairment. Changes in assumptions and estimates related to acquisitions could have a material impact on our financial position or results of operations.

Valuation of Goodwill and Other Long-Lived Assets. Other long-lived assets include $28.1 million of property and equipment, $6.8 million of intangible assets and goodwill of $29.5 million as of January 31, 2008. The intangible assets have been subject to amortization since acquisition. We review goodwill for impairment annually and periodically review both goodwill and intangibles for the existence of facts or circumstances, both internal and external, which may suggest an asset is not recoverable that is, the carrying amount of the asset exceeds the sum of the undiscounted cash flows expected to result from the asset's use and eventual disposition. Factors we consider important that could trigger the impairment review include:

- significant underperformance relative to historical or projected future operating results;
- significant negative industry or economic trends;
- significant decrease in the market value of the long-lived asset;
- significant adverse change to the extent or manner in which a long-lived asset is being used or in its physical condition;
- significant adverse change in legal factors or in the business climate that could affect the value of a long-lived asset;

- significant decline in our stock price for a sustained period;
- significant decline in our technological value as compared to the market; and
- a reduction in our market capitalization relative to net book value.

If such circumstances exist, we evaluate the carrying value of long-lived assets to determine if impairment exists based upon estimated undiscounted future cash flows over the remaining useful life of the assets and comparing that value to the carrying value of the assets. If the carrying value of the asset is greater than the estimated future undiscounted cash flows, the asset is written down to its estimated fair value. We determine the estimated fair value of the assets on a projected discounted cash flow method using a discount rate determined by management to be commensurate with the risk inherent in the current business model. In determining expected future cash flows, assets are grouped at the lowest level for which cash flows are identifiable and independent of cash flows from other asset groups. Our cash flow projections contain management's best estimates, using appropriate and customary assumptions and projections at the time. We believe there is no impairment of goodwill and other long-lived assets as of January 31, 2008.

During the second quarter of fiscal 2008, the Company determined that purchased capitalized software licenses that were classified as Other assets on the Company's Condensed Consolidated Balance Sheets were impaired as of July 31, 2007, resulting in a reduction to Other assets of $4.1 million and a corresponding increase to Cost of revenues on the Company's Consolidated Statement of Operations for the year ended January 31, 2008. The Company concluded that three separate capitalized software licenses that were purchased for eventual use in current and future products of the Company were impaired during the Company's fiscal second quarter based on its determination that triggering events had occurred during this period that warranted consideration of an impairment of long-lived assets. During this period, two product line general managers were terminated, both of whom had direct responsibility for incorporating the capitalized software licenses into new or existing products. The replacements for the terminated general managers, with Company management concurrence, abandoned plans to use the capitalized software licenses in any new or existing Company products during the fiscal year ended January 31, 2008. With no identified future cash flows to substantiate further capitalization of these software licenses, the Company determined these assets to be impaired during the fiscal year ended January 31, 2008.

Share-based Compensation. Prior to February 1, 2006, we accounted for all of employee and non-employee director stock-based compensation awards using the intrinsic value method under APB 25, and provided the required disclosures in accordance with SFAS 123. Effective February 1, 2006, we adopted the provisions of SFAS No. 123 (revised 2004), *Share-Based Payment* ("SFAS 123R") using the modified prospective transition method. In accordance with that transition method, we have not restated prior periods for the effect of compensation expense calculated under SFAS 123R. We have continued to use the Black-Scholes pricing model as the most appropriate method for determining the estimated fair value of all applicable awards.

Determining the appropriate fair value model and calculating the fair value of share-based payment awards requires the input of highly subjective assumptions, including the expected life of the share-based payment awards and stock price volatility. Management estimated the volatility based on the historical volatility of our stock. The assumptions used in calculating the fair value of share-based payment awards represent management's best estimates, but these estimates involve inherent uncertainties and the application of management's judgment. As a result, if circumstances change and we use different assumptions, our share-based compensation expense could be materially different in the future. In addition, we are required to estimate the expected forfeiture rate and only recognize expense for those shares expected to vest. If our actual forfeiture rate is materially different from our estimate, the share-based compensation expense could be significantly different from what we have recorded in the current period.

On January 26, 2006, the Company accelerated the vesting of certain unvested stock options with exercise prices equal to or greater than $9.00 per share that were previously awarded to its employees, including its executive officers and non-employee directors, under the Company's equity compensation plans. The decision to accelerate vesting of these stock options was made primarily to reduce compensation expense that would otherwise be recognized after the adoption of SFAS 123R on February 1, 2006.

Accounting for Income Taxes. As part of the process of preparing our financial statements, we are required to estimate our provision for income taxes in each of the jurisdictions in which we operate. This process involves estimating our actual current tax exposure, including assessing the risks associated with tax audits, together with assessing temporary differences resulting from the different treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within our balance sheet.

Deferred income tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective income tax bases, and operating loss and tax credit carryforwards. We evaluate the weight of all available evidence to determine whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. We will record a valuation allowance if the likelihood of realization of the deferred tax assets in the future is reduced based on an evaluation of objective verifiable evidence. Significant management judgment is required in determining our income tax expense (benefit), our deferred tax assets and liabilities and any valuation allowance recorded against our deferred tax assets. We have established a valuation allowance against our deferred tax assets due to indications that they may not be fully realized. The amount of the deferred tax asset considered realizable is subject to change based on future events, including generating sufficient pre-tax income in future periods. In the event that actual results differ from these estimates, our provision for income taxes could be materially impacted.

The Company has maintained a full valuation allowance against its U.S. deferred tax assets primarily due to the significant historical pre-tax losses and the significant ongoing uncertainties surrounding the ability of the U.S. entity, SeaChange International, Inc., to generate pre-tax income for fiscal 2009 and thereafter. In addition, SeaChange maintains a valuation allowance for the full amount of certain foreign tax assets. At January 31, 2008, the valuation allowance was $13.3 million.

Income Tax Contingencies. In July 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (“FIN 48”). FIN 48 supersedes SFAS No. 5, *Accounting for Contingencies*, as it relates to income tax liabilities and lowers the minimum threshold a tax position is required to meet before being recognized in the financial statements from “probable” to “more likely than not” (i.e., a likelihood of occurrence greater than fifty percent). Under FIN 48, the recognition threshold is met when an entity concludes that a tax position, based solely on its technical merits, is more likely than not to be sustained upon examination by the relevant taxing authority. Those tax positions failing to qualify for initial recognition are recognized in the first interim period in which they meet the more likely than not standard, or are resolved through negotiation or litigation with the taxing authority, or upon expiration of the statute of limitations. Derecognition of a tax position that was previously recognized occurs when an entity subsequently determines that a tax position no longer meets the more likely than not threshold of being sustained. FIN 48 was adopted by the Company on February 1, 2007 (see Note 10).

Accounting for Contingencies. We are subject to certain claims and litigation, including proceedings under government laws and regulations and commercial disputes relating to our operations, including ordinary routine litigation incidental to our business. We review and determine which liabilities, if any arising from these claims and litigations could have a material adverse effect on our consolidated financial position, liquidity or results of operations. We assess the likelihood of any adverse judgments or outcomes as well as potential ranges of probable losses. Under SFAS No. 5, *Accounting for Contingencies* (“SFAS 5”), loss contingency liabilities are recorded for these contingencies based on careful analysis of each matter with the assistance of outside counsel when it is probable that a liability has been incurred and the amount of the loss is reasonably estimable.

Foreign Currency Translation. We have determined that the functional currency of all but one of our foreign subsidiaries is the U.S. dollar. Where the U.S. dollar is designated as the functional currency of an entity, we translate that entity’s monetary assets and liabilities denominated in local currencies into U.S. dollars (the functional and reporting currency) at current exchange rates, as of each balance sheet date. Nonmonetary assets (e.g., inventories, property, plant, and equipment and intangible assets) and related income statement accounts (e.g., cost of sales, depreciation, amortization of intangible assets) are translated at historical exchange rates between the functional currency (the U.S. dollar) and the local currency. Revenue and other expense items are translated using average exchange rates during the fiscal period. Translation adjustments and transactions gains and losses on foreign currency transactions, and any unrealized gains and losses on short-term inter-company transactions are included in income.

For the single foreign subsidiary where the local currency is designated as the functional currency, we translate its assets and liabilities into U.S. dollars (the reporting currency) at current exchange rates as of each balance sheet date. Revenue and expense items are translated using average exchange rates during the period. Cumulative translation adjustments are presented as a separate component of stockholders' equity. Exchange gains and losses on foreign currency transactions and unrealized gains and losses on short-term inter-company transactions are included in income.

Fiscal Year Ended January 31, 2008 Compared to the Fiscal Year Ended January 31, 2007

The following table sets forth summarized consolidated financial information for each of the two fiscal years ended January 31, 2008 and 2007.

	Year ended January 31,	
	2008	2007
	(in thousands)	
Broadband revenues:		
Video-on-demand revenues	$ 76,045	$ 74,447
Advertising revenues	15,100	10,458
Total Broadband revenues	91,145	84,905
Broadcast revenues:	14,624	10,095
Total Product Revenues	105,769	95,000
Total Service Revenue	74,124	66,334
Total Revenue	179,893	161,334
Product Cost of Revenues	52,464	48,334
Services Cost of Revenues	46,465	37,189
Total Cost of Revenues	98,929	85,523
Product Gross Profit	53,305	46,666
Services Gross Profit	27,659	29,145
Total Gross Profit	80,964	75,811
Operating expenses:		
Research and Development	42,699	40,917
Selling and Marketing	23,073	22,383
General and Administrative	20,283	19,193
Amortization of Intangibles	2,952	5,664
Total Operating Expenses	89,007	88,157
Income (loss) from operations	(8,043)	(12,346)
Interest income, net	1,927	1,355
Impairment on investment in affiliate	—	(150)
Gain on sale of investment in affiliate	10,031	—
Income (loss) before income taxes and equity income in earnings of affiliates	3,915	(11,141)
Income tax (provision) benefit	(2,156)	1,632
Equity income in earnings of affiliates, net of tax	1,143	1,272
Net income (loss)	$ 2,902	$ (8,237)

For the fiscal year ended January 31, 2008, our total revenues increased 12% to $179.9 million from the fiscal year ended January 31, 2007. For the fiscal year ended January 31, 2008, two customers each accounted for more than 10% and collectively accounted for 45% of our total revenues and these same two customers each accounted for more than 10% and collectively accounted for 53% of our total revenues for the year ended January 31, 2007. Revenues from these customers were primarily in the Broadband segment. We believe that a significant amount of our revenues will continue to be derived from a limited number of customers.

International products and services revenues accounted for approximately 38% and 33% of total revenues in the fiscal years ended January 31, 2008 and 2007, respectively. Customers in the U.S. and United Kingdom each accounted for more than 10% and collectively accounted for 80% and 87% of total revenue in the fiscal year ended January 31, 2008 and 2007, respectively. Revenues from European customers amounted to $40.8 million and $39.7

million in the fiscal years ended January 31, 2008 and 2007, respectively. We expect that international products and services revenues will remain a significant portion of our business in the future. Since substantially all our product sales are made in United States dollars (USD), we have not experienced, nor do we expect to experience in the near term, any material impact from fluctuations in foreign currency exchange rates on our results of operations. ODG has designated the Great Britain Pound (GBP) as its functional currency, with their service sales, primarily payable in GBP, providing a natural hedge for payments in local currency. Thus, we do not expect to experience, nor have we experienced any material impact on our results from fluctuations in foreign currency transactions from ODG operations. However, since the ODG operation is translated to USD for reporting purposes, translation gains and losses, as a result of foreign currency rate fluctuations, are recorded in the equity section of our balance sheet. We continue to expect exposure in fluctuations in the USD/GBP exchange rate in the equity section of our balance sheet in the future.

Product Revenues. Our product revenues consist of sales of hardware, software and systems from our Broadband and Broadcast segments. Our total product revenues increased 11% to $105.8 million in the fiscal year ended January 31, 2008 from $95.0 million in the fiscal year ended January 31, 2007.

Revenues from the Broadband segment, which accounted for 86% of product revenues in the fiscal year ended January 31, 2008 and 89% of product revenues in the fiscal year ended January 31, 2007, increased to $91.1 million in fiscal 2008 from $84.9 million in fiscal 2007. Advertising product revenues increased 44% to $15.1 million in the fiscal year ended January 31, 2008 as compared to $10.5 million in the fiscal year ended January 31, 2007. The year over year increase in advertising product revenues was driven primarily by the increased high definition advertising insertion requirements for North American-based cable, telephone and satellite customers. Video-on-demand product revenues increased to $76.0 million in the fiscal year ended January 31, 2008 as compared to $74.4 million in the fiscal year ended January 31, 2007. The increase in video-on-demand product revenues was derived primarily from increased software development revenue in connection with the VOD Purchase Agreement with Comcast and increased software development revenue derived from the middleware contract with Virgin Media offset by lower VOD software license revenue.

Our Broadcast product revenues increased by 45% to $14.6 million in the fiscal year ended January 31, 2008 compared to $10.1 million in the fiscal year ended January 31, 2007. The year over year increase in revenues related primarily to significant orders from U.S, and European customers.

Services Revenues. Our services revenues consist of fees for installation, training, project management, product maintenance and technical support, software development, and movie content services. Our services revenues increased 12% to $74.1 million in the fiscal year ended January 31, 2008 from $66.3 million in the fiscal year ended January 31, 2007. The growth of Services revenue is due to an increase of ODG's media content services of $4.8 million or 37% year over year primarily from increased content processing revenue from Virgin Media along with increased professional services revenue from new customers in Europe and Latin America. In addition, $5.0 million is attributable to an increase in VOD maintenance revenue related to increased system deployments compared to the previous year.

Product Gross Profit. Costs of product revenues consist primarily of the cost of purchased material components and subassemblies, labor and overhead costs relating to the final assembly and testing of complete systems, and related expenses and labor and overhead costs related to software development contracts. Costs of product revenues increased to $52.5 million compared to $48.3 million in the fiscal year ended January 31, 2007 resulting in product gross profit of 50% of related revenues in fiscal year 2008 compared to 49% in fiscal 2007. The increase in product gross profit percentages between years is due mainly to a significant increase in Broadcast product gross profit percentage due to increased revenue and a favorable customer mix partially offset by significant expenses incurred in the second quarter of fiscal 2008 related to impaired assets and headcount reductions.

Services Gross Profit. Cost of services revenues consist primarily of labor, materials and overhead relating to the installation, training, product maintenance and technical support, software development, project management and costs associated with providing media services. Costs of services revenues increased from $37.2 million in the fiscal year ended January 31, 2007 to $46.5 million in the fiscal year ended January 31, 2008. The decrease in service gross profit percentage to 37% from 44% was primarily due to headcount-related costs to service our increased installed base of systems, our anticipation of increased revenue outside the U.S and additional costs at ODG as it expanded its operations beyond the U.K.

Research and Development. Research and development expenses consist primarily of the compensation of development personnel, depreciation of development and test equipment and an allocation of related facilities expenses. Research and development expenses increased from $40.9 million, or 25% of total revenues, in the fiscal year ended January 31, 2007 to $42.7 million, or 24% of total revenues, in the fiscal year ended January 31, 2008. The increase is primarily due to an increase in salaries and benefits of $3.5 million which includes employee severance expenses of $763,000 related to headcount reductions occurring in the second quarter of fiscal year ended January 31, 2008, higher performance based compensation, and lower absorption of engineering expenses for customer software development. The increase was offset by decreases in research and development materials cost of $827,000, a decrease in sabbatical expense of $400,000, and contract labor of $440,000. We expect that research and development expenses will continue to increase in the fiscal year ended January 31, 2009 as we continue our development of our new products and enhancements.

Selling and Marketing. Selling and marketing expenses consist primarily of compensation expenses, including sales commissions, travel expenses and certain promotional expenses. Selling and marketing expenses increased 3.1% from $22.4 million or 14% of total revenues in the fiscal year ended January 31, 2007 to $23.1 million, or 13% of total revenues, in the fiscal year ended January 31, 2008. Selling and marketing expenses as a percentage of revenues are relatively flat year over year. This increase in total expenses is primarily due to $940,000 in increased salaries and benefits attributable to the hiring of additional sales and marketing employees, increased commissions of approximately $1.0 million due to higher revenues offset by lower distributor commissions of $400,000 and lower tradeshow expenses of $450,000. We expect selling and marketing expenses to increase in fiscal 2009 as we continue to expand our product offerings and increase our selling presence in overseas markets.

General and Administrative. General and administrative expenses consist primarily of the compensation of executive, finance, human resource and administrative personnel, legal and accounting services and an allocation of related facilities expenses. In the fiscal year ended January 31, 2008, general and administrative expenses of $20.3 million, or 11% of total revenues, increased from $19.2 million, or 12% of total revenues, in the fiscal year ended January 31, 2007. General and administrative expenses as a percentage of revenues are relatively flat year over year. General and administrative expenses increased due primarily to increased headcount related expenses of $1.8 million and $1.0 million of performance-based compensation offset by lower general and administrative expenses at ODG.

Amortization of Intangibles. Amortization expense consists of the amortization of acquired intangible assets which are operating expenses and not considered costs of revenues. Amortization of intangible assets was $3.0 million in the fiscal year ended January 31, 2008 and $5.7 million in the fiscal year ended January 31, 2007. Amortization is based on the future economic value of the related intangible assets which is generally higher in earlier years of the assets' lives. The sale of the Company's equity investment in FilmFlex and the related intangible assets also contributed to the decrease in amortization expense from the year ended January 31, 2008 compared to the year ended January 31, 2007. The table below classifies the amortization expense by its source category, sales and marketing or general and administrative expense.

	For the year ended January 31, 2008	For the year ended January 31, 2007
	(in thousands)	
Sales and marketing expense	$ 2,842	$ 5,446
General and administrative expense	110	218
Amortization expense	$ 2,952	$ 5,664

An additional $490,000 and $643,000 of amortization expense related to acquired technology was charged to cost of sales for the years ended January 31, 2008 and 2007, respectively.

Interest Income and Interest Expense. Interest income was $2.0 million in the fiscal year ended January 31, 2008 and $1.5 million in the fiscal year ended January 31, 2007. The increase in interest income in comparison to the year ended January 31, 2007 is primarily due to higher prevailing interest rates on our marketable securities invested and the increase of our cash and marketable securities as a result of the sale of the Company's equity investment in FilmFlex during the year ended January 31, 2008. Interest expense was $54,000 for the fiscal year ended January 31, 2008 as compared to $96,000 for the fiscal year ended January 31, 2007.

Impairment on Investment in Affiliate. Impairment on investment in affiliate was $150,000 in the fiscal year ended January 31, 2007 due to the impairment of a small investment in an affiliate company.

Equity Income in Earnings of Affiliates. Equity income in earnings of affiliates was $1.1 million in the fiscal year ended January 31, 2008 compared with $1.3 million in the fiscal year-ended January 31, 2007. The equity income in earnings of affiliates consists of our proportionate ownership share of the net income (loss) under the equity method of accounting. For fiscal 2008 (until December 2007, when we sold our equity investment), the equity income in earnings of affiliates consisted of our proportionate ownership share of the earnings of FilmFlex and equity losses recognized from On Demand Deutschland GmbH & Co. KG, the German joint venture formed in February 2007 with Tele-Munchen Fernseh GmbH & Co. Produktionsgesellschaft.

Income Tax (Provision)/Benefit. Our effective tax rate and income tax provision was 55% or $2.2 million and compared to income tax benefit of 15% or $1.6 million for the fiscal year ended January 31, 2007. For the fiscal year 2008, the income tax provision was primarily attributable to the taxable gains recorded in the first quarter of fiscal 2008 for ODG's transfer of assets to and the reimbursement of previously paid costs from On Demand Deutschland GmbH & Co. KG and to the sale of our equity investment in FilmFlex.

At January 31, 2008 and January 31, 2007, we provided a valuation allowance for the full amount of net deferred tax assets recorded in the United States due to the uncertainty of realization of those assets as a result of the current fiscal year's pre-tax losses and uncertainties related to our ability to generate pre-tax income for fiscal 2009 and thereafter. In addition, SeaChange maintains a valuation allowance for the full amount of certain foreign tax assets. We will continue to assess the need for the valuation allowance at each balance sheet date based on all available evidence. If we determine that we can generate sufficient future pre-tax income, some portion or all of the valuation allowance would be reversed and a corresponding increase in net income would be recognized.

Fiscal Year Ended January 31, 2007 Compared to the Fiscal Year Ended January 31, 2006

The following table sets forth summarized consolidated financial information for each of the two fiscal years ended January 31, 2007 and 2006.

	Year ended January 31, 2007	Year ended January 31, 2006
	(in thousands)	
Broadband revenues:		
Video-on-demand revenues	$ 74,447	$ 49,117
Advertising revenues	10,458	15,248
Total Broadband revenues	84,905	64,365
Broadcast revenues:	10,095	9,151
Total Product Revenues	95,000	73,516
Total Service Revenue	66,334	52,748
Total Revenue	161,334	126,264
Product Cost of Revenues	48,334	45,555
Services Cost of Revenues	37,189	28,315
Total Cost of Revenues	85,523	73,870
Product Gross Profit	46,666	27,961
Services Gross Profit	29,145	24,433
Total Gross Profit	75,811	52,394
Operating expenses:		
Research and Development	40,917	34,475
Selling and Marketing	22,383	18,681
General and Administrative	19,193	14,254
Amortization of Intangibles	5,664	2,201
Total Operating Expenses	88,157	69,611
Income (loss) from operations	(12,346)	(17,217)
Interest income, net	1,355	2,038
Impairment on investment in affiliate	(150)	—
Income (loss) before income taxes and equity income in earnings of affiliates	(11,141)	(15,179)
Income tax (provision) benefit	1,632	2,941
Equity income in earnings of affiliates, net of tax	1,272	39
Net income (loss)	$ (8,237)	$ (12,199)

For the fiscal year ended January 31, 2007, two customers each accounted for more than 10% and collectively, accounted for 53% of our total revenues, and one customer accounted for more than 25% of our total revenues for the year ended January 31, 2006. Revenues from these customers were primarily in the Broadband segment.

International products and services revenues accounted for approximately 33% and 40% of total revenues in the fiscal years ended January 31, 2007 and 2006, respectively. Customers in the U.S. and United Kingdom each accounted for more than 10% and collectively accounted for 87% and 81% of total revenue in fiscal 2007 and fiscal 2006, respectively. Revenues from European customers increased to $39.7 million from $32.9 million in the fiscal years ended January 31, 2007 and January 31, 2006, respectively. The increase in European revenues was primarily attributable to U.K. customers that generated $32.9 million in revenues in the fiscal year ended January 31, 2007. The increase in revenues from the United Kingdom is primarily due to the media services provided by ODG for the full fiscal year 2007 in comparison to four months from the acquisition date in fiscal 2006. In addition, the middleware software development revenues included a full year in fiscal 2007 from the contracts acquired from Liberate Technologies in comparison to six months from the acquisition date in fiscal 2006. Since substantially our entire product sales were made in United States dollars (USD), we did not experience any material impact from fluctuations in foreign currency exchange rates on our results of operations. With the acquisition of ODG, which has designated the Great Britain Pound (GBP) as its functional currency, with their service sales primarily payable in GBP, has provided a natural hedge for payments in local currency. However, since the ODG operation is translated to USD for reporting purposes, translation gains and losses, as a result of foreign currency rate fluctuations, are recorded in the equity section of our balance sheet.

Product Revenues. Our product revenues consist of sales of hardware, software and systems from our Broadband and Broadcast segments. Our total product revenues increased 29% to $95.0 million in the fiscal year ended January 31, 2007 from $73.5 million in the fiscal year ended January 31, 2006.

Revenues from the Broadband segment, which accounted for 89% of product revenues in fiscal 2007 and 88% of product revenues in fiscal 2006, increased to $84.9 million in fiscal 2007 from $64.4 million in fiscal 2006. Advertising product revenues were $10.5 million for the fiscal year ended January 31, 2007 as compared to $15.2 million for the fiscal year ended January 31, 2006. Video-on-demand product revenues increased to $74.4 million for the fiscal year ended January 31, 2007 as compared to $49.1 million for the fiscal year ended January 31, 2006. The significant increase in video-on-demand product revenues between years related to a $17.5 million increase in software development revenue in connection with the VOD Purchase Agreement with Comcast signed during the quarter ended July 31, 2006, and software development revenue derived from the middleware contracts acquired from Liberate Technologies in July 2005. The remaining $7.8 million increase in video-on-demand product revenues stemmed from increased video-on-demand systems revenue tied to higher demand for our products from North American cable systems operators. The increase in video-on-demand product revenue was partially offset by a decrease in revenues from our Advertising products due to lower order activity related to customer conversion from analog to digital advertising insertion systems.

Broadcast product revenues were $10.1 million in the fiscal year ended January 31, 2007 compared to $9.2 million in the fiscal year ended January 31, 2006, representing a 10% increase. The increase in Broadcast revenues is due primarily to a $3.6 million order from the U.S. government recorded in the second quarter of fiscal 2007 partially offset by lower year over year order activity for the remainder of this operating segment.

Services Revenues. Our services revenues consist of fees for installation, training, project management, product maintenance and technical support, software development, and media services. Our services revenues increased 26% to $66.3 million in the year ended January 31, 2007 from $52.7 million in the year ended January 31, 2006. The growth in Services revenue is primarily attributable to a full year of ODG's media services, or $12.9 million, recognized in fiscal 2007 in comparison to only four months, or $4.2 million, recognized in fiscal 2006 from the date of SeaChange's acquisition of ODG in September 2005. In addition, $4.0 million of the increase in Services revenues between years is attributable to the increase in video-on-demand product maintenance contracts and other technical support services from a growing installed base of VOD systems.

Product Gross Profit. Costs of product revenues consist primarily of the cost of purchased material components and subassemblies, labor and overhead costs relating to the final assembly and testing of complete systems, and related expenses and labor and overhead costs related to software development contracts. Costs of product revenues increased to $48.3 million, or 51% of the related product revenues in the fiscal year ended January 31, 2007 as compared to $45.6 million or 62% of related product revenues, in the fiscal year ended January 31, 2006. In fiscal 2007, the increase in the costs of product revenues primarily reflects the increased revenues. Costs of product revenues as a percentage of revenues decreased due to the increased revenues from higher margin software development contracts. Product gross profit for the Broadband segment increased to 54% of related revenues in fiscal 2007 from 43% of related revenues in fiscal 2006. The increase in Broadband gross profit percentage is primarily due to increased revenues from higher margin software development contracts. Product gross profit for the Broadcast segment was up from 2% of related product revenues in fiscal 2006 to 9% of related product revenues in fiscal 2007.

Services Gross Profit. Cost of services revenues consist primarily of labor, materials and overhead relating to the installation, training, product maintenance and technical support, software development, project management and costs associated with providing media services. Costs of services revenues increased 31% from $28.3 million or 54% of services revenues in the year ended January 31, 2006 to $37.2 million or 56% of services revenues in the year ended January 31, 2007, primarily due to a full year of ODG costs of services in fiscal year 2007 as compared with four months in fiscal year 2006.

Research and Development. Research and development expenses consist primarily of the compensation of development personnel, depreciation of development and test equipment and an allocation of related facilities expenses. Research and development expenses increased from $34.5 million, or 27% of total revenues, in the fiscal year ended January 31, 2006 to $40.9 million, or 25% of total revenues, in the fiscal year ended January 31, 2007 primarily due to $3.4 million in increased salaries and benefits attributable to the hiring of additional development engineers primarily to support middleware products and stock compensation expense of $1.5 million due to the adoption of SFAS 123R.

Selling and Marketing. Selling and marketing expenses consist primarily of compensation expenses, including sales commissions, travel expenses and certain promotional expenses. Selling and marketing expenses increased 20% from $18.7 million or 15% of total revenues in the fiscal year ended January 31, 2006 to $22.4 million, or 14% of total revenues, in the fiscal year ended January 31, 2007. This increase is primarily due to $1.7 million in increased salaries and benefits attributable to the hiring of additional sales and marketing employees, increased commissions of approximately $500,000 due to higher revenues, and stock compensation expense of approximately $500,000 due to adoption of SFAS 123R.

General and Administrative. General and administrative expenses consist primarily of the compensation of executive, finance, human resource and administrative personnel, legal and accounting services and an allocation of related facilities expenses. In the fiscal year ended January 31, 2007, general and administrative expenses of $19.2 million, or 12% of total revenues, increased from $14.3 million, or 11% of total revenues, in the fiscal year ended January 31, 2006 due to $3.1 million attributable to a full year of ODG general and administrative expense in fiscal year 2007 as compared with four months in fiscal year 2006, $1.0 million due to the hiring of additional general and administrative employees, $1.2 million due to stock compensation expense, an increase in the bad debt provision of approximately $400,000 in fiscal 2007 in comparison with net bad debt recoveries of approximately $100,000 in fiscal 2006, all partially offset by a reduction in professional fees of approximately $700,000 some of which related to fiscal 2006 acquisitions.

Amortization of Intangibles. Amortization expense consists of the amortization of acquired intangible assets which are operating expenses and not considered costs of revenues. Amortization of intangible assets was $5.7 million in the fiscal year ended January 31, 2007 and $2.2 million in the fiscal year ended in January 31, 2006. The increase in amortization expense is attributable to the acquisitions of Liberate and ODG in the second and third quarters of fiscal 2006, respectively. The table below classifies the amortization expense by its source category, sales and marketing or general and administrative expense.

	For the year ended January 31, 2007	For the year ended January 31, 2006
	(in thousands)	
Sales and marketing expense	$ 5,446	$ 1,948
General and administrative expense	218	253
Amortization expense	$ 5,664	$ 2,201

An additional $643,000 and $297,000 of amortization expense related to acquired technology was charged to cost of sales for the years ended January 31, 2007 and 2006, respectively.

Interest Income and Interest Expense. Interest income was $1.5 million in the fiscal year ended January 31, 2007 and $2.1 million in the fiscal year ended January 31, 2006. Interest expense was $96,000 for the fiscal year ended January 31, 2007 as compared to $30,000 for the fiscal year ended January 31, 2006. The decrease in interest income is primarily due to the decrease in marketable securities during the fiscal year ended January 31, 2007 in comparison to the fiscal year ended January 31, 2006.

Impairment on Investment in Affiliate. Impairment on investment in affiliate was a loss of $150,000 in the fiscal year ended January 31, 2007 due to the impairment of a small investment in an affiliate company and none in the fiscal year ended January 31, 2006.

Equity Income in Earnings of Affiliates. Equity income in earnings of affiliates was $1.3 million in the fiscal year ended January 31, 2007 compared with $39,000 in the fiscal year-ended January 31, 2006. The equity income in earnings of affiliates consists of our proportionate ownership share of the net income (loss) under the equity method of accounting. For fiscal 2007, the equity income in earnings of affiliates consisted of our proportionate ownership share of the earnings of FilmFlex. For fiscal 2006, the equity income in earnings of affiliates consisted of our proportionate ownership share of the earnings of ODG until we purchased the remainder of the company in September 2005. As part of the ODG acquisition, we increased our ownership interest to 33.3% in FilmFlex for which we recorded our proportionate ownership share of its net income or loss from the acquisition date. The year over year increase in earnings from our investment in FilmFlex was $1.5 million offset by the loss of approximately $200,000 from ODG in fiscal 2006 prior to our acquisition of the remaining interest in ODG.

Income Tax Benefit. Our effective tax rate and income tax benefit was 15% or $1.6 million and 19% or $2.9 million for fiscal years ended January 31, 2007 and 2006, respectively. For the fiscal year 2007, the income tax benefit was primarily attributable to $315,000 of net operating losses generated during the current fiscal year that are expected to be carried back to recover taxes paid in prior years and the change in estimate of the prior year's tax provision relating to the tax benefit booked for the fiscal 2006 federal loss carryback versus the actual cash refund received of $422,000. At January 31, 2007 and January 31, 2006, we provided a valuation allowance for the full amount of net deferred tax assets recorded in the United States due to the uncertainty of realization of those assets as a result of the current fiscal year's pre-tax losses and uncertainties related to our ability to generate pre-tax income for fiscal 2007 and thereafter. In addition, SeaChange maintains a valuation allowance for the full amount of certain foreign tax assets. We will continue to assess the need for the valuation allowance at each balance sheet date based on all available evidence.

Liquidity and Capital Resources

Historically, we have financed our operations and capital expenditures primarily with the proceeds from sales of our common stock and cash flows generated from operations. During fiscal 2008, cash and cash equivalents increased by $32.2 million from $31.2 million at January 31, 2007 to $63.4 million at January 31, 2008, largely due to cash provided by certain operating and financing activities and the sale of FilmFlex. Working capital increased to $86.2 million at January 31, 2008 from $57.8 million at January 31, 2007. We believe that existing funds combined with available borrowings under our revolving line of credit and cash provided by future operating activities are adequate to satisfy our working capital, potential acquisitions and capital expenditure requirements and other contractual obligations for the foreseeable future, including at least the next 24 months.

Net cash provided by operating activities was $16.1 million for the fiscal year ended January 31, 2008 compared to $488,000 for the fiscal year ended January 31, 2007. The net cash provided by operating activities for the fiscal year ended January 31, 2008 was the result of the net income of $2.9 million, adjusted for non-cash expenses of $23.6 million which included depreciation and amortization, impairment of capitalized software, inventory and accounts receivable allowance and reserves, deferred taxes and stock-based based compensation offset by the gain on the sale of the Company's equity investment in FilmFlex of $10.0 million and equity income in affiliates of $1.1 million. In addition to the non-cash expense items, the other significant changes in operating assets and liabilities that provided cash from operations were a decrease in inventories of $3.0 million and an increase in accrued expenses of $2.1 million offset by a decrease of deferred revenues of $2.7 million and an increase of unbilled receivables of $1.8 million.

The net cash provided by operating activities in the fiscal year ended January 31, 2007 was the result of a net loss of $8.2 million and the $8.0 million cash payment made to C-Cor Incorporated (as successor to nCube Corp.) in settlement of the now resolved patent infringement litigation, which was offset by the non-cash depreciation and amortization of intangible assets of $14.5 million, stock compensation expense of $3.5 million and the changes in certain operating assets and liabilities. Significant changes in operating assets and liabilities that provided cash an increase in deferred revenues of $1.6 million. The significant changes in assets and liabilities that used cash from operations included an increase in inventories of $4.7 million, primarily due to inventory acquired and subsequently reclassified to fixed assets for use as research and development equipment. The share-based compensation of $3.5 million in fiscal 2007 increased from $43,000 in fiscal 2006 and $0.0 million in fiscal 2005 due to the adoption of SFAS 123R beginning February 1, 2006.

It is typical for us to experience fluctuations in our monthly operating results primarily due to the timing of receiving customer orders and the related shipment of these customer orders. As a result of these monthly fluctuations, we may experience significant increases or decreases in our inventories as a result of the timing of the procurement of components for anticipated orders for both our product segments and increases or decreases in our accounts receivable balances and customer deposits as a result of the timing of receiving customer orders during the period and of customer payments. We expect that the video-on-demand products within the Broadband segment will continue to require a significant amount of cash to fund future product development and additional capital expenditures for engineering equipment, quality systems and customer services test systems to meet revenue levels.

Net cash provided by investing activities of $13.7 million for the fiscal year ended January 31, 2008, and was primarily due to the proceeds from the sale of our equity investment in FilmFlex of $18.2 million offset by purchases of property and equipment of $5.8 million.

Net cash provided by investing activities of $5.8 million for the fiscal year ended January 31, 2007 consisted primarily of $15.4 million of net proceeds from the sale of marketable securities partially offset by capital expenditures of $7.0 million and the $3.0 million contingent consideration cash payment made to the former shareholders of ODG.

Net cash provided by financing activities was $2.7 million and $2.9 million for the fiscal year ended January 31, 2008 and 2007, respectively, primarily due to the issuance of common stock for the exercise of employee stock options and cash received from the employee stock purchase plan.

Debt Instruments and Related Covenants

On August 17, 2007, Citizens Bank (a subsidiary of the Royal Bank of Scotland Group plc) extended our $15.0 million revolving line of credit from August 31, 2007 through October 31, 2008. Loans made under this revolving line of credit bear interest at a rate per annum equal to the bank's prime rate. Borrowings under this line of credit are collateralized by substantially all of our assets. The loan agreement requires that we provide Citizens Bank with certain periodic financial reports and comply with certain financial ratios including a minimum level of earnings before interest, taxes and depreciation and amortization on a trailing twelve month basis, when amounts are outstanding under the loan agreement. As of January 31, 2008, we were in compliance with the financial covenants and there were no amounts outstanding under the revolving line of credit.

Off-Balance Sheet Arrangements

We do not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements. As such, we are not exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in such relationships.

Contractual Obligations

The following table reflects our current and contingent contractual obligations to make potential future payments as of January 31, 2008 (in thousands):

	Payment due by period				
	Total	Less than one year	One to three years	Three to five years	More than Five years
			(in thousands)		
Purchase obligations	$ 6,577	$ 6,524	$ 53	$ —	$ —
Non-cancelable lease obligations	4,513	3,088	1,281	144	—
Total	$11,090	$ 9,612	$ 1,334	$ 144	$ —

The purchase obligations include open, non-cancelable purchase commitments from our suppliers.

The Company has excluded from the table above uncertain tax liabilities as defined in FASB issued Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" (FIN 48) due to the uncertainty of the amount and period of payment. As of January 31, 2008, the Company has gross unrecognized tax benefits of $5.2 million.

The Company has a 50% equity investment with On Demand Deutschland GmbH & Co. KG. The shareholder's agreement with On Demand Deutschland GmbH & Co. KG requires ODG to provide cash contributions up to $4.2 million (USD equivalent) upon the request of the joint venture's management and approval by the shareholders of the joint venture. As of January 31, 2008, the Company has not contributed any additional cash to the joint venture.

Effects of Inflation

Our management believes that financial results have not been significantly impacted by inflation and price changes.

New Accounting Pronouncements

In September 2006, the FASB issued Statement of Financial Accounting Standards ("SFAS") No. 157, *Fair Value Measurement* ("SFAS 157"). SFAS clarifies the principle that fair value should be based on the assumptions market participants would use when pricing an asset or liability and establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. Under SFAS, fair value measurements would be separately disclosed by level within the fair value hierarchy. The provisions of SFAS 157, as issued, are effective for the fiscal years beginning after November 15, 2007. However, in February 2008, the FASB issued FASB Staff Position No. 157-2, *Effective Date of FASB Statement No. 157* ("FSP 157-2") that amended SFAS 157 to delay the effective date for all non-financial assets and non-financial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (that is, at least annually). FSP 157-2 defers the effective date of SFAS 157 to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years for items within the scope. The Company adopted the required provisions of SFAS as of February 1, 2008. The Company does not expect the adoption of SFAS 157 to have a material impact on its consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159*, The Fair Value Option for Financial Assets and Financial Liabilities* ("SFAS 159"). SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. SFAS 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007. Although the Company adopted SFAS 159 as of February 1, 2008, the Company has not yet elected the fair value option for any items permitted under SFAS 159.

In December 2007, the FASB issued SFAS No. 141 (R) *Business Combinations* ("SFAS 141R"). SFAS 141R establishes principles and requirements for how the acquirer of a business recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree. SFAS 141R also provides guidance for recognizing and measuring the goodwill acquired in the business combination and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. The guidance will become effective as of the beginning of the Company's fiscal year beginning after December 15, 2008. SFAS No. 141R is effective for the Company beginning February 1, 2009. SFAS 141R will have an impact on accounting for business combinations once adopted but the effect is dependant upon acquisitions at that time.

In December 2007, the Financial Accounting Standards Board ("FASB") issued SFAS No. 160 *Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51* ("SFAS 160"). SFAS 160 establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. The guidance will become effective as of the beginning of the Company's fiscal year beginning after December 15, 2008. SFAS 160 is effective for the Company beginning February 1, 2009. The Company does not expect the adoption of SFAS 160 to have a material impact on its consolidated financials statements.

In June 2007, the FASB ratified the consensus in EITF Issue No. 07-3 *Accounting for Nonrefundable Payments for Goods and Services to be Used in Future Research and Development Activities* (EITF 07-04), requiring that nonrefundable advance payments for future research and development activities be deferred and capitalized. Such amounts should be expenses as the related goods are delivered or the related services performed. The statement is effective for fiscal years beginning after December 15, 2007. Management anticipates that the adoption of EITF Issue No. 07-3 will not have a material impact on the Company's financial statements.

In June 2007, the FASB ratified Issue No. 06-11 *Accounting for Income Tax Benefits of Dividends on Share-Based Payment Awards* (EITF 06-11), which requires entities to record tax benefits on dividends or dividend equivalents that are charged to retained earnings for certain share-based awards to additional paid-in capital. In a share-based payment arrangement, employees may receive dividends or dividend equivalents on awards of nonvested equity shares, nonvested equity share units during the vesting period, and share options until the exercise date. Generally, the payment of such dividends can be treated as deductible compensation for tax purposes. The amount of tax benefits recognized in additional paid-in capital should be included in the pool of excess tax benefits available to absorb tax deficiencies on share-based payment awards. EITF 06-11 is effective for fiscal years beginning after December 15, 2007, and interim periods within those years. Management anticipates that the adoption of EITF Issue No. 06-11 will not have a material impact on the Company's financial statements.

Impact of Recently Adopted Accounting Pronouncements

Effective February 1, 2007, the Company adopted the provisions of the FASB Emerging Issues Task Force ("EITF") No. 06-2, *Accounting for Sabbatical Leave and Other Similar Benefits Pursuant to FASB Statement No. 43* ("EITF 06-2") included in SeaChange's Form 10-Q/A filed on October 22, 2007 for the quarter ended April 30, 2007. Prior to the issuance of EITF 06-2 the Company accrued for its obligation under its sabbatical program when an employee had achieved the requisite service time. EITF 06-2 requires companies to accrue the cost of such compensated absences over the requisite service period. The Task Force allows the use of one of two specified methodologies for adopting the change in accounting principle: i) a cumulative-effect adjustment to retained earnings at the beginning of the year of adoption; or ii) retrospective application to all prior periods.

The Company elected to use the cumulative-effect adjustment to the beginning balance of retained earnings resulting in an additional liability of $769,000 and a corresponding increase in the accumulated deficit of $769,000. The impact of this adoption and related restatement in Form 10-Q/A filed on October 22, 2007 for the quarter ended April 30, 2007 does not include any net tax effects as the Company's deferred tax assets are fully reserved against due to the uncertainties related to the Company's ability to generate sufficient pre-tax income in future years (see Note 10 to our accompanying Consolidated Financial Statements). Under this transition method, periods prior to February 1, 2007 have not been restated. Accrued expenses and other long-term liabilities for the first three quarters of fiscal 2008 include vested and unvested accrued sabbatical expense for all employees who are eligible for sabbatical leave.

During November 2007, the Company reviewed its employee benefit programs, including the sabbatical leave benefit, and effectively replaced the sabbatical leave benefit with a new expanded vacation policy for United States benefit eligible employees. Employees eligible for sabbatical leave prior to November 16, 2007 ("grandfathered") are required to use the balance of their available time by July 31, 2009. In the fourth quarter of fiscal 2008, the Company has prospectively applied the changes of its sabbatical leave benefit for those employees that have unvested sabbatical balances accumulating under EITF 06-2. This prospective change resulted in a $729,000 reduction in accrued expenses and other long-term liabilities and a corresponding decrease to related operating expenses and cost of revenues.

In June 2006, the Emerging Issues Task Force ("EITF") reached a consensus on Issue No. 06-03, *How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement (That Is, Gross Versus Net Presentation)* ("EITF 06-03"). EITF 06-03 provides that the presentation of taxes assessed by a governmental authority that are directly imposed on revenue-producing transactions (e.g. sales, use, value added and excise taxes) between a seller and a customer on either a gross basis (included in revenues and costs) or on a net basis (excluded from revenues) is an accounting policy decision that should be disclosed. In addition, for any such taxes that are reported on a gross basis, the amounts of those taxes should be disclosed in interim and annual financial statements for each period for which an income statement is presented if those amounts are significant. EITF 06-3 is effective for interim and annual periods beginning after December 15, 2006. The adoption of EITF 06-3 did not change our policy of presenting taxes within the scope of EITF 06-3 on a net basis and had no impact on our consolidated financial statements.

In July 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48). FIN 48 supersedes SFAS No. 5, "Accounting for Contingencies," as it relates to income tax liabilities and lowers the minimum threshold a tax position is required to meet before being recognized in the financial statements from "probable" to "more likely than not" (i.e., a likelihood of occurrence greater than fifty percent). Under FIN 48, the recognition threshold is met when an entity concludes that a tax position, based solely on its technical merits, is more likely than not to be sustained upon examination by the relevant taxing authority. Those tax positions failing to qualify for initial recognition are recognized in the first interim period in which they meet the more likely than not standard, or are resolved through negotiation or litigation with the taxing authority, or upon expiration of the statute of limitations. Derecognition of a tax position that was previously recognized occurs when an entity subsequently determines that a tax position no longer meets the more likely than not threshold of being sustained. FIN 48 was adopted by the Company on February 1, 2007 (See Note 10).

On January 1, 2008, the Securities and Exchange Commission ("staff") issued Staff Accounting Bulletin ("SAB") No. 110 and an amendment to SAB No. 107 which provided expressed views on the use of a "simplified" method, in developing an estimate of expected term of "plain vanilla" share options in accordance with

SFAS no. 123 (revised 2004), *Share-Based Payment*. Per SAB No. 107, the Company elected to use the simplified method until it could develop more detailed information about employee exercise behavior. The staff stated in SAB No. 107 that it would not expect a company to use the simplified method for share option grants after December 31, 2007. The release of SAB No. 110 outlines examples of situations in which the staff believes that it may be appropriate to continue the use of the simplified method beyond December 31, 2007. The Company has determined that SeaChange meets one of the three examples outlined in SAB No. 110 under the provision that the Company has significantly changed the types of employees that receive share option grants. As a result, the Company does not have enough historical exercise data to provide a reasonable basis upon which to estimate expected returns and will continue with the simplified method until it has enough historical information to refine the expected term.

ITEM 7A. Quantitative and Qualitative Disclosures about Market Risk

We face exposure to financial market risks, including adverse movements in foreign currency exchange rates and changes in interest rates. These exposures may change over time as business practices evolve and could have a material adverse impact on our financial results. Our primary exposure has historically been associated with product sales arrangements denominated in the local currency where the functional currency of the foreign subsidiary is the U.S. dollar (as most of our revenues are in U.S. dollars) and operating expenses in Europe and Asia. Since substantially all our product sales are made in United States dollars (USD), we have not experienced, nor do we expect to experience in the near term, any material impact from fluctuations in foreign currency exchange rates on our results of operations. ODG has designated the Great Britain Pound (GBP) as its functional currency, with their service sales, primarily payable in GBP, providing a natural hedge for payments in local currency. Thus, we do not expect to experience, nor have we experienced any material impact on our results from fluctuations in foreign currency transactions from ODG operations. However, since the ODG operation is translated to USD for reporting purposes, translation gains and losses, as a result of foreign currency rate fluctuations, are recorded in the equity section of our balance sheet. We continue to expect exposure in fluctuations in the USD/GBP exchange rate in the equity section of our balance sheet in the future.

The carrying amounts reflected in the consolidated balance sheet of cash and cash equivalents, short-term marketable securities, trade receivables and trade payables approximate fair value at January 31, 2008 due to the short maturities of these instruments. We maintain investment portfolio holdings of various issuers, types, and maturities. Our cash and marketable securities include cash equivalents, which we consider to be investments purchased with original maturities of three months or less. Given the short maturities and investment grade quality of the portfolio holdings at January 31, 2008, a sharp rise in interest rates should not have a material adverse impact on the fair value of our investment portfolio. Additionally, our long term marketable investments, have fixed interest rates, and therefore are not subject to any interest rate exposure.

ITEM 8. Financial Statements and Supplementary Data

See the consolidated financial statements fields as part of this Annual Report on Form 10-K as listed under Item 15 below.

ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

ITEM 9A. Controls and Procedures

(A) Evaluation of Disclosure Controls and Procedures

We evaluated the effectiveness of our disclosure controls and procedures, as defined in the Securities Exchange Act of 1934, as amended (the "Exchange Act") Rule 13a-15(e), as of the end of the period covered by this Annual Report on Form 10-K. William C. Styslinger, III, our Chief Executive Officer, and Kevin M. Bisson, our Chief Financial Officer, participated in this evaluation. Based upon that evaluation, Messrs. Styslinger and Bisson concluded that our disclosure controls and procedures were effective as of the end of the period covered by the report.

(B) Report of Management on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control system was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors, and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of our internal control over financial reporting as of January 31, 2008. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control—Integrated Framework.* Based on our assessment, management concluded that, as of January 31, 2008, our internal control over financial reporting was effective based on those criteria.

The effectiveness of our internal control over financial reporting as of January 31, 2008 has been audited by Grant Thornton LLP, our independent registered public accounting firm, as stated in their report which is included under Item 9A(D) of this Annual Report.

(C) Changes in Internal Control over Financial Reporting

As a result of the evaluation completed by management, and in which Messrs. Styslinger and Bisson participated, we have concluded that there were no changes during the fiscal quarter ended January 31, 2008 in our internal control over financial reporting, which have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

(D) Audit Report of the Registered Public Accounting Firm

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of SeaChange International, Inc.

We have audited SeaChange International, Inc.'s (a Delaware Corporation) internal control over financial reporting as of January 31, 2008, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). SeaChange International Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on SeaChange International, Inc.'s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, SeaChange International, Inc. maintained, in all material respects, effective internal control over financial reporting as of January 31, 2008, based on criteria established in *Internal Control—Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of SeaChange International, Inc. as of January 31, 2008 and 2007, and the related consolidated statement of operations, stockholders' equity and comprehensive income (loss), and cash flows for each of the two years in the period ended January 31, 2008 and our report dated April 14, 2008 expressed an unqualified opinion.

/s/ GRANT THORNTON LLP

Boston, Massachusetts
April 14, 2008

ITEM 9B. Other Information

None.

PART III

ITEM 10. Directors, Executive Officers and Corporate Governance

Information concerning the directors of SeaChange is hereby incorporated by reference from the information contained under the heading "Election of Directors" in SeaChange's definitive proxy statement related to SeaChange's Annual Meeting of Stockholders to be held on or about July 16, 2008 which will be filed with the Commission within 120 days after the close of the fiscal year (the "Definitive Proxy Statement").

Certain information concerning directors and executive officers of SeaChange is hereby incorporated by reference to the information contained under the headings "Information Concerning Executive Officers", and "Section 16(a) Beneficial Ownership Reporting Compliance", "Availability of Corporate Governance Documents" and "Audit Committee" in our Definitive Proxy Statement.

ITEM 11. Executive Compensation

Information concerning executive compensation is hereby incorporated by reference to the information contained under the headings "Compensation Discussion and Analysis" and "Compensation of Directors" in the Definitive Proxy Statement.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information concerning security ownership of certain beneficial owners and management is hereby incorporated by reference to the information contained under the headings "Securities Ownership of Certain Beneficial Owners and Management" and "Compensation Discussion and Analysis" in the Definitive Proxy Statement.

ITEM 13. Certain Relationships and Related Transactions, and Director Independence

Information concerning certain relationships and related transactions is hereby incorporated by reference to the information contained under the heading "Certain Relationships and Related Transactions" and "Determination of Director Independence" in the Definitive Proxy Statement.

ITEM 14. Principal Accountant Fees and Services

Information concerning Principal accountant fees and services is hereby incorporated by reference to the information contained under the heading "Ratification of Appointment of Independent Registered Public Accounting Firm" in the Definitive Proxy Statement.

PART IV

ITEM 15. Exhibits and Financial Statement Schedules.

(a)(1) INDEX TO THE CONSOLIDATED FINANCIAL STATEMENTS

The following Consolidated Financial Statements of the Registrant are filed as part of this Annual Report on Form 10-K:

(a)(2) INDEX TO FINANCIAL STATEMENT SCHEDULE

The following Financial Statement Schedule of the Registrant is filed as part of this report:

Schedules not listed above have been omitted because the information requested to be set forth therein is not applicable or is shown in the accompanying consolidated financial statements or notes thereto.

(a)(3) INDEX TO EXHIBITS

See attached Exhibit Index of this Annual Report on Form 10-K.

(b) EXHIBITS

The Company hereby files as part of this Form 10-K the Exhibits listed in Item 15 (a) (3) above. Exhibits which are incorporated herein by reference can be inspected and copied at the public reference facilities maintained by the Securities and Exchange Commission (the "Commission"), 450 Fifth Street, Room 1024, N.W., Washington, D.C. 20549. Copies of such material can also be obtained from the Public Reference Section of the Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates.

(c) FINANCIAL STATEMENT SCHEDULES

The Company hereby files as part of this Form 10-K the consolidated financial statements schedule listed in Item 15 (a)(2) above, which is attached hereto.

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, SeaChange International, Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: April 14, 2008

SEACHANGE INTERNATIONAL, INC.

By: /s/ WILLIAM C. STYSLINGER, III

William C. Styslinger, III
President, Chief Executive Officer,
Chairman of the Board and Director

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints William C. Styslinger, III and Kevin M. Bisson, jointly and severally, his attorney-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Report on Form 10-K and to file same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title(s)	Date
/s/ WILLIAM C. STYSLINGER, III **William C. Styslinger, III**	President, Chief Executive Officer, Chairman of the Board and Director (Principal Executive Officer)	April 14, 2008
/s/ KEVIN M. BISSON **Kevin M. Bisson**	Chief Financial Officer, Senior Vice President, Finance and Administration, Treasurer and Secretary (Principal Financial and Accounting Officer)	April 14, 2008
/s/ MARTIN R. HOFFMANN **Martin R. Hoffmann**	Director	April 14, 2008
/s/ CARMINE VONA **Carmine Vona**	Director	April 14, 2008
/s/ THOMAS F. OLSON **Thomas F. Olson**	Director	April 14, 2008
/s/ MARY PALERMO COTTON **Mary Palermo Cotton**	Director	April 14, 2008

EXHIBIT INDEX

Exhibit No.	Description
2.1	Agreement for the Purchase and Sale of Share Capital of The ON Demand Group Limited, dated as of September 23, 2005, by and among the Company, Anthony Kelly, Andrew Birchall 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 September 29, 2005 with the Commission (File No. 000-21393) and incorporated herein by reference).
2.2	Variation Agreement, dated as of June 30, 2006, by and among the Company, Anthony Kelly, Andrew Birchall and the others set forth on the signature pages thereto, to that certain Agreement for the Sale and Purchase of Share Capital of On Demand Group Limited (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K previously filed July 6, 2006 with the Commission (File No. 000-21393) and incorporated herein by reference).
2.3*	Variation Agreement, dated as of December 21, 2007, by and among the Company, Anthony Kelly, Andrew Birchall and the others set forth on the signature pages thereto, to that certain Agreement for the Sale and Purchase of Share Capital of On Demand Group Limited.
2.4*	Variation Agreement, dated as of March 13, 2008, by and among the Company, Anthony Kelly, Andrew Birchall and the others set forth on the signature pages thereto, to that certain Agreement for the Sale and Purchase of Share Capital of On Demand Group Limited.
3.1	Amended and Restated Certificate of Incorporation of the Company (filed as Exhibit 3.3 to the Company's Registration Statement on Form S-1 previously filed on November 4, 1996 with the Commission (File No. 333-12233) and incorporated herein by reference).
3.2	Certificate of Amendment, filed May 25, 2000 with the Secretary of State in the State of Delaware, to the Amended and Restated Certificate of Incorporation of the Company (filed as Exhibit 4.1 to the Company's Quarterly Report on 10-Q previously filed on December 15, 2000 with the Commission (Filed No. 000-21393) and incorporated herein by reference).
3.3	Amended and Restated By-laws of the Company (filed as Exhibit 3.5 to the Company's Registration Statement on Form S-1 previously filed on November 4, 1996 with the Commission (File No. 333-12233) and incorporated herein by reference).
4.1	Specimen certificate representing the Common Stock (filed as Exhibit 4.1 to the Company's Registration Statement on Form S-1 previously filed on November 4, 1996 with the Commission (File No. 333-12233) and incorporated herein by reference).
4.2	Amended and Restated Certificate of Incorporation of the Company (filed as Exhibit 3.3 to the Company's Registration Statement on Form S-1 previously filed on November 4, 1996 with the Commission (File No. 333-12233) and incorporated herein by reference).
4.3	Certificate of Amendment, filed May 25, 2000 with the Secretary of State in the State of Delaware, to the Amended and Restated Certificate of Incorporation of the Company (filed as Exhibit 4.2 to the Company's registration statement on Form S-3 previously filed on December 6, 2000 with the Commission (Filed No. 333-51386) and incorporated herein by reference).
10.1	Amended and Restated 2005 Equity Compensation and Incentive Plan (filed as Appendix A to the Company's Proxy Statement on Schedule 14A previously filed May 25, 2007 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.2	Form of Restricted Stock Unit Agreement pursuant to the Company's 2005 Equity Compensation and Incentive Plan (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K previously filed December 14, 2005 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.3	Form of Incentive Stock Option Agreement pursuant to the Company's 2005 Equity Compensation and Incentive Plan (filed as Exhibit 10.3 to the Company's Annual Report on Form 10-K previously filed on April 17, 2006 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.4	Form of Non-Qualified Stock Option Agreement pursuant to the Company's 2005 Equity Compensation and Incentive Plan (filed as Exhibit 10.4 to the Company's Annual Report on Form 10-K previously filed on April 17, 2006 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.5	Amended and Restated 1995 Stock Option Plan (filed as Annex B to the Company's Proxy Statement on Form 14a previously filed on May 31, 2001 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.6	Form of Incentive Stock Option Agreement pursuant to SeaChange's Amended and Restated 1995 Stock Option Plan (filed as Exhibit 99.1 to the Company's Current Report on Form 8-K filed on October 6, 2004 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.7	Form of Non-Qualified Stock Option Agreement pursuant to SeaChange's Amended and Restated 1995 Stock Option Plan (filed as Exhibit 99.2 to the Company's Current Report on Form 8-K filed on October 6, 2004 with the Commission (File No. 000-21393) and incorporated herein by reference).

Exhibit No.	Description
10.8	Form of Lockup Agreement (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K previously filed February 1, 2006 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.9	1996 Non-Employee Director Stock Option Plan (filed as Exhibit 10.2 to the Company's Registration Statement on Form S-1 previously filed on November 4, 1996 with the Commission (File No. 333-12233) and incorporated herein by reference).
10.10	Third Amended and Restated 1996 Employee Stock Purchase Plan of the Company (filed as Appendix A to the Company's Definitive Proxy Statement filed on Schedule 14A previously filed on May 24, 2006 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.11	Loan and Security Agreement, dated as of October 22, 2001, by and between Citizens Bank of Massachusetts and the Company (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q previously filed on December 13, 2001 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.12	Amendment No. 1, dated as of June 14, 2002, by and between the Company and Citizen's Bank of Massachusetts, to that certain Loan and Security Agreement, dated as of October 22, 2001, by and between the Company and Citizen's Bank of Massachusetts (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q previously filed on September 13, 2002 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.13	Amendment No. 2, dated as of April 21, 2003, between the Company and Citizen's Bank of Massachusetts, to that certain Loan and Security Agreement, dated as of October 22, 2001 by and between the Company and Citizen's Bank of Massachusetts (filed as Exhibit 10.7 to the Company's Annual Report on Form 10-K previously filed on May 1, 2003 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.14	Amendment No. 3, dated as of December 1, 2003, between the Company and Citizens Bank of Massachusetts, to that certain Loan and Security Agreement, dated as of October 22, 2001 by and between the Company and Citizens Bank of Massachusetts (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on December 15, 2003 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.15	Amendment No. 8, dated as of April 14, 2006, between the Company and Citizens Bank of Massachusetts, to that certain Loan and Security Agreement, dated as of October 22, 2001, by and between the Company and Citizens Bank of Massachusetts (filed as Exhibit 10.15 to the Company's Annual Report on Form 10-K previously filed on April 17, 2006 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.16	Amendment No. 12, dated as of August 17, 2007, between the Company and Citizens Bank of Massachusetts, to that certain Loan and Security Agreement, dated as of October 22, 2001, by and between the Company and Citizens Bank of Massachusetts (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q previously filed on April 17, 2006 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.17	License Agreement dated May 30, 1996 between Summit Software Systems, Inc. and the Company (filed as Exhibit 10.7 to the Company's Registration Statement on Form S-1 previously filed on November 4, 1996 with the Commission (File No. 333-12233) and incorporated herein by reference).
10.18	Change-in-Control Severance Agreement, dated as of July 30, 2004, by and between the Company and Ira Goldfarb (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on September 9, 2004 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.19	Change-in-Control Severance Agreement, dated as of July 30, 2004, by and between the Company and Bruce Mann (filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed on September 9, 2004 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.20	Change-in-Control Severance Agreement, dated as of July 30, 2004, by and between the Company and William C. Styslinger, III (filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q filed on September 9, 2004 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.21	Change-in-Control Severance Agreement, dated as of March 13, 2006, by and between the Company and Kevin Bisson (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K previously filed March 9, 2006 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.22	Change-In-Control Agreement, dated as of May 31, 2006, by and between the Company and Randy Banton (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K previously filed June 19, 2006 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.23	Change-in-Control Severance Agreement, dated as of December 11, 2006, by and between SeaChange and Yvette Kanouff (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K previously filed December 14, 2006 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.24	Change-in-Control Severance Agreement, dated as of December 11, 2006, by and between SeaChange and Steven M. Davi (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K previously filed December 14, 2006 with the Commission (File No. 000-21393) and incorporated herein by reference).

Exhibit No.	Description
10.25	Executive Services Agreement, dated as of September 23, 2005, by and between On Demand Management Limited and Andrew Birchall (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K previously filed September 29, 2005 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.26	Executive Services Agreement, dated as of September 23, 2005, by and between On Demand Management Limited and Anthony Kelly (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K previously filed September 29, 2005 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.27	Agreement for the Purchase of Shares in FilmFlex Movies Limited, dated as of December 21, 2007, by and among On Demand Group Limited, FilmFlex Movies Limited, The Walt Disney Company Limited and Columbia Pictures Corporation Limited (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K previously filed December 31, 2007 with the Commission (File No. 000-21393) and incorporated herein by reference).
10.28	Share Purchase Agreement for the Sale and Purchase of 190,000 Ordinary Shares in the Share Capital of FilmFlex Movies Limited, dated as of December 21, 2007, by and between On Demand Group Limited and FilmFlex Movies Limited (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K previously filed December 31, 2007 with the Commission (File No. 000-21393) and incorporated herein by reference).
21.1*	List of Subsidiaries of the Registrant.
23.1*	Consent of Grant Thornton LLP.
23.2*	Consent of PricewaterhouseCoopers LLP.
24.1	Power of Attorney (included on signature page).
31.1*	Certification Pursuant to Rule 13a-14(a) of the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification Pursuant to Rule 13a-14(a) of the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Provided herewith.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
SeaChange International, Inc.

We have audited the accompanying consolidated balance sheets of SeaChange International, Inc. and subsidiaries (a Delaware corporation) (collectively the "Company") as of January 31, 2008 and 2007, and the related consolidated statements of operations, stockholders' equity and comprehensive income (loss), and cash flows for each of the two years in the period ended January 31, 2008. Our audits of the basic financial statements included the financial statement schedule listed in the index appearing under Item 15(a)(2). These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of SeaChange International, Inc. and subsidiaries as of January 31, 2008 and 2007, and the results of their operations and their cash flows for each of the two years in the period ended January 31, 2008, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

As discussed in Note 5 to the consolidated financial statements, the Company changed its method of accounting for stock-based payments as of February 1, 2006.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of January 31, 2008, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated April 14, 2008 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ GRANT THORNTON LLP

Boston, Massachusetts
April 14, 2008

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
SeaChange International, Inc.:

In our opinion, the accompanying consolidated statements of operations, of shareholders' equity and comprehensive income (loss) and of cash flows of SeaChange International, Inc. and its subsidiaries for the year ended January 31, 2006 present fairly, in all material respects, the results of their operations and their cash flows for the year ended January 31, 2006, in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule for the year ended January 31, 2006 presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audit. We conducted our audit of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

PricewaterhouseCoopers LLP
Boston, Massachusetts
April 17, 2006, except as to the effect of the matters described in Note 1 to the consolidated financial statements as filed in the Company's Form 10-K/A for the year ended January 31, 2007 not appearing herein, which is as of October 19, 2007

SEACHANGE INTERNATIONAL, INC.

CONSOLIDATED BALANCE SHEET
(in thousands, except share data)

	January 31, 2008	January 31, 2007
Assets		
Current assets:		
Cash and cash equivalents	$ 63,359	$ 31,179
Marketable securities	19,266	11,231
Accounts receivable, net of allowance for doubtful accounts of $663 and $466 at January 31, 2008 and 2007, respectively	28,376	28,854
Unbilled receivables	7,367	5,562
Inventories, net	14,315	19,350
Income taxes receivable	44	409
Prepaid expenses and other current assets	2,612	2,990
Total current assets	135,339	99,575
Property and equipment, net	28,066	30,720
Marketable securities	5,272	12,885
Investments in affiliates	12,668	14,312
Intangible assets, net	6,809	13,054
Goodwill	29,471	23,726
Other assets	271	5,024
Total assets	$ 217,896	$ 199,296
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 9,636	$ 10,003
Income taxes payable	1,625	941
Other accrued expenses	17,387	6,623
Customer deposits	1,259	2,016
Deferred revenues	19,103	21,806
Deferred tax liabilities	93	366
Total current liabilities	49,103	41,755
Distribution and losses in excess of investment	1,458	—
Deferred tax liabilities and income taxes payable	1,933	1,121
Total liabilities	52,494	42,876
Commitments and contingencies (Note 12)		
Stockholders' equity:		
Convertible preferred stock, $0.01 par value; 5,000,000 shares authorized, none issued or outstanding	—	—
Common stock, $0.01 par value; 29,904,311 and 29,345,103 shares issued and outstanding at January 31, 2008 and 2007, respectively	299	293
Additional paid-in capital	191,627	184,976
Accumulated deficit	(28,747)	(30,424)
Accumulated other comprehensive income	2,223	1,575
Total stockholders' equity	165,402	156,420
Total liabilities and stockholders' equity	$ 217,896	$ 199,296

The accompanying notes are an integral part of these consolidated financial statements.

SEACHANGE INTERNATIONAL, INC.

CONSOLIDATED STATEMENT OF OPERATIONS
(in thousands, except per share data)

	Fiscal Year ended January 31,		
	2008	**2007**	**2006**
Revenues:			
Products	$ 105,769	$ 95,000	$ 73,516
Services	74,124	66,334	52,748
	179,893	161,334	126,264
Cost of revenues:			
Products	52,464	48,334	45,555
Services	46,465	37,189	28,315
	98,929	85,523	73,870
Gross profit	80,964	75,811	52,394
Operating expenses:			
Research and development	42,699	40,917	34,475
Selling and marketing	23,073	22,383	18,681
General and administrative	20,283	19,193	14,254
Amortization of intangibles	2,952	5,664	2,201
	89,007	88,157	69,611
Loss from operations	(8,043)	(12,346)	(17,217)
Interest income	1,981	1,451	2,068
Interest expense	(54)	(96)	(30)
Impairment on investment in affiliate	—	(150)	—
Gain on sale of investment in affiliate	10,031	—	—
Income (loss) before income taxes and equity income in earnings of affiliates	3,915	(11,141)	(15,179)
Income tax (expense) benefit	(2,156)	1,632	2,941
Equity income in earnings of affiliates, net of tax	1,143	1,272	39
Net income (loss)	$ 2,902	$ (8,237)	$ (12,199)
Earnings (loss) per share:			
Basic	$ 0.10	$ (0.29)	$ (0.43)
Diluted	$ 0.10	$ (0.29)	$ (0.43)
Weighted average common shares outstanding:			
Basic	29,634	28,857	28,303
Diluted	30,000	28,857	28,303

The accompanying notes are an integral part of these consolidated financial statements.

SEACHANGE INTERNATIONAL, INC.

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME (LOSS)
(in thousands, except share data)

	Common Stock							
	Number of shares	Par value	Additional paid-in capital	Accumulated deficit	Deferred stock-based compensation	Accumulated other comprehensive income (loss)	Total Stockholders' Equity	Comprehensive income (loss)
Balance at January 31, 2005	28,174,946	$ 282	$ 174,455	$ (9,496)	$ —	$ (407)	$ 164,834	
Issuance of common stock pursuant to exercise of stock options	73,012	1	364	—	—	—	365	
Issuance of common stock in connection with the employee stock purchase plan	203,972	2	1,376	—	—	—	1,378	
Issuance of restricted stock units	—	—	818	—	(818)	—	—	
Amortization of unearned compensation on restricted stock units	—	—	—	—	43	—	43	
Adjustment for equity method loss incurred during lag period	—	—	—	(492)	—	—	(492)	
Change in fair value on marketable securities, net of tax	—	—	—	—	—	(101)	(101)	$ (101)
Translation adjustment	—	—	—	—	—	(84)	(84)	(84)
Net loss	—	—	—	(12,199)	—	—	(12,199)	(12,199)
Comprehensive loss								$ (12,384)
Balance at January 31, 2006	28,451,930	285	177,013	(22,187)	(775)	(592)	153,744	
Issuance of common stock pursuant to exercise of stock options	266,074	2	1,587	—	—	—	1,589	
Issuance of common stock in connection with the employee stock purchase plan	250,082	2	1,354	—	—	—	1,356	
Issuance of common stock pursuant to vesting of restricted stock units	35,657	—	—	—	—	—	—	
Issuance of common stock pursuant to second earnout for ODG acquisition (Note 7)	341,360	4	2,283	—	—	—	2,287	
Stock-based compensation expense	—	—	3,514	—	—	—	3,514	
Change in fair value on marketable securities, net of tax	—	—	—	—	—	254	254	$ 254
Translation adjustment	—	—	—	—	—	1,913	1,913	1,913

	Common Stock							
	Number of shares	Par value	Additional paid-in capital	Accumulated deficit	Deferred stock-based compensation	Accumulated other comprehensive income (loss)	Total Stockholders' Equity	Comprehensive income (loss)
Net loss	—	—	—	(8,237)	—	—	(8,237)	(8,237)
Reversal of unearned compensation upon adoption of SFAS 123R	—	—	(775)	—	775	—	—	
Comprehensive loss								$ (6,070)
Balance at January 31, 2007	29,345,103	293	184,976	(30,424)	—	1,575	156,420	
Cumulative effect of adjustment based on the adoption of EITF 06-02	—	—	—	(769)	—	—	(769)	
Cumulative effect of adjustment based on the adoption of FIN 48	—	—	—	(456)	—	—	(456)	
Balance January 31, 2007, as adjusted	29,345,103	293	184,976	(31,649)	—	1,575	155,195	
Issuance of common stock pursuant to exercise of stock options	189,623	2	1,120	—	—	—	1,122	
Issuance of common stock in connection with the employee stock purchase plan	245,535	3	1,554	—	—	—	1,557	
Issuance of common stock pursuant to vesting of restricted stock units	124,050	1	(1)	—	—	—	—	
Stock-based compensation expense	—	—	3,978	—	—	—	3,978	
Change in fair value on marketable securities, net of tax	—	—	—	—	—	449	449	$ 449
Translation adjustment	—	—	—	—	—	199	199	199
Net income	—	—	—	2,902	—	—	2,902	2,902
Comprehensive income								$ 3,550
Balance at January 31, 2008	29,904,311	$ 299	$ 191,627	$ (28,747)	$ —	$ 2,223	$ 165,402	

The accompanying notes are an integral part of these consolidated financial statements.

SEACHANGE INTERNATIONAL, INC.

CONSOLIDATED STATEMENT OF CASH FLOWS
(in thousands)

	Year ended January 31,		
	2008	2007	2006
Cash flows from operating activities:			
Net income (loss)	$ 2,902	$ (8,237)	$ (12,199)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation	7,892	7,799	6,642
Amortization of intangibles and capitalized software	4,205	6,655	2,498
Impairment of capitalized software	4,056	—	—
Inventory valuation charge	2,130	1,057	988
Allowance for doubtful accounts receivable	486	403	100
Discounts earned and amortization of premiums on marketable securities	(14)	(1)	260
Equity income in earnings of affiliates	(1,143)	(1,273)	(39)
Gain on sale of investment in affiliate	(10,031)	—	—
Impairment on investment in affiliate	—	150	—
Stock-based compensation	3,978	3,514	43
Deferred income taxes	1,021	(493)	(110)
Changes in operating assets and liabilities:			
Accounts receivable	54	1,056	(3,978)
Unbilled receivables	(1,805)	(1,199)	(3,951)
Inventories	2,981	(4,652)	(5,366)
Income taxes receivable	365	2,372	1,304
Prepaid expenses and other assets	182	1,293	(7,232)
Accounts payable	(355)	(67)	(1,769)
Income taxes payable	623	(1,950)	(952)
Accrued expenses	1,903	243	3,105
Accrued litigation reserve	—	(7,986)	305
Customer deposits	(757)	(154)	2,005
Deferred revenues	(2,705)	1,623	(1,680)
Other	104	335	—
Net cash provided by (used in) operating activities	16,072	488	(20,026)
Cash flows from investing activities:			
Purchases of property and equipment	(5,768)	(7,079)	(13,424)
Proceeds from sale of property and equipment	468	—	—
Purchases of marketable securities	(32,109)	(32,267)	(24,786)
Proceeds from sale and maturity of marketable securities	32,150	47,692	25,488
Acquisition of businesses and payment of contingent consideration	(154)	(3,045)	(31,260)
Capital distribution from investment in affiliate	880	—	—
Proceeds from sale of investment in affiliate	18,187	—	—
Release of restricted cash	—	500	500
Investments in affiliates	—	—	(10,743)
Repayment of loan from affiliate	—	—	750
Net cash provided by (used in) investing activities	13,654	5,801	(53,475)
Cash flows from financing activities:			
Repayments of obligations under capital lease	—	—	(209)
Proceeds from issuance of common stock	2,679	2,947	1,743
Net cash provided by financing activities	2,679	2,947	1,534
Effect of exchange rates on cash	(225)	349	—
Net increase (decrease) in cash and cash equivalents	32,180	9,585	(71,967)
Cash and cash equivalents, beginning of period	31,179	21,594	93,561
Cash and cash equivalents, end of period	$ 63,359	$ 31,179	$ 21,594
Supplemental disclosure of cash flow information:			
Income taxes paid	$ 709	$ 1,846	$ 405
Interest paid	43	96	30
Supplemental disclosure of non-cash activities:			
Transfer of items originally classified as inventories to equipment	1,645	4,167	4,237
Transfer of items originally classified as equipment to inventories	56	—	11
Issuance of equity for ODG contingent consideration (Note 7)	—	2,287	—
Conversion of note receivable to equity related to investment in affiliate (Note 6)	—	407	—

The accompanying notes are an integral part of these consolidated financial statements.

SEACHANGE INTERNATIONAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Nature of Business

SeaChange International, Inc. ("SeaChange" or "the Company"), headquartered in Acton, Massachusetts, is a leading developer, manufacturer and marketer of digital video systems and services including the management, aggregation, licensing, storage and distribution of video, television, gaming and advertising content to cable system operators, telecommunications companies and broadcast television companies. Through January 31, 2008, substantially all of SeaChange's revenues were derived from the sale of hardware, software and systems and related services to cable system operators, broadcast and telecommunications companies worldwide.

2. Summary of Significant Accounting Policies

Significant accounting policies followed in the preparation of the accompanying consolidated financial statements are as follows:

Principles of Consolidation

The Company consolidates the financial statements of its wholly owned subsidiaries and all inter-company accounts are eliminated in consolidation. SeaChange also holds minority investments in the capital stock of certain private companies having product offerings or customer relationships that have strategic importance. The Company evaluates its equity and debt investments and other contractual relationships with affiliate companies in order to determine whether the guidelines of FASB Interpretation ("FIN") No. 46, *Consolidation of Variable Interest Entities,* as revised under FIN 46R should be applied in the financial statements. FIN 46R addresses consolidation by business enterprises of variable interest entities that possess certain characteristics. A variable interest entity ("VIE") is defined as an entity in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support. The primary beneficiary is required to consolidate the financial position and results of the VIE. Since the adoption of FIN 46R in the first quarter of fiscal 2005, the Company concluded that FIN 46R has not required the consolidation of any affiliate company. The Company has concluded that it is not the primary beneficiary for any variable interest entities during the fiscal year ended January 31, 2008.

The Company's investments in affiliates include investments accounted for under the cost method and the equity method of accounting. The investments that represent less than a 20% ownership interest of the common shares of the affiliate are carried at cost. Under the equity method of accounting, which generally applies to investments that represent 20% to 50% ownership of the common shares of the affiliate, SeaChange's proportionate ownership share of the earnings or losses of the affiliate are included in equity income in earnings of affiliates in the consolidated statement of operations.

Revenue Recognition and Allowance for Doubtful Accounts

Revenues from sales of hardware, software and systems that do not require significant modification or customization of the underlying software are recognized when title and risk of loss has passed to the customer, there is evidence of an arrangement, fees are fixed or determinable and collection of the related receivable is considered probable. Customers are billed for installation, training, project management and at least one year of product maintenance and technical support at the time of the product sale. Revenue from these activities are deferred at the time of the product sale and recognized ratably over the period these services are performed. Revenue from ongoing product maintenance and technical support agreements are recognized ratably over the period of the related agreements. Revenue from software development contracts that include significant modification or customization, including software product enhancements, is recognized based on the percentage of completion contract accounting method using labor efforts expended in relation to estimates of total labor efforts to complete the contract. For contracts, where some level of profit is assured but the Company is only able to estimate ranges of amounts of total contract revenue and total contract cost, SeaChange uses the lowest probable level of profits in accounting for the contract revenues and costs. Accounting for contract amendments and customer change orders are included in contract accounting when executed. Revenue from shipping and handling costs and other out-of-pocket expenses reimbursed by customers are included in revenues and cost of revenues. SeaChange's share of intercompany profits associated with sales and services provided to affiliated companies are eliminated in consolidation in proportion to our equity ownership.

SeaChange's transactions frequently involve the sales of hardware, software, systems and services in multiple element arrangements. Revenues under multiple element arrangements are recorded based on the residual method of accounting. Under this method, the total arrangement value is allocated first to undelivered elements, based on their fair values, with the remainder being allocated to the delivered elements. Where fair value of undelivered service elements has not been established, the total arrangement value is recognized over the period during which the services are performed. The amounts allocated to undelivered elements, which may include project management, training, installation, maintenance and technical support and certain hardware and software components, are based upon the price charged when these elements are sold separately and unaccompanied by the other elements. The amount allocated to installation, training and project management revenue is based upon standard hourly billing rates and the estimated time required to complete the service. These services are not essential to the functionality of systems as these services do not alter the equipment's capabilities, are available from other vendors and the systems are standard products. For multiple element arrangements that include software development with significant modification or customization and systems sales where vendor-specific objective evidence of the fair value does not exist for the undelivered elements of the arrangement (other than maintenance and technical support), percentage of completion accounting is applied for revenue recognition purposes to the entire arrangement with the exception of maintenance and technical support. For transactions in which consideration, including equity instruments, is given to a customer, SeaChange accounts for the value of this consideration as an adjustment to revenue.

SeaChange recognizes revenue for product and services only in those situations where collection from the customer is probable. The Company performs ongoing credit evaluations of customers' financial condition but generally does not require collateral. For some international customers, SeaChange requires an irrevocable letter of credit to be issued by the customer before the purchase order is accepted. The Company monitors payments from customers and assesses any collection issues. The Company maintains allowances for specific doubtful accounts and other risk categories of accounts based on estimates of losses resulting from the inability of the Company's customers to make required payments and records these allowances as a charge to general and administrative expenses. SeaChange bases its allowances for doubtful accounts on historical collections and write-off experience, current trends, credit assessments, and other analysis of specific customer situations.

Any taxes assessed by a governmental authority related to revenue-producing transactions (e.g. sales or value-added taxes) are reported on a net basis and excluded from revenues.

Concentration of Credit Risk

Financial instruments which potentially expose SeaChange to concentrations of credit risk include cash equivalents, investments in treasury bills, certificates of deposits and commercial paper, auction rate securities, trade accounts receivable, accounts payable and accrued liabilities. The Company restricts its cash equivalents and investments in marketable securities to repurchase agreements with major banks and U.S. government and corporate securities which are subject to minimal credit and market risk. For trade accounts receivable, SeaChange evaluates customers' financial condition, requires advance payments from certain of its customers and maintains reserves for potential credit losses. At January 31, 2008 and 2007, SeaChange had an allowance for doubtful accounts of $663,000 and $466,000, respectively, to provide for potential credit losses. Such losses have not exceeded management's expectations to date.

The following table summarizes revenues by significant customer where such revenue exceeded 10% of total revenues of the fiscal year. Revenues from significant customers were generated in the Broadband segment.

	Year ended January 31,		
	2008	2007	2006
Customer A	32%	37%	25%
Customer B	13%	16%	—

At January 31, 2008, two separate customers accounted for 23% and 18%, respectively, of SeaChange's gross accounts receivable balance. At January 31, 2007, the same two separate customers accounted for 42% and 16%, respectively, of SeaChange's gross accounts receivable balance.

Use of Estimates

The preparation of these financial statements in conformity with accounting principles generally accepted in the United States of America requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and disclosure of contingent assets and liabilities. On an ongoing basis, management evaluates these estimates and judgments, including those related to revenue recognition, valuation of inventory and accounts receivable, valuation of investments and income taxes, stock-based compensation, software development costs eligible for capitalization, goodwill, intangible assets and related amortization. The Company bases these estimates on historical and anticipated results and trends and on various other assumptions that the Company believes are reasonable under the circumstances, including assumptions as to future events. These estimates form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. By their nature, estimates are subject to an inherent degree of uncertainty. Actual results may differ from management's estimates.

Cash Equivalents and Marketable Securities

SeaChange's investment portfolio consists of investments classified as cash equivalents, short-term marketable securities and long-term marketable securities. All highly liquid investments with an original maturity of three months or less when purchased are considered to be cash equivalents. All cash equivalents are carried at cost, which approximates fair value. SeaChange's marketable securities are classified as available for sale and are reported at fair value. Any unrealized gains or losses are included in stockholders' equity as a component of accumulated other comprehensive loss. Any realized gains or losses would be shown in the accompanying consolidated statements of operations in other income or expense. The cost basis, aggregate fair value and unrealized gains and losses for SeaChange's cash equivalents, short-and long-term marketable securities portfolio is shown below (in thousands).

	Cost	Fair Market Value	Unrealized Gain (Loss)
January 31, 2008:			
Cash	$ 61,547	$ 61,547	$ —
Cash equivalents	1,812	1,812	—
Cash and cash equivalents	63,359	63,359	—
US government agency issues	16,004	16,237	233
Corporate debt securities	1,953	2,018	65
Asset Backed Securities	11	11	—
State and municipal obligations	1,000	1,000	—
Marketable securities - short-term	18,968	19,266	298
US government agency issues	4,632	4,759	127
Corporate debt securities	503	513	10
Marketable securities - long-term	5,135	5,272	137
Total cash equivalents and marketable securities	$ 87,462	$ 87,897	$ 435
January 31, 2007:			
Cash	$ 30,491	$ 30,491	$ —
Cash equivalents	688	688	—
Cash and cash equivalents	31,179	31,179	—
US government agency issues	10,210	10,212	2
Corporate debt securities	18	18	—
State and municipal obligations	1,001	1,001	—
Marketable securities - short-term	11,229	11,231	2
US government agency issues	10,965	10,929	(36)
Corporate debt securities	1,936	1,956	20
Marketable securities - long-term	12,901	12,885	(16)
Total cash equivalents and marketable securities	$ 55,309	$ 55,295	$ (14)

Inventories and Reserves for Obsolescence

Inventories are stated at the lower of cost or net realizable value. Cost is determined using the first-in, first-out (FIFO) method. Inventories consist primarily of components and subassemblies and finished products held for sale. All of SeaChange's hardware components are purchased from outside vendors.

The costs and net realizable value of inventories are reviewed quarterly. SeaChange records charges to reduce inventory to its net realizable value when impairment is identified through the quarterly review process. For inventory that has been written down to its net realizable value, the reserve is released upon sale or disposal of this inventory.

Property and Equipment

Property and equipment consists of land and buildings, office and computer equipment, leasehold improvements, demonstration equipment, deployed assets and spare components and assemblies used to service SeaChange's installed base.

Demonstration equipment consists of systems manufactured by SeaChange for use in marketing and selling activities. Property and equipment are recorded at cost and depreciated using the straight-line method over their estimated useful lives. Leasehold improvements are amortized over the shorter of their estimated useful lives or the term of the respective leases using the straight-line method. Deployed assets consist of movie systems owned and manufactured by SeaChange that are installed in a hotel environment. Deployed assets are depreciated over the life of the related service agreements. Capitalized service and spare components are depreciated over the estimated useful lives using the straight-line method. Maintenance and repair costs are expensed as incurred. Significant improvements are capitalized and depreciated. Upon retirement or sale, the cost of the assets disposed of, and the related accumulated depreciation, are removed from the accounts, and any resulting gain or loss is included in the determination of net income.

As of January 31, 2008 and 2007, $2.7 million and $1.9 million of internal use purchased software were capitalized, respectively. Accumulated depreciation related to internal use purchased software at January 31, 2008 and 2007 was $2.6 million and $1.7 million, respectively. The related amortization expense was $865,000 and $633,000 for the fiscal years ended January 31, 2008 and 2007, respectively.

Investments in Affiliates

Investments in affiliates include equity investments accounted for under the cost method or the equity method of accounting. For investments that represent less than a 20% ownership interest of the affiliate, the investments are carried at cost. Under the equity method of accounting, which generally applies to investments that represent 20% to 50% ownership of the common stock of the affiliate, SeaChange's proportionate ownership share of the earnings or losses of the affiliate is recorded as equity income (loss) in earnings of affiliates in the consolidated statement of operations.

The Company periodically reviews indicators of the fair value of the investments in affiliates in order to assess whether available facts or circumstances, both internally and externally, may suggest an other than temporary decline in the value of the investment. The carrying value of an investment in an affiliate may be affected by the affiliate's ability to obtain adequate funding and execute its business plans, general market conditions, industry considerations specific to the affiliate's business, and other factors. SeaChange records an impairment charge when management believes an investment has experienced a decline in value that is other-than-temporary.

Business Combinations

The Company accounts for business acquisitions in accordance with SFAS No. 141, *Business Combinations*, which requires that the purchase method of accounting be used for all business combinations. The Company determines and records the fair values of assets acquired and liabilities assumed as of the dates of acquisition.

Goodwill and Intangible Assets

SeaChange evaluates goodwill for impairment on, at least, an annual basis. SeaChange evaluates the recoverability of goodwill annually, in the second quarter for goodwill associated with the Broadband segment, primarily the goodwill associated with the acquisition of the non-North American assets of Liberate Technologies, and in the third quarter for goodwill associated with the Services segment in connection with the acquisition of the On Demand Group Ltd. At the time of acquisition, goodwill was assigned to either the Broadband or Services segment as the applicable reporting unit for the goodwill impairment review. Equity method goodwill is considered for impairment pursuant to Accounting Principles Board Opinion No. 18 *The Equity Method of Accounting for Investments in Common Stock.* Goodwill is evaluated more frequently if events or changes in circumstances, such as declines in sales, earnings or cash flows or material adverse changes in the business climate, indicate that the carrying value of goodwill might be impaired. Goodwill is considered to be impaired when the net book value of a reporting unit exceeds its estimated fair value. Fair values are determined using a discounted cash flow methodology and comparability of recent market multiples of revenue for sales of similar type companies. The determination of discounted cash flows is based on SeaChange's strategic plans and future forecasts. SeaChange completed the annual impairment tests of goodwill associated with the Broadband and Services segments and determined that as of January 31, 2008 no adjustment was required to the carrying value of goodwill based on the analyses performed. However, there can be no assurance that goodwill will not become impaired in future periods.

Intangible assets consist of customer contracts, completed technology, patents and trademarks and are respectively assigned to the Broadband and Services segments. The intangible assets are amortized to cost of sales and operating expenses, as appropriate, on a straight-line or accelerated basis in order to reflect the expected pattern and period that the assets will be consumed.

Software Development Costs

SeaChange develops software for resale in markets that are subject to rapid technological change, new product development and changing customer needs. The time period during which software development costs can be capitalized from the point of reaching technological feasibility until the time of general product release is very short, and consequently, the amounts that could be capitalized are not material to the Company's financial position or results of operations. Software development costs relating to sales of software requiring significant modification or customization are charged to costs of product revenues.

SeaChange also purchases software for resale and capitalizes those costs associated with projects that meet technological feasibility. As of January 31, 2008 and 2007, $5.2 million of purchased software costs were capitalized. Amortization expense is recorded over the period of economic consumption or the life of the agreement, whichever results in the higher expense, starting with the first shipment of the product to a customer. Amortization expense was $4.8 million and $346,000 for fiscal the years ended January 31, 2008 and 2007, respectively. Of the $4.8 million fiscal year 2008 amortization, $4.1 million includes accelerated amortization for impairments taken in the second quarter to align the recognition of amortization expense with the remaining economic life of the purchased software.

Long-lived Assets

SeaChange evaluates property and equipment, intangible assets and other long-lived assets on a regular basis for the existence of facts or circumstances, both internal and external that may suggest an asset is not recoverable. Factors SeaChange considers important that could trigger the impairment review include:

- significant underperformance relative to historical or projected future operating results;
- significant negative industry or economic trends;
- significant decrease in the market value of the long-lived asset;
- significant adverse change to the extent or manner in which a long-lived asset is being used or in its physical condition;
- significant adverse change in legal factors or in the business climate that could affect the value of a long-lived asset;

- significant decline in our stock price for a sustained period;
- significant decline in our technological value as compared to the market; and
- a decline in the Company's market capitalization relative to net book value.

If such circumstances exist, SeaChange evaluates the carrying value of long-lived assets to determine if impairment exists based upon estimated undiscounted future cash flows over the remaining useful life of the assets and compares that value to the carrying value of the assets. If the carrying value of the assets is greater than the estimated future undiscounted cash flows, the assets are written down to their estimated fair value. SeaChange determines the estimated fair value of the assets on a projected discounted cash flow method using a discount rate determined by management to be commensurate with the risk inherent in the current business model. In determining expected future cash flows, assets are grouped at the lowest level for which cash flows are identifiable and independent of cash flows from other asset groups. SeaChange's cash flow estimates contain management's best estimates, using appropriate and customary assumptions and projections at the time.

Income Taxes

Accounting for Income Taxes. Deferred income tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective income tax bases, and operating loss and tax credit carryforwards. We evaluate the weight of all available evidence to determine whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. We will record a valuation allowance if the likelihood of realization of the deferred tax assets in the future is reduced based on an evaluation of objective verifiable evidence. Significant management judgment is required in determining our income tax expense (benefit), our deferred tax assets and liabilities and any valuation allowance recorded against our deferred tax assets. We have established a valuation allowance against our deferred tax assets due to indications that they may not be fully realized. The amount of the deferred tax asset considered realizable is subject to change based on future events, including generating sufficient pre-tax income in future periods. In the event that actual results differ from these estimates, our provision for income taxes could be materially impacted. SeaChange does not provide for U.S. federal and state income taxes on the undistributed earnings of its non-U.S. subsidiaries that are considered indefinitely reinvested in the operations outside the U.S.

Income Tax Contingencies. In July 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* ("FIN 48"). FIN 48 supersedes SFAS No. 5, *Accounting for Contingencies,* as it relates to income tax liabilities and lowers the minimum threshold a tax position is required to meet before being recognized in the financial statements from "probable" to "more likely than not" (i.e., a likelihood of occurrence greater than fifty percent). Under FIN 48, the recognition threshold is met when an entity concludes that a tax position, based solely on its technical merits, is more likely than not to be sustained upon examination by the relevant taxing authority. Those tax positions failing to qualify for initial recognition are recognized in the first interim period in which they meet the more likely than not standard, or are resolved through negotiation or litigation with the taxing authority, or upon expiration of the statute of limitations. Derecognition of a tax position that was previously recognized occurs when an entity subsequently determines that a tax position no longer meets the more likely than not threshold of being sustained. FIN 48 was adopted by the Company on February 1, 2007 (see Note 10).

Stock-based Compensation

On February 1, 2006, SeaChange adopted SFAS No. 123 (revised 2004), *Share-Based Payment* ("SFAS 123R"), which requires the measurement and recognition of compensation expense for all stock-based awards made to employees and directors including stock options, employee stock purchases under a stock purchase plan, and non-vested share awards (restricted stock units) based on estimated fair values. SFAS 123R supersedes the Company's previous accounting under Accounting Principles Board ("APB") Opinion No. 25, *Accounting for Stock Issued to Employees* ("APB 25"). The Company adopted the provisions of SFAS 123R using the modified prospective transition method beginning February 1, 2006, the first day of the first quarter of fiscal 2007. In accordance with that transition method, the Company has not restated prior periods for the effect of compensation expense calculated under SFAS 123R. The Company has continued to use the Black-Scholes option pricing model for determining the estimated fair values of all applicable awards. The determination of the fair value of stock-based awards on the date of grant using an option pricing model is affected by the historical price of the Company's stock as well as key assumptions including the expected life of the award, the expected stock price, volatility over the term of the award and actual and projected exercise behaviors. For all awards the Company has recognized stock compensation expense using a straight-line amortization method over the vesting period of the award. As SFAS 123R requires that stock-based compensation expense be based on awards that ultimately vest, estimated share-based compensation for fiscal 2008 and 2007 has been reduced for estimated forfeitures.

Foreign Currency Translation

SeaChange has determined that the functional currency of all but one of its foreign subsidiaries is the U.S. dollar. Where the U.S. dollar is designated as the functional currency of an entity, SeaChange translates that entity's monetary assets and liabilities denominated in local currencies into U.S. dollars (the functional and reporting currency) at current exchange rates, as of each balance sheet date. Nonmonetary assets (e.g., inventories, property, plant, and equipment and intangible assets) and related income statement accounts (e.g., cost of sales, depreciation, amortization of intangible assets) are translated at historical exchange rates between the functional currency (the U.S. dollar) and the local currency. Revenue and other expense items are translated using average exchange rates during the fiscal period. Translation adjustments and transaction gains and losses on foreign currency transactions, and any unrealized gains and losses on short-term inter-company transactions are included in income.

For the single foreign subsidiary where the local currency is designated as the functional currency, we translate its assets and liabilities into U.S. dollars (the reporting currency) at current exchange rates as of each balance sheet date. Revenue and expense items are translated using average exchange rates during the period. Cumulative translation adjustments are presented as a separate component of stockholders' equity. Exchange gains and losses on foreign currency transactions and unrealized gains and losses on short-term inter-company transactions are included in income.

The aggregate foreign exchange transaction losses were $60,000, $314,000 and $339,000 for the years ended January 31, 2008, 2007 and 2006, respectively.

Comprehensive Income (Loss)

SeaChange presents accumulated other comprehensive income (loss) and total comprehensive income (loss) in the Statement of Stockholders' Equity. Total comprehensive income (loss) consists primarily of net income (loss), cumulative translation adjustments and unrealized gains and losses on marketable securities, net of income tax.

Advertising Costs

Advertising costs are charged to expense as incurred. Advertising costs were $300,000, $313,000 and $273,000 for the years ended January 31, 2008, 2007 and 2006, respectively.

Earnings (Loss) Per Share

Earnings (loss) per share are presented in accordance with SFAS No. 128, *Earnings Per Share*, which requires the presentation of "basic" earnings (loss) per share and "diluted" earnings (loss) per share. Basic earnings (loss) per share is computed by dividing earnings (loss) available to common shareholders by the weighted-average shares of common stock outstanding during the period. For the purposes of calculating diluted earnings (loss) per share, the denominator includes both the weighted average number of shares of common stock outstanding during the period and the weighted average number of potential common stock, such as stock options and restricted stock, calculated using the treasury stock method.

For the fiscal year ended January 31, 2008, 4,673,372 of common shares issuable upon the exercise of stock options are anti-dilutive and have been excluded from the diluted earnings per share computation as the exercise prices of these common shares were above the market price of the common stock for the periods indicated. For the fiscal years ended January 31, 2007 and 2006, 6,177,411 and 6,551,857, respectively, of common shares issuable upon the exercise of stock options were anti-dilutive because SeaChange recorded a net loss for the periods and, therefore, have been excluded from the diluted loss per share computation.

Below is a summary of the shares used in calculating basic and diluted earnings (loss) per share for the periods indicated:

	Year ended January 31,		
	2008	2007	2006
Weighted average shares used in calculating earnings (loss) per share—Basic	29,633,660	28,857,381	28,303,000
Dilutive common stock equivalents	365,955	—	—
Weighted average shares used in calculating earnings (loss) per share—Diluted	29,999,615	28,857,381	28,303,000

New Accounting Pronouncements

In September 2006, the FASB issued Statement of Financial Accounting Standards ("SFAS") No. 157, *Fair Value Measurement* ("SFAS 157"). SFAS clarifies the principle that fair value should be based on the assumptions market participants would use when pricing an asset or liability and establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. Under SFAS, fair value measurements would be separately disclosed by level within the fair value hierarchy. The provisions of SFAS 157, as issued, are effective for the fiscal years beginning after November 15, 2007. However, in February 2008, the FASB issued FASB Staff Position No. 157-2, *Effective Date of FASB Statement No. 157* ("FSP 157-2") that amended SFAS 157 to delay the effective date for all non-financial assets and non-financial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (that is, at least annually). FSP 157-2 defers the effective date of SFAS 157 to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years for items within the scope of FSP 157-2. The Company adopted the required provisions of SFAS as of February 1, 2008. The Company does not expect the adoption of SFAS 157 to have a material impact on its consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159*, The Fair Value Option for Financial Assets and Financial Liabilities* ("SFAS 159"). SFAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. SFAS 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007. Although the Company adopted SFAS 159 as of February 1, 2008, the Company has not yet elected the fair value option for any items permitted under SFAS 159.

In December 2007, the FASB issued SFAS No. 141 (R) *Business Combinations* ("SFAS 141R"). SFAS 141R establishes principles and requirements for how the acquirer of a business recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree. SFAS 141R also provides guidance for recognizing and measuring the goodwill acquired in the business combination and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. The guidance will become effective as of the beginning of the Company's fiscal year beginning after December 15, 2008. SFAS No. 141R is effective for the Company beginning February 1, 2009. SFAS 141R will have an impact on accounting for business combinations once adopted but the effect is dependant upon acquisitions at that time.

In December 2007, the Financial Accounting Standards Board ("FASB") issued SFAS No. 160 *Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51* ("SFAS 160"). SFAS 160 establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. The guidance will become effective as of the beginning of the Company's fiscal year beginning after December 15, 2008. SFAS 160 is effective for the Company beginning February 1, 2009. The Company does not expect the adoption of SFAS 160 to have a material impact on its consolidated financials statements.

In June 2007, the FASB ratified the consensus in EITF Issue No. 07-3 *Accounting for Nonrefundable Payments for Goods and Services to be Used in Future Research and Development Activities* (EITF 07-04), requiring that nonrefundable advance payments for future research and development activities be deferred and capitalized. Such amounts should be expenses as the related goods are delivered or the related services performed. The statement is effective for fiscal years beginning after December 15, 2007. Management anticipates that the adoption of EITF Issue No. 07-3 will not have a material impact on the Company's financial statements.

In June 2007, the FASB ratified Issue No. 06-11 *Accounting for Income Tax Benefits of Dividends on Share-Based Payment Awards* (EITF 06-11), which requires entities to record tax benefits on dividends or dividend equivalents that are charged to retained earnings for certain share-based awards to additional paid-in capital. In a share-based payment arrangement, employees may receive dividends or dividend equivalents on awards of nonvested equity shares, nonvested equity share units during the vesting period, and share options until the exercise date. Generally, the payment of such dividends can be treated as deductible compensation for tax purposes. The amount of tax benefits recognized in additional paid-in capital should be included in the pool of excess tax benefits available to absorb tax deficiencies on share-based payment awards. EITF 06-11 is effective for fiscal years beginning after December 15, 2007, and interim periods within those years. Management anticipates that the adoption of EITF Issue No. 06-11 will not have a material impact on the Company's financial statements.

Impact of Recently Adopted Accounting Pronouncements

Sabbatical Leave

Effective February 1, 2007, the Company adopted the provisions of the FASB Emerging Issues Task Force ("EITF") No. 06-2, *Accounting for Sabbatical Leave and Other Similar Benefits Pursuant to FASB Statement No. 43* ("EITF 06-2") included in SeaChange's Form 10-Q/A filed on October 22, 2007 for the quarter ended April 30, 2007. Prior to the issuance of EITF 06-2 the Company accrued for its obligation under its sabbatical program when an employee had achieved the requisite service time. EITF 06-2 requires companies to accrue the cost of such compensated absences over the requisite service period. The Task Force allows the use of one of two specified methodologies for adopting the change in accounting principle: i) a cumulative-effect adjustment to retained earnings at the beginning of the year of adoption; or ii) retrospective application to all prior periods.

The Company elected to use the cumulative-effect adjustment to the beginning balance of retained earnings resulting in an additional liability of $769,000 and a corresponding increase in the accumulated deficit of $769,000. The impact of this adoption and related restatement does not include any net tax effects as the Company's deferred tax assets are fully reserved against due to the uncertainties related to the Company's ability to generate sufficient pre-tax income for fiscal 2008 and the inability to carry back fiscal 2008 tax losses to prior years because the Company exhausted its US tax benefit carry back potential in fiscal 2007 (see Note 10). Under this transition method, periods prior to February 1, 2007 have not been restated. Accrued expenses and other long-term liabilities for the first three quarters of fiscal 2008 include vested and unvested accrued sabbatical expense for all employees who are eligible for sabbatical leave.

During November 2007, the Company reviewed its employee benefit programs, including the sabbatical leave benefit, and effectively replaced the sabbatical leave benefit with a new expanded vacation policy for United States benefit eligible employees. Employees eligible for sabbatical leave prior to November 16, 2007 ("grandfathered") are required to use the balance of their available time by July 31, 2009. In the fourth quarter of fiscal 2008, the Company has prospectively applied the changes of its sabbatical leave benefit for those employees that have unvested sabbatical balances accumulating under EITF 06-2. This prospective change resulted in a $729,000 reduction in accrued expenses and other long-term liabilities and a corresponding decrease in the Company's employees' benefits expense accounts.

Sales tax

In June 2006, the Emerging Issues Task Force ("EITF") reached a consensus on Issue No. 06-03, *How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement (That Is, Gross Versus Net Presentation)* ("EITF 06-03"). EITF 06-03 provides that the presentation of taxes assessed by a governmental authority that are directly imposed on revenue-producing transactions (e.g. sales, use, value added and excise taxes) between a seller and a customer on either a gross basis (included in revenues and costs) or on a net basis (excluded from revenues) is an accounting policy decision that should be disclosed. In addition, for any such taxes that are reported on a gross basis, the amounts of those taxes should be disclosed in interim and annual financial statements for each period for which an income statement is presented if those amounts are significant. EITF 06-3 is effective for interim and annual periods beginning after December 15, 2006. The adoption of EITF 06-3 did not change the Company's policy of presenting taxes within the scope of EITF 06-3 on a net basis and had no impact on the Company's consolidated financial statements.

Income Tax Contingencies

In July 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48). FIN 48 supersedes SFAS No. 5, *Accounting for Contingencies*, as it relates to income tax liabilities and lowers the minimum threshold a tax position is required to meet before being recognized in the financial statements from "probable" to "more likely than not" (i.e., a likelihood of occurrence greater than fifty percent). Under FIN 48, the recognition threshold is met when an entity concludes that a tax position, based solely on its technical merits, is more likely than not to be sustained upon examination by the relevant taxing authority. Those tax positions failing to qualify for initial recognition are recognized in the first interim period in which they meet the more likely than not standard, or are resolved through negotiation or litigation with the taxing authority, or upon expiration of the statute of limitations. Derecognition of a tax position that was previously recognized occurs when an entity subsequently determines that a tax position no longer meets the more likely than not threshold of being sustained. FIN 48 was adopted by the Company on February 1, 2007 (see Note 10).

Share-Based Payment Assumptions

On January 1, 2008, the Securities and Exchange Commission ("staff") issued Staff Accounting Bulletin ("SAB") No. 110 and an amendment to SAB No. 107 which provided expressed views on the use of a "simplified" method, in developing an estimate of expected term of "plain vanilla" share options in accordance with SFAS no. 123 (revised 2004), *Share-Based Payment*. Per SAB No. 107, the Company elected to use the simplified method until it could develop more detailed information about employee exercise behavior. The staff stated in SAB No. 107 that it would not expect a company to use the simplified method for share option grants after December 31, 2007. The release of SAB No. 110 outlines examples of situations in which the staff believes that it may be appropriate to continue the use of the simplified method beyond December 31, 2007.

The Company has determined that SeaChange meets one of the three examples outlined in SAB No. 110 under the provision that the Company has significantly altered the employee eligibility requirements for the receipt of share option grants. As a result, the Company does not have enough historical exercise data to provide a reasonable basis upon which to estimate expected returns and will continue with the simplified method until the Company has enough historical information to refine the expected term.

3. Consolidated Balance Sheet Detail

Inventories consist of the following:

	January 31,	
	2008	2007
	(in thousands)	
Components and assemblies	$ 9,979	$11,825
Finished products	4,336	7,525
	$14,315	$19,350

Property and equipment consist of the following:

	Estimated useful life (years)	January 31, 2008	January 31, 2007
		(in thousands)	
Land		$ 3,063	$ 3,063
Buildings	20	12,870	12,509
Office furniture and equipment	5	2,582	2,320
Computer equipment, software and demonstration equipment	3	45,394	43,833
Deployed assets	2-7	3,280	3,280
Service and spare components	5	7,252	6,796
Leasehold improvements	1-7	1,712	1,511
Automobiles and trucks	5	592	649
Construction in progress		13	—
		76,758	73,961
Less—Accumulated depreciation and amortization		(48,692)	(43,241)
		$ 28,066	$ 30,720

Depreciation and amortization expense of fixed assets was $7.9 million, $7.8 million and $6.6 million for the years ended January 31, 2008, 2007 and 2006, respectively. At both January 31, 2008 and 2007 SeaChange had no assets under capital lease.

Other accrued expenses consist of the following:

	January 31, 2008	January 31, 2007
	(in thousands)	
Accrued consideration payable to former shareholders in ODG	$ 8,105	$ —
Other accrued expenses	9,282	6,623
	$ 17,387	$ 6,623

4. Segment Information

SeaChange has three reportable segments: Broadband, Broadcast and Services. The Broadband segment develops, markets and sells products to digitally manage, store and distribute digital video for cable system operators and telecommunications companies. The Broadcast segment develops, markets and sells products for the storage, archival, on-air playback of advertising and other video programming for the broadcast television industry. The Services segment provides installation, training, project management, product maintenance and technical support services, and software development, for all of the above products, and movie content services. SeaChange measures profitability of the segments based on their respective gross profit. There were no inter-segment sales or transfers.

The following summarizes the revenues and cost of revenues by reportable segment:

	Year ended January 31, 2008	2007	2006
		(in thousands)	
Revenues:			
Broadband product	$ 91,145	$ 84,905	$ 64,365
Broadcast product	14,624	10,095	9,151
Services	74,124	66,334	52,748
Total	$ 179,893	$ 161,334	$ 126,264
Cost of Revenues:			
Broadband product	$ 42,550	$ 39,082	$ 36,608
Broadcast product	9,914	9,252	8,947
Services	46,465	37,189	28,315
Total	$ 98,929	$ 85,523	$ 73,870
Gross profit:			
Broadband product	$ 48,595	$ 45,823	$ 27,757
Broadcast product	4,710	843	204
Services	27,659	29,145	24,433
Total	$ 80,964	$ 75,811	$ 52,394

SeaChange does not measure the assets allocated to the segments, other than the goodwill and intangible assets in connection with its acquisitions. The following table summarizes intangible assets, net and goodwill by reportable segment:

	January 31, 2008	January 31, 2007
	(in thousands)	
Goodwill and intangible assets:		
Broadband	$ 16,830	$ 19,282
Services	19,450	17,498
Total	$ 36,280	$ 36,780

The following summarizes revenues by customers' geographic locations:

	January 31, 2008	2007	2006
		(in thousands)	
Revenues:			
United States of America	$ 112,253	$ 107,950	$ 75,817
United Kingdom	31,668	32,936	26,988
Canada and South America	14,576	7,446	9,733
Europe and Middle East (excluding the United Kingdom)	9,099	6,723	5,896
Asia Pacific and other international locations	12,297	6,279	7,830
Total	$ 179,893	$ 161,334	$ 126,264

The following summarizes fixed assets, net by geographic locations:

	January 31, 2008	January 31, 2007
	(in thousands)	
Fixed assets, net		
United States of America	$ 25,108	$ 27,619
United Kingdom	729	802
Europe and Middle East (excluding the United Kingdom)	95	125
Asia/Pacific and other international locations	2,134	2,174
Total	$ 28,066	$ 30,720

5. Stock-Based Compensation and Stock Incentive Plans

Effective February 1, 2006, SeaChange adopted on a modified prospective basis the provisions of the Financial Accounting Standards Board's SFAS 123R, which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors including employee stock options, restricted stock units and employee stock purchases related to SeaChange's Employee Stock Purchase Plan ("ESPP") based on estimated fair values. Accordingly, stock-based compensation cost is measured at the grant date, based on the fair value of the award, and is recognized as expense on a straight-line basis over the employee's requisite service period. SeaChange has applied the provisions of SAB No. 107, *Share-Based Payment*, ("SAB 107") in its adoption of SFAS 123R. Effective January 1, 2008, the Company has applied the provisions of SAB No. 110, an amendment to SAB No. 107, which provides expressed views on the use of a "simplified" method, in developing an estimate of the expected term of "plain vanilla" share options in accordance with SFAS No. 123 (revised 2004), *Share-Based Payment* (see Note 2).

Under the modified prospective transition method, SeaChange recognized stock-based compensation expense during the year ended January 31, 2007 for: (a) ESPP awards from offering periods that began on December 1, 2005, June 1, 2006 and December 1, 2006 and ended on May 31, 2006, November 30, 2006 and May 31, 2007, respectively, (b) stock options and restricted stock units granted prior to, but not yet vested as of February 1, 2006, based on the grant date fair value estimated in accordance with the disclosure provisions of SFAS No. 123, and (c) stock options and restricted stock units granted subsequent to February 1, 2006, based on the grant date fair value, estimated in accordance with the provisions of SFAS No. 123R. Under the modified prospective transition method, results for prior periods are not restated. The adoption of SFAS No. 123R did not affect the accounting for stock-based compensation expense related to restricted stock units. The fair value of a restricted stock unit is the market value of a share of the Company's common stock on the date of grant of the restricted stock unit. This fair value is amortized on a straight-line basis over the related vesting period of the restricted stock unit.

Stock-based compensation includes expense charges for all stock-based awards to employees and directors. Such awards include option grants, restricted stock unit awards, and shares expected to be purchased under an employee stock purchase plan. The estimated fair value of SeaChange's stock-based options and performance-based restricted stock units, less expected forfeitures, is amortized over the awards' vesting period on a graded vesting basis, whereas the restricted stock units and ESPP stock units are amortized on a straight line basis. The effect of recording stock-based compensation for the years ended January 31, 2007 and 2008 was as follows:

	Fiscal Year Ended January 31, 2008	Fiscal Year Ended January 31, 2007
	(in thousands)	
Stock-based compensation expense by type of award:		
Stock options	$ 1,060	$ 2,179
Restricted stock units	775	625
Performance-based restricted stock units	1,557	248
Employee Stock Purchase Plan	586	462
Total stock-based compensation	$ 3,978	$ 3,514

Since additional option grants and restricted stock unit awards are expected to be made each year and options and awards vest over several years, the effects of applying SFAS 123R for recording stock-based compensation for the year ended January 31, 2008 are not indicative of future amounts.

Determining Fair Value under SFAS 123(R)

SeaChange estimates the fair value of stock options, including rights granted under the ESPP, using the Black-Scholes valuation model. Key input assumptions used to estimate the fair value of stock options include the exercise price, the expected option term, the risk-free interest rate over the option's expected term, the expected annual dividend yield and the expected stock price volatility. The expected option term was determined using the "simplified" method for "plain vanilla" options as allowed by SAB No. 107, as amended by SAB No. 110. The expected stock price volatility was established using a blended volatility, which is an average of the historical volatility of SeaChange's common stock over a period of time equal to the expected term of the stock option, and the average volatility of SeaChange's common stock over the most recent one-year and two-year periods. Estimates of fair values are not intended to predict actual future events or the value ultimately realized by the persons who receive equity awards.

The fair value of each option grant and ESPP purchase was estimated on the grant date using the Black-Scholes option-pricing model with the following assumptions:

	Year ended January 31, 2008			Year ended January 31, 2007		
	Options		ESPP	Options		ESPP
	Range	Weighted Average	Weighted Average	Range	Weighted Average	Weighted Average
Expected term (in years)	4-5	4.5	0.5	4-5	4.5	0.5
Expected volatility	46% – 50%	48%	42%	51% – 58%	56%	45%
Risk-free interest rate	3.2% – 5.1%	4.6%	4.6%	4.4% – 5.1%	4.7%	4.6%
Expected dividend yield	0%	0%	0%	0%	0%	0%

Stock Option Plans

Amended and Restated 2005 Equity Compensation and Incentive Plan

The Amended and Restated 2005 Equity Compensation and Incentive Plan (the "2005 Plan") provides for the grant of incentive stock options, nonqualified stock options, restricted stock, restricted stock units, and "other" non-stock option awards as determined by the plan administrator for the purchase of up to an aggregate of 2,800,000 shares of SeaChange's common stock (but not greater than two percent of the aggregate shares outstanding per fiscal year) by officers, employees, consultants and directors of SeaChange. The total number of authorized shares under the 2005 Plan was increased by 1,300,000 shares to 2,800,000 at the 2007 annual meeting of stockholders held on July 18, 2007. Of the original 1,500,000 shares authorized for the 2005 Plan, 375,000 shares are eligible for non-option awards. The additional 1,300,000 shares may be used for any form of award under the 2005 Plan and as of January 31, 2008, of which 15,215 shares have been issued. The Company may satisfy awards upon the exercise of stock options or restricted stock units with either newly issued or treasury shares. The Board of Directors is responsible for administration of the 2005 Plan and determining the term of each award, award exercise price, number of shares for which each award is granted and the rate at which each award is exercisable. As of January 31, 2008, there were 2,563,336 shares available for future grant.

Option awards may be granted to employees at an exercise price per share of not less than 100% of the fair market value per common share on the date of the grant (not less than 110% for an incentive stock option granted to a 10% or more stockholder). Incentive stock options may be granted only to those employees of SeaChange to the extent that the fair value of the options granted that become exercisable during any one calendar year plus previously granted incentive stock options that become exercisable in that period is less than $100,000. Restricted stock units and other equity-based non-stock option awards may be granted to any officer, employee, director or consultant at a purchase price per share as determined by SeaChange's Board of Directors. Awards granted under the 2005 Plan generally vest over three years and expire seven years from the date of the grant (five years for incentive stock options granted to holders of more than 10% of SeaChange's voting stock).

1995 Stock Option Plan

The Amended and Restated 1995 Stock Option Plan (the "1995 Stock Option Plan") provides for the grant of incentive stock options and nonqualified stock options for the purchase of up to an aggregate of 9,200,000 shares of SeaChange's common stock by officers, employees, consultants and directors of SeaChange. The Board of Directors is responsible for administration of the 1995 Stock Option Plan and determining the term of each option, option exercise price, number of shares for which each option is granted and the rate at which each option is exercisable. Options generally vest ratably over four years. SeaChange may not grant an employee incentive stock options with a fair value in excess of $100,000 that are initially exercisable during any one calendar year.

Incentive stock options may be granted to employees at an exercise price per share of not less than the fair value per common share on the date of the grant (not less than 110% of the fair value in the case of holders of more than 10% of SeaChange's voting stock). Nonqualified stock options may be granted to any officer, employee, director or consultant at an exercise price per share as determined by SeaChange's Board of Directors. Grants of stock options to the Board of Directors under SeaChange's 1995 Stock Option Plan are made pursuant to a policy under which each non-employee director receives a grant of 2,500 stock options per quarter.

Options granted under the 1995 Stock Option Plan generally expire ten years from the date of the grant (five years for incentive stock options granted to holders of more than 10% of SeaChange's voting stock). In July 2005, SeaChange's Board of Directors terminated the 1995 Stock Option Plan and began granting stock options under the Company's 2005 Plan.

On January 26, 2006, the Company accelerated the vesting of certain unvested stock options with exercise prices equal to or greater than $9.00 per share that were previously awarded to its employees, including its executive officers and non-employee directors, under the Company's 1995 Stock Option Plan. Stock options equivalent to 1,354,974 shares of the Company's common stock, including an aggregate of 243,821 options held by executive officers and directors are subject to this acceleration. Each director and executive officer has entered into a lock-up agreement that provides that the director or executive officers will refrain from selling the shares of common stock acquired upon the exercise of the accelerated options until the date on which the exercise would have been permitted under the option's pre-acceleration vesting terms or, if earlier, the person's last day of employment with or service to the Company or upon an acquisition of the Company, as defined in the 1995 Stock Option Plan. The acceleration of vesting became effective for stock options outstanding as of January 26, 2006.

The decision to accelerate the vesting of these options was made primarily to reduce non-cash compensation expense that would have been recorded in future periods following the Company's adoption of SFAS 123(R) on February 1, 2006. The Company's aggregate expense that will not be recorded as a result of the acceleration of the vesting of these options is approximately $6.9 million, based on all outstanding options continuing to vest under their original, pre-acceleration vesting terms.

Director Option Plan

In June 1996, SeaChange's Board of Directors adopted and the stockholders approved a director stock option plan (the "Director Option Plan") which provides for the grant of options to full time directors of SeaChange to purchase a maximum of 45,000 shares of common stock under the Director Option Plan. Under the Director Option Plan, participating directors receive an option to purchase 5,062 shares of common stock per annum. Options granted under the Director Option Plan vest as to 33 1/3% of the shares underlying the option immediately upon the date of the grant, and vest as to an additional 8 1/3% of the shares underlying the option at the end of each of the next 8 quarters, provided that the option holder remains a director. Directors will also receive, on each three-year anniversary of such director's option grant date, an additional option to purchase 5,062 shares of common stock, provided that such director continues to serve on the Board of Directors. All options granted under the Director Option Plan have an exercise price equal to the fair value of the common stock on the date of grant and a term of ten years from the date of grant. In May 2002, SeaChange's Board of Directors terminated the Director Option Plan and began granting stock options to the board of directors under the Company's 1995 Stock Option Plan.

The following table summarizes the stock option activity (excluding restricted stock units) during the years ended January 31, 2008, 2007 and 2006:

	Fiscal Year ended January 31, 2008		Fiscal Year ended January 31, 2007		Fiscal Year ended January 31, 2006	
	Shares	Weighted average exercise price	Shares	Weighted average exercise price	Shares	Weighted average exercise price
Outstanding at beginning of period	5,936,735	$ 14.85	6,449,857	$ 14.68	6,046,258	$ 15.78
Granted	41,550	8.81	363,891	7.99	915,497	7.69
Exercised	(189,623)	5.91	(264,959)	6.11	(73,124)	5.00
Forfeited/Expired/Cancelled	(904,457)	15.65	(612,054)	15.27	(438,774)	15.30
Outstanding at end of period	4,884,205	$ 14.99	5,936,735	$ 14.85	6,449,857	$ 14.68
Options exercisable at end of period	4,577,138	$ 15.49	5,169,736	$ 15.94	5,495,405	
Weighted average remaining contractual term exercisable (in years)	4.78			5.79		7.28

The weighted-average fair valuation at grant date of stock options granted during the years ended January 31, 2008, 2007 and 2006, was $3.89, $4.10 and $6.27 respectively. As of January 31, 2008, the unrecognized stock-based compensation related to the unvested stock options was $434,000 net of estimated forfeitures. Total unrecognized compensation cost will be adjusted for any future changes in estimated changes in forfeitures. This cost will be recognized over an estimated weighted average amortization period of 8 months.

The total intrinsic value of options exercised during the years ended January 31, 2008, 2007 and 2006 was $298,515, $730,757 and $185,972, respectively, with intrinsic value defined as the difference between the market price on the date of exercise and the grant date price.

The following table summarizes information about employee and director stock options outstanding and exercisable as of January 31, 2008:

	Options outstanding			Options exercisable	
	Number outstanding	Weighted average remaining contractual terms (years)	Weighted average exercise price	Number exercisable	Weighted average exercise price
Range of exercise prices:					
$ 4.00 to $ 6.78	494,190	3.53	$ 5.68	462,043	$ 5.62
6.88 to 7.00	564,136	4.70	6.92	441,232	6.94
7.17 to 10.33	581,510	4.86	8.79	432,764	8.96
10.45 to 13.24	597,073	5.09	12.02	593,802	12.03
13.31 to 14.47	603,540	5.02	13.99	603,540	13.99
14.56 to 16.04	490,524	5.04	15.57	490,524	15.57
16.2 to 22.00	424,981	4.80	17.89	424,981	17.89
23.31 to 23.31	517,938	4.95	23.31	517,938	23.31
24.10 to 34.00	556,763	5.08	29.57	556,764	29.57
35.50 to 39.13	53,550	5.43	37.35	53,550	37.35
	4,884,205	4.81	$ 14.99	4,577,138	$ 15.49
Aggregate Intrinsic Value	$ 715,922			$ 685,352	

Restricted Stock Units

Pursuant to the 2005 Plan, SeaChange may grant restricted stock units that entitle the recipient to acquire shares of SeaChange's common stock. Awards of restricted stock units vest in equal increments on each of the first three anniversaries of the grant of the award. Stock-based compensation expense associated with the restricted stock units is charged for the market value of the Company's stock on the date of grant, assuming nominal forfeitures, and is amortized over the awards' vesting period on a straight-line basis for awards with only a service condition and graded vesting basis for awards that include both a performance and service condition. The Company recorded non-performance based restricted stock unit compensation expense of $775,000, $625,000, $43,000 for the years ended January 31, 2008, 2007 and 2006, respectively. Performance-based restricted stock unit compensation of $1.6 million and $248,000 was recorded during fiscal 2008 and 2007, respectively. As of January 31, 2008 and 2007, $1.1 million and $248,000 was accrued for restricted stock units earned by the Company's senior executives, respectively. In fiscal 2008, 93,214 shares were issued under the fiscal 2007 performance based plans. Awards of restricted stock units related to the fiscal 2008 performance based plan will be made in fiscal 2009.

The following table summarizes the restricted stock unit activity as of and for the years ended January 31, 2008, 2007 and 2006:

	Fiscal Year ended January 31, 2008		Fiscal Year ended January 31, 2007		Fiscal Year ended January 31, 2006	
	Shares	Weighted average grant date fair value	Shares	Weighted average grant date fair value	Shares	Weighted average grant date fair value
Nonvested at beginning of period	240,676	$ 8.61	102,000	$ 8.01	—	$ —
Awarded	129,214	8.27	181,000	8.85	102,000	8.01
Vested..	(124,050)	7.70	(35,657)	8.08	—	—
Forfeited/expired/cancelled	(15,332)	7.32	(6,667)	8.77	—	—
Nonvested at end of period	230,508	$ 8.99	240,676	$ 8.61	102,000	$ 8.01

As of January 31, 2008 and January 31, 2007 the unrecognized stock-based compensation related to the unvested restricted stock units was $1.2 million and $1.7 million respectively. This cost will be recognized over an estimated weighted average amortization period of 2.2 years for fiscal year ended 2008.

Employee Stock Purchase Plan

In September 1996, SeaChange's Board of Directors adopted and the stockholders approved an employee stock purchase plan (the "ESPP"), effective January 1, 1997 as amended on July 17, 2002 and July 12, 2006, which provides for the issuance of a maximum of 1,100,000 shares of common stock to participating employees who meet eligibility requirements. The authorized number of shares to be issued under the ESPP was increased from 1,100,000 to 1,600,000 by shareholder vote during the Company's annual shareholder meeting in July 2006. Employees who would immediately after the purchase own 5% or more of the total combined voting power or value of SeaChange's stock and directors who are not employees of SeaChange may not participate in the ESPP. The purchase price of the stock is 85% of the lesser of the average market price of the common stock on the first or last business day of each six-month plan period. In the most recent period under the ESPP ended November 30, 2007, employees purchased an aggregate of 129,672 shares at a discounted price of $6.09 per share. During the fiscal years ended January 31, 2008, 2007 and 2006, 236,553, 250,082 and 203,972 shares of common stock, respectively, were issued under the Stock Purchase Plan. As of January 31, 2008, there were 125,151 shares available for future grant.

6. Investments in Affiliates

Casa Systems. In fiscal year 2006, the Company invested $8.2 million in convertible preferred stock, representing a 19.8% ownership interest, of Casa Systems, Inc. ("Casa"), a Massachusetts development stage company that specializes in video-on-demand products within the telecommunications and television markets. The investment is represented by shares of convertible preferred stock, and the shares are convertible at SeaChange's option into shares of Casa's common stock on a one-to-one basis. The convertible preferred stock accrues dividends at the rate per annum of $0.3832 per share and the payment of the cumulative accruing dividends must be declared by the Board of Directors of Casa. SeaChange determined that Casa was a variable interest entity ("VIE") as defined by the accounting guidance of FIN 46R. However, SeaChange concluded that it is not the primary beneficiary in Casa.

In determining whether the Company's convertible preferred stock investment in Casa was in-substance an investment in common stock, the Company considered whether its investment has substantive liquidation preferences over Casa's common stock. The estimated fair value of Casa's common stock significantly exceeded the estimated fair value of Casa's convertible preferred stock, as determined by an independent valuation expert. As a result, SeaChange's convertible preferred stock investment retained a "substantive liquidation preference," as defined by paragraph 6a. of EITF 02-14, *Whether an Investor Should Apply the Equity Method of Accounting to Investments Other Than Common Stock If the Investor Has the Ability to Exercise Significant Influence Over the Operating and Financial Policies of the Investee* ("EITF 02-14"), over the holders of Casa's common stock. The Company considered Example 2 of Exhibit 02-14A, "Examples of the Application of the Characteristics of In-Substance Common Stock" of EITF 02-14 as it was substantially similar to the facts and circumstances involving SeaChange's convertible preferred stock investment in Casa. In that example, the stated liquidation preference of a preferred stock investment is equal to the fair value of the preferred stock and the fair value of the common stock exceeds that of the preferred stock. The conclusion from this example is that because the liquidation preference is substantive, the subordination characteristics of the preferred stock are not substantially similar to the subordination characteristics of the common stock. As a result, the preferred stock investment in this example is not in-substance common stock and no further evaluation for equity accounting treatment is required. In addition, SeaChange does not retain a representative on the Casa board of directors.

Accordingly, since the Company's convertible preferred stock investment was not "in-substance" common stock, and the investment is not a SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities*, security, the cost method of accounting would be required to record its convertible preferred investment as long as the estimated fair value of Casa's common stock continued to be sufficient to support a determination that the convertible preferred stock was not "in-substance" common stock. Consequently, SeaChange accounts for this investment under the cost method of accounting.

Minerva. SeaChange owns 1.3 million shares of preferred stock representing 2.5% of the total capital stock of Minerva Networks, Inc. ("Minerva"), a California based company specializing in software products for the telecommunications and television markets. The preferred shares are convertible to 1.3 million shares of common stock under certain conditions as defined in the Stock Purchase Agreement. SeaChange accounts for this investment under the cost method of accounting. At the time of the investment in Minerva, SeaChange entered into a Software License Agreement with Minerva in which SeaChange agreed to purchase from Minerva a license for its iTV Manager Software and related source code for $3.8 million. The license and source code was purchased during fiscal year 2006. The Company capitalized the purchase of the license and source code and will amortize the amount over the expected life of the software license and source code. During the second quarter of 2008, the Company wrote-off the remaining unamortized portion of the capitalized purchased software licenses of $3.3 million since the Company determined it would not use iTV Manager Software in any future products.

InSite One. In fiscal year 2006, the Company invested $2.0 million for 5.9 million shares of 8% cumulative convertible preferred stock of InSite One, Inc. ("InSite"). This investment represented approximately 11% of the total capital stock of InSite. In conjunction with the Stock Purchase Agreement, SeaChange and InSite entered into a Master Purchase Agreement in which InSite agreed to purchase SeaChange digital storage products and services under the terms and conditions defined in the agreement. Under the terms of this agreement and during fiscal year 2007, SeaChange recorded revenue for equipment sold to InSite. In exchange for the equipment, InSite issued a convertible note receivable to SeaChange in the amount of $407,000, with an interest rate of 9% per annum. The sale of equipment is considered substantive due to the utility of the equipment to InSite and to the customer's ability to pay for the equipment without the additional financing. During the fiscal year 2007, InSite One converted the note and accrued interest into approximately 600,000 shares of 8% cumulative convertible preferred stock as part of an effort by InSite One to refinance its capital structure. In February 2008, the Company agreed to convert the outstanding accounts receivable balance of $432,000 as of January 31, 2008 for $100,000 and 474,300 shares of InSite One's Series E Convertible Preferred Stock. The Company had approximately 12% share of the total capital stock of InSite One. SeaChange accounts for this investment under the cost method of accounting. In total, for fiscal years 2008 and 2007, SeaChange recognized revenues of $711,000 and $1.2 million, respectively, from InSite One.

Visible World. SeaChange owns less than 5% of the common and preferred stock of Visible World and is accounting for this investment under the cost method of accounting. In fiscal 2004, SeaChange and Visible World signed a revised Marketing Agreement in which SeaChange agreed to receive warrants to purchase 2.8 million shares of preferred stock of Visible World in lieu of future royalties that would have been earned by SeaChange relating to revenue earned by Visible World in accordance with an agreement between Visible World and Comcast Cable Corporation ("Comcast"). The warrants will vest over the five year term of the agreement between Visible World and Comcast ending in the fourth quarter of fiscal year 2009. SeaChange estimated the fair value of these warrants to be $223,000 and included the amount in investments in affiliates with an offsetting amount included in deferred revenue. SeaChange will recognize the deferred revenue over a five year period, the term of the agreement. For fiscal years 2008, 2007, and 2006, SeaChange recognized revenues of approximately $971,000, $500,000, and $400,000 respectively, from Visible World.

SeaChange periodically reviews indicators of the fair value of its investments in affiliate companies in order to assess whether available facts or circumstances, both internally and externally, may suggest an other than temporary decline in the fair value of the investment. In fiscal year 2007, SeaChange wrote off the remaining $150,000 balance of one of its investments. There were no other indications of other than temporary declines in fair value of investments in affiliates as of January 31, 2008.

7. Acquisitions and Dispositions

On Demand Group Limited

In fiscal year 2006, SeaChange purchased the remaining 72.4% of the outstanding capital stock of the On Demand Group Limited ("ODG"), a company incorporated under the laws of the United Kingdom. As a result of this acquisition, SeaChange owned 100% of ODG and acquired a 33.3% equity investment in FilmFlex Movies Limited ("FilmFlex"), a company based in the United Kingdom. The acquisition provides SeaChange with a broader range of service offerings that complement its existing video-on-demand products and services. As a wholly-owned subsidiary, the financial position and results of operations of ODG have been consolidated subsequent to the acquisition date. Prior to the acquisition, SeaChange owned 27.6% of ODG and accounted for the investment under the equity method of accounting.

Under the terms of the purchase agreement, SeaChange acquired the outstanding shares in ODG it did not previously own in exchange for approximately $14.0 million in cash consideration, including transaction costs of $500,000. Two of the former shareholders of ODG became executive officers of SeaChange in conjunction with the acquisition. The purchase agreement provided for additional contingent consideration to the former shareholders of ODG, if ODG met certain goals. The contingent consideration was paid in cash or issued of SeaChange common stock in four installments. In May 2006, SeaChange paid $3.0 million in cash to satisfy the first installment. On June 30, 2006, SeaChange and the former shareholders of ODG amended the original purchase agreement to provide for the acceleration of the second installment of contingent consideration in exchange for the issuance of 341,360 shares of SeaChange's common stock having a fair market value of $2.3 million as of the date of the amendment. In December 2007 SeaChange and the former shareholders of ODG amended the original purchase agreement to provide the former shareholders of ODG 417,304 shares of SeaChange's common stock which was satisfied in March 2008 having a fair market value of $3.2 million as of the date of the amendment in satisfaction of the third installment. On March 13, 2008, SeaChange and the former stockholders of ODG amended the original purchase agreement to provide for the satisfaction of the final contingent by payment through the issuance in March 2008 of 714,084 shares of SeaChange's common stock having a fair market value of $4.9 million as of the date of the amendment. As of January 31, 2008 the Company recorded the third and fourth contingent consideration installments totaling $8.1 million, as additional goodwill for the step up acquisition of ODG.

The acquisition was accounted for as a step acquisition under the purchase method of accounting which requires SeaChange's pre-acquisition investment (27.6%) to be allocated at historical cost and the 72.4% step acquisition to be allocated at fair value. The allocation of the purchase price to the assets acquired and liabilities assumed based upon estimates of fair values as of September 23, 2005 and the additional contingent consideration earned, is as follows:

(Amounts in thousands)	
Consideration exchanged:	
Cash payment	$ 13,555
Cash payment-contingent consideration paid May 2006	2,804
SeaChange common stock - contingent consideration paid June 2006	2,287
SeaChange common stock - contingent consideration issued March 2008	4,921
SeaChange common stock - contingent consideration issued March 2008	3,184
Transaction costs	510
Purchase Price	27,261
Liabilities assumed	(2,508)
Cash acquired	4,706
Deferred tax liabilities	(2,019)
Estimated fair value of equity investment in FilmFlex	634
Tangible assets acquired	1,375
Estimated fair value of identifiable intangible assets acquired - ODG customer contracts	1,440
Estimated fair value of identifiable intangible assets acquired - ODG trademark and completed technology	936
Estimated fair value of identifiable intangible assets acquired - FilmFlex customer contracts	4,355
Goodwill	$ 18,342

SeaChange determined that the goodwill included the value of ODG's work force and expected synergies in global sales and marketing, especially within the European market, and in software development activities. The goodwill generated from the acquisition is not tax deductible. The acquired assets are part of the Services segment.

FilmFlex Movies Limited

As a result of the ODG purchase, SeaChange acquired a 33.3% equity investment in FilmFlex Movies Limited ("FilmFlex"), a company based in the United Kingdom. FilmFlex was founded in 2004 by ODG, Columbia Pictures Corporation Limited ("Sony") and Walt Disney Company Limited ("Disney") to provide high-quality movies for use in an on-demand service. Each of the investors owned 33.3% of FilmFlex. SeaChange's original investment in FilmFlex reflected the historical basis of ODG's recorded assets and liabilities; whereas, the additional investment in FilmFlex that resulted from the step acquisition of ODG was recorded at its estimated fair value as of the date of the acquisition of ODG. The Company determined the fair value of FilmFlex and the customer contracts based on the net present value of the expected future cash flows. The value of the customer contracts was recorded as an intangible asset with the balance of the FilmFlex fair value recorded as equity method goodwill. SeaChange accounted for this investment under the equity method of accounting. In fiscal 2005, ODG and FilmFlex executed an outsourcing services agreement in which ODG provided FilmFlex with financial planning, scheduling, marketing, production and operations support services. ODG's share of profits from this agreement in proportion to its equity ownership interest was eliminated in consolidation. SeaChange's proportionate share of Film Flex's income was reported one month in arrears. ODG recognized revenues of $2.7 million (through December 21, 2007 when the Company sold its equity investment), $3.3 million and $1.3 million from FilmFlex for fiscal years 2008, 2007 and 2006, respectively.

On December 21, 2007, SeaChange sold all of the shares held by ODG in FilmFlex to the two other existing shareholders in FilmFlex (Sony and Disney) and to FilmFlex. The aggregate consideration received by ODG in connection with this sale was $17.9 million in cash resulting in a gain of approximately $10.0 million. This gain was $2.6 million lower than the $12.6 million gain previously disclosed in the Company's March 13, 2008 earnings press release that announced its unaudited fiscal 2008 fourth quarter and year end financial results due to the reduction of goodwill associated with FilmFlex. Concurrent with the FilmFlex divestiture, ODG executed a two year outsourcing services agreement in which ODG will continue to provide FilmFlex with selected planning, production and operations support services.

Liberate Technologies Non-North America Business

In fiscal year 2006, SeaChange acquired substantially all of the assets of Liberate Technologies' business outside of North America ("Liberate"). The acquisition enables SeaChange to combine Liberate's middleware software platform with SeaChange's digital video delivery systems and video-on-demand software applications. Under the terms of the agreement, SeaChange acquired certain customer contracts, patents and other intellectual property, and assumed certain liabilities related to Liberate's business outside of North America in exchange for approximately $23.7 million in cash consideration, including transaction costs of $192,000. As part of the agreement, SeaChange cannot license or sell the purchased intellectual property in North America for a period of five years. The acquisition was accounted for under the purchase method of accounting. Accordingly, the financial position and results of operations of Liberate's business have been consolidated subsequent to the acquisition date.

The purchase price was allocated as follows:

(Amounts in thousands)	At July 12, 2005
Consideration exchanged:	
Cash payment	$23,555
Transaction costs	192
Purchase price	23,747
Liabilities assumed	(104)
Estimated fair value of tangible assets acquired	364
Estimated fair value of identifiable intangible assets acquired - customer contracts	12,800
Estimated fair value of identifiable intangible assets acquired - completed technology	1,200
Estimated fair value of identifiable intangible assets acquired - trademarks	200
Goodwill	$ 9,287

SeaChange determined that the goodwill included the value of Liberate's work force and expected synergies in the product development and marketing of product offerings. The acquired assets are part of the Broadband segment. The goodwill is not tax deductible.

On Demand Deutschland GmbH & Co. KG

On February 27, 2007, ODG entered into an agreement with Tele-Munchen Fernseh GmbH & Co. Produktionsgesellschaft (TMG) to create a joint venture named On Demand Deutschland GmbH & Co. KG. On Demand Deutschland specializes in establishing on-demand and pay-per-view services on multiple platforms in German-speaking Europe. ODG contributed $2.8 million to acquire its 50% ownership interest in the joint venture of which $2.6 million consisted of the fair value of customer contracts and content license agreements contributed by ODG and $154,000 represented a cash contribution. The customer contracts and licensed content had no book value. SeaChange determined that this investment is an operating joint venture and does not require consolidation under the accounting guidance of FIN 46R. Consequently, SeaChange accounts for this investment under the equity method of accounting.

ODG's original investment in the joint venture was recorded at $154,000 representing the US dollar equivalent of the initial cash contribution. The difference between the book and fair value of the customer contracts and content license agreements is being accreted over the expected five year life of the contracts and recorded as a gain and an increase in the investment. This gain will be partially offset by ODG's 50% share of the joint venture's amortization expense over the same period related to the acquired contracts and content license agreements. ODG also recorded a net payable amount to the joint venture of $337,000 as of the joint venture formation date (February 27, 2007) reflecting the transfer of net liabilities incurred by ODG related to the joint venture as well as the joint venture's reimbursement of previously incurred costs by ODG of $787,000 related to joint venture activities prior to its formation. Consistent with EITF 89-7, *Exchange of Assets or Interest in a Subsidiary for a Noncontrolling Equity Interest in a New Entity*, ODG did not record other income in connection with the reimbursement of these costs or any other gains as ODG is deemed to have a commitment to support the operations of the joint venture. ODG treated the reimbursement and other gain for a total of $832,000 as a capital distribution in excess of the carrying value of its investment in the joint venture. This capital distribution will be accreted over the expected five year life of the customer contracts and recorded as a gain and an increase in the investment in the joint venture. ODG recorded an income tax provision during fiscal 2008 of $1.1 million for the taxable gain recognized by ODG related to the $2.6 million contribution of customer contracts and content licenses to and the reimbursement of previously paid costs from the joint venture.

ODG entered into a Service Agreement with the joint venture whereby ODG provides content aggregation, distribution, marketing and administration services to the joint venture under an arm's length fee structure. For the year ended January 31, 2008, ODG recorded revenues of $1.0 million (USD equivalent), related to the Service Agreement. ODG's share of profits from this agreement in proportion to its equity ownership interest is eliminated in consolidation.

The Shareholder's Agreement requires ODG to provide cash contributions up to $4.2 million (USD equivalent) upon the request of the joint venture's management and approval by the shareholders of the joint venture. ODG recorded its proportionate share of the joint venture's losses for the fiscal year ended January 31, 2008 of $490,000. Due to the capital distribution and ODG's share of the joint venture's net loss exceeding the book value of its investment in the joint venture, the investment is recorded as a long-term liability of $1.3 million at January 31, 2008.

8. Goodwill and Intangible Assets

At January 31, 2008 and 2007, the Company had goodwill of $29.5 million and $23.7 million, respectively. The change in the carrying amount of goodwill for the years ended January 31, 2008 and 2007 are as follows:

	Broadband Segment	Services Segment	Total
		(in thousands)	
Balance at January 31, 2006	$ 11,169	$ 9,210	$20,379
Contingent consideration - ODG goodwill	—	2,287	2,287
Goodwill acquired - ODG	—	15	15
Foreign exchange impact on goodwill	—	1,045	1,045
Balance at January 31, 2007	11,169	12,557	23,726
Contingent consideration - ODG goodwill	—	8,105	8,105
Sale of equity investment in FilmFlex		(2,533)	(2,533)
Foreign exchange impact on goodwill	—	173	173
Balance at January 31, 2008	$ 11,169	$ 18,302	$29,471

At January 31, 2008 and 2007, the Company had recorded net intangible assets of $6.8 million and $13.1 million respectively, consisting of customer contracts, patents, completed technology and trademarks.

Intangible assets, net, consisted of the following:

Intangible Assets	Patents	Customer Contracts	Completed Technology	Trademark and Other	Total
			(in thousands)		
Balance as of January 31, 2007	$5,423	$19,119	$ 3,058	$ 1,034	$28,634
Sale of equity investment in FilmFlex	—	(4,832)	—	—	(4,832)
Foreign exchange impact	—	105	10	4	119
Balance as of January 31, 2008	$5,423	$14,392	$ 3,068	$ 1,038	$23,921

Accumulated Amortization	Patents	Customer Contracts	Completed Technology	Trademark and Other	Total
			(in thousands)		
Balance as of January 31, 2007	$5,423	$ 7,533	$ 1,972	$ 652	$15,580
Current period amortization	—	2,842	441	160	3,443
Sale of equity investment in FilmFlex	—	(1,943)	—	—	(1,943)
Foreign exchange impact	—	29	2	1	32
Balance as of January 31, 2008	$5,423	$ 8,461	$ 2,415	$ 813	$17,112
Intangible Assets, net, as of January 31, 2008	$ —	$ 5,931	$ 653	$ 225	$ 6,809

Estimated useful lives and the amortization basis for the intangible assets are as follows:

	Estimated Useful Life and Amortization Basis
Patents	2 - 4 years using straight-line basis
Customer contracts	1 - 8 years using economic consumption life basis
Completed technology	4 - 6 years using economic consumption life basis
Trademarks and other	5 years using economic consumption life basis

Amortization expense for intangible assets was $3.4 million, $6.3 million and $2.5 million for the years ended January 31, 2008, 2007 and 2006, respectively. In the years ended January 31, 2008, 2007, and 2006, $306,000, $643,000 and $297,000, respectively, were charged to cost of product revenues. In the years ended January 31, 2008, 2007, and 2006, $3.1 million, $5.7 million and $2.2 million, respectively, were charged to operating expense. Amortization expense is estimated to be approximately $1.9 million in fiscal 2009, $2.2 million in fiscal 2010, $1.3 million in fiscal 2011, $600,000 in fiscal 2012 and $600,000 in fiscal 2013.

9. Lines of Credit and Long-Term Bank Debt

On August 17, 2007, Citizens Bank (a subsidiary of the Royal Bank of Scotland Group plc) extended the Company's $15.0 million revolving line of credit from August 31, 2007 through October 2008. Loans made under this revolving line of credit bear interest at a rate per annum equal to the bank's prime rate. Borrowings under this line of credit are collateralized by substantially all of the Company's assets. The loan agreement requires that we provide Citizens Bank with certain periodic financial reports and comply with certain financial ratios including a minimum level of earnings before interest, taxes and depreciation and amortization on a trailing twelve month basis, when amounts are outstanding under the loan agreement. As of January 31, 2008, the Company was in compliance with the financial covenants and there are currently no amounts outstanding under the revolving line of credit.

10. Income Taxes

The components of income (loss) before income taxes are as follows:

	Year ended January 31,		
	2008	2007	2006
		(in thousands)	
Domestic	$(13,191)	$ (11,454)	$ (18,424)
Foreign	17,106	313	3,245
	$ 3,915	$ (11,141)	$ (15,179)

The components of the income tax (expense) benefit are as follows:

	Year ended January 31,		
	2008	2007	2006
		(in thousands)	
Current benefit (expense):			
Federal	$ (192)	$ 1,188	$ 3,380
State	—	—	—
Foreign	(2,985)	(49)	(439)
	(3,177)	1,139	2,941
Deferred benefit (expense):			
Federal	—	—	—
State	—	—	—
Foreign	1,021	493	—
	1,021	493	—
	$ (2,156)	$ 1,632	$ 2,941

The income tax (expense) benefit computed using the federal statutory income tax rate differs from SeaChange's effective tax rate primarily due to the following:

	Year ended January 31,		
	2008	2007	2006
		(in thousands)	
Statutory U.S. federal tax rate	$ (1,370)	$ 3,899	$ 5,295
State taxes, net of federal tax benefit	147	557	516
Change in valuation allowance	1,620	(3,869)	(4,385)
Non-deductible stock compensation expense	(465)	(996)	—
Other	83	314	(448)
Gain on transfer of intangible assets	(1,055)	—	—
Gain on sale of FilmFlex	(4,008)	—	—
Current year impact of FIN 48	(638)	—	—
Research and development tax credits	695	1,080	2,332
Foreign tax rate differential	2,836	647	(369)
	$ (2,156)	$ 1,632	$ 2,941

SeaChange's effective tax rate was 55%, (15%), and (19%) in the years ended January 31, 2008, 2007 and 2006, respectively. For the fiscal year 2008, the income tax provision was primarily attributable to the $1.1 million taxable gains recorded in the first quarter of fiscal 2008 for the On Demand Group's (ODG) U.K. operation related to the transfer of assets to and the reimbursement of previously paid costs from On Demand Deutschland

GmbH & Co. KG, the German joint venture formed in February 2007 with Tele-Munchen Fernseh GmbH & Co. Produktionsgesellschaft and to gain on the sale of the Company's investment in FilmFlex the fourth quarter of fiscal 2008 for $4.0 million.

For the fiscal year 2007, the income tax benefit was primarily attributable to $315,000 of net operating losses generated during the fiscal year that were expected to be carried back to recover taxes paid in prior years and the change in estimate of the prior year's tax provision relating to the tax benefit booked for the fiscal 2006 federal loss carryback versus the actual cash refund received of $422,000.

The components of deferred income taxes are as follows:

	January 31, 2008	January 31, 2007
	(in thousands)	
Deferred tax assets:		
Inventories	$ 2,194	$ 1,880
Allowance for doubtful accounts	185	140
Deferred revenue	1,189	1,256
Accrued litigation reserve and patent costs	571	616
Accrued expenses	809	428
Capitalized intangible costs	1,448	1,475
Stock-based compensation expense	1,034	450
Various tax credit carryforwards - federal and state	4,857	4,162
Federal net operating loss carryforwards	146	4,102
State net operating loss carryforwards	1,023	1,023
Foreign net operating loss carryforwards	835	394
Other	11	192
Deferred tax assets	14,302	16,118
Less: Valuation allowance	(13,319)	(14,712)
Net deferred tax assets	983	1,406
Deferred tax liabilities:		
Property and equipment	822	1,268
Intangible assets	320	1,469
Other	153	—
Deferred tax liabilities	1,295	2,737
Total net deferred tax liabilities	$ 312	$ 1,331

The net deferred tax liabilities decreased by $1.0 million during the year ended January 31, 2008 primarily as a result of the sale by the Company of its investment in FilmFlex Movies, Ltd. in December 2007. The deferred tax liabilities that were recorded for FilmFlex as part of the acquisition of ODG were reversed as a result of the FilmFlex divestiture. In addition certain deferred tax assets related to intercompany profit eliminations with FilmFlex were removed resulting in the net decrease in deferred tax liabilities. The deferred tax assets for U.S. net operating losses decreased due to the full utilization of the tax loss carryforwards during the fiscal 2008 year. However, this decrease was entirely offset by a corollary decrease to the valuation allowance resulting in no net impact to the deferred tax balances.

SeaChange reviews quarterly the adequacy of the valuation allowance for deferred tax assets. At January 31, 2008, the Company assessed the need for a valuation allowance based on all available evidence and, as a result, maintained a full valuation allowance against the U.S. deferred tax assets primarily due to the significant ongoing uncertainties surrounding the ability of the U.S. entity, SeaChange International, Inc., to generate pre-tax income for fiscal 2009 and thereafter. The significant uncertainties surrounding the ability of the U.S. entity to generate pre-tax income in future years includes the timing and magnitude of orders from new customers located primarily outside the United States and from the existing world-wide base. In addition, there may continue to be pricing pressures and competitive new products from existing competitors across all product lines. Revenues for fiscal year 2009 are also dependent upon the timely introduction and customer acceptance of new products within each of the product families. If SeaChange generates sufficient pre-tax income in the future, some portion or all of the valuation allowance could be reversed and a corresponding increase in net income would be reported in future periods.

In July 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48). FIN 48 supersedes SFAS No. 5, *Accounting for Contingencies*, as it relates to income tax liabilities and lowers the minimum threshold a tax position is required to meet before being recognized in the financial statements from "probable" to "more likely than not" (i.e., a likelihood of occurrence greater than fifty percent). Under FIN 48, the recognition threshold is met when an entity concludes that a tax position, based solely on its technical merits, is more likely than not to be sustained upon examination by the relevant taxing authority. Those tax positions failing to qualify for initial recognition are recognized in the first interim period in which they meet the more likely than not standard, or are resolved through negotiation or litigation with the taxing authority, or upon expiration of the statute of limitations. Derecognition of a tax position that was previously recognized occurs when an entity subsequently determines that a tax position no longer meets the more likely than not threshold of being sustained.

Under FIN 48, only the portion of the liability that is expected to be paid within one year is classified as a current liability. As a result, liabilities expected to be resolved without the payment of cash (e.g., resolution due to the expiration of the statute of limitations) or are not expected to be paid within one year are not classified as current. It is the Company's policy to record estimated interest and penalties as income tax expense and tax credits as a reduction in income tax expense.

FIN 48 was adopted by the Company on February 1, 2007, at which time differences between the amounts recognized in the financial statements prior to the adoption of FIN 48 and the amounts recognized after adoption were accounted for as a cumulative effect adjustment recorded to the beginning balance of retained earnings. As a result of this implementation, the Company recognized a $456,000 increase to reserves for uncertain tax positions. This increase was accounted for as an adjustment to the beginning balance of retained earnings in the first quarter ended April 30, 2007.

As of February 1, 2007, the Company had $5.0 million of total gross unrecognized tax benefits (before consideration of any valuation allowance). Of this total, $1.0 million represents the amount of unrecognized tax benefits that, if recognized, would favorably affect the effective income tax rate in future periods.

For the twelve month period ended January 31, 2008, the Company recognized an additional tax expense for unrecognized tax benefits by $638,000. None of the amounts included in the balance of unrecognized tax benefits at January 31, 2008 of $1.7 million are related to tax positions for which it is reasonably possible that the total amounts could significantly change during the next twelve months.

The Company recognizes accrued interest and penalties related to uncertain tax positions in income tax expense. A reconciliation of the beginning and ending balance of the total amounts of gross unrecognized tax benefits, excluding interest of $385,000 is as follows (in thousands):

Gross unrecognized tax benefits as of January 31, 2007	$ 401
Cumulative effect upon adoption of FIN 48	456
Amounts resulting in decreases to the valuation allowance and not related to long term taxes	3,915
Balance of gross unrecognized tax benefits as of February 1, 2007	4,772
Gross amounts of increases in unrecognized tax benefits as a result of tax positions taken in prior periods	—
Gross amounts of increases in unrecognized tax benefits as a result of tax positions taken in the current period	448
Gross amounts of decreases in unrecognized tax benefits relating to settlements with taxing authorities	—
Gross amounts of decreases in unrecognized tax benefits as a result of the expiration of the applicable statute of limitations	(2)
Balance of gross unrecognized tax benefits as of January 31, 2008	$ 5,218

As of January 31, 2008, the Company is subject to U.S. Federal income tax examinations for the tax years 2004 through 2007. In addition, the Company is subject to state and local income and non-US (primarily the United Kingdom) tax examinations for the tax years 2003 through 2007 and the tax years 2001 through 2007, respectively.

At January 31, 2008, the Company has indefinitely reinvested $25.8 million of the cumulative undistributed earnings of certain foreign subsidiaries. Approximately $9.7 million of such earnings would be subject to U.S. taxes if repatriated to the U.S. Through January 31, 2008, the Company has not provided deferred income taxes on the undistributed earnings of its foreign subsidiaries because such earnings are considered to be indefinitely reinvested outside the U.S. Non-US income taxes are, however, provided on those foreign subsidiaries' undistributed earnings. Determination of the potential deferred income tax liability on these undistributed earnings in not practicable because such liability, if any, is dependent on circumstances existing if and when remittance occurs.

At January 31, 2008, SeaChange had state and foreign net operating loss carryforwards of $30.0 million, and $3.1 million respectively, which can be used to offset future tax liabilities and expire at various dates through 2028. Utilization of these net operating loss carryforwards may be limited pursuant to provisions of the respective local jurisdiction.

At January 31, 2008, SeaChange had federal and state research and development credit carryforwards of $3.4 million and $755,000, respectively and state investment tax credit carryforwards of $152,000. The federal credit carryforwards will expire at various dates through 2028 if not utilized. Certain state credit carryforwards will expire at various dates through 2023 if not utilized, while certain other state credit carryforwards may be carried forward indefinitely. Utilization of these credit carryforwards may be limited pursuant to provisions of the respective local jurisdiction. SeaChange also has alternative minimum tax credit carryforwards of $558,000 which is available to reduce future federal regular income taxes, if any, over an indefinite period.

11. Stockholders' Equity

Stock Authorization

The Board of Directors is authorized to issue from time to time up to an aggregate of 5,000,000 shares of preferred stock, in one or more series. Each such series of preferred stock shall have the number of shares, designations, preferences, voting powers, qualifications and special or relative rights or privileges to be determined by the Board of Directors, including dividend rights, voting rights, redemption rights and sinking fund provisions, liquidation preferences, conversion rights and preemptive rights.

Stock Repurchase Program

Subsequent to the Company's fiscal 2008 year end, on February 13, 2008, SeaChange International's Board of Directors authorized the repurchase of up to $20 million of its common stock through a share repurchase program. As authorized by the program, shares will be purchased through the open market or through privately negotiated transactions, and in a manner consistent with applicable securities laws and regulations. This stock repurchase program does not obligate the Company to acquire any specific number of shares and may be suspended or discontinued at any time. All repurchases are expected to be funded from the Company's current cash and investments balances. The Company does not intend to repurchase any shares from its management team or other insiders.

Accumulated Other Comprehensive Income (Loss)

SeaChange's accumulated other comprehensive income (loss) is as follows:

	January 31, 2008	January 31, 2007
	(in thousands)	
Accumulated other comprehensive income (loss)		
Accumulated unrealized gain (loss) on marketable securities	$ 435	$ (14)
Accumulated foreign currency translation adjustments	1,788	1,589
Total	$ 2,223	$ 1,575

12. Commitments and Contingencies

SeaChange leases certain of its operating facilities and certain office equipment under non-cancelable capital and operating leases, which expire at various dates through 2012. Rental expense under operating leases was $3.1 million, $1.7 million and $1.8 million for the years ended January 31, 2008, 2007 and 2006, respectively. Future commitments under minimum lease payments as of January 31, 2008 are as follows:

	Operating Leases
	(in thousands)
Fiscal Year ended January 31, 2009	$ 3,088
2010	1,092
2011 and beyond	333
Minimum lease payments	$ 4,513

SeaChange has non-cancelable purchase commitments for its inventories of approximately $6.6 million at January 31, 2008.

Guarantees and Indemnification Obligations

SeaChange provides indemnification, to the extent permitted by law, to its officers, directors, employees and agents for liabilities arising from certain events or occurrences while the officer, director, employee, or agent is or was serving at SeaChange's request in such capacity. With respect to acquisitions, SeaChange provides indemnification to or assumes indemnification obligations for the current and former directors, officers and employees of the acquired companies in accordance with the acquired companies' bylaws and charter. As a matter of practice, SeaChange has maintained directors and officers' liability insurance including coverage for directors and officers of acquired companies.

SeaChange enters into agreements in the ordinary course of business with customers, resellers, distributors, integrators and suppliers. Most of these agreements require SeaChange to defend and/or indemnify the other party against intellectual property infringement claims brought by a third party with respect to SeaChange's products. From time to time, SeaChange also indemnifies customers and business partners for damages, losses and liabilities they may suffer or incur relating to personal injury, personal property damage, product liability, and environmental claims relating to the use of SeaChange's products and services or resulting from the acts or omissions of SeaChange, its employees, authorized agents or subcontractors. For example, SeaChange has received requests from several of its customers for indemnification of patent litigation claims asserted by Acacia Media Technologies, USA Video Technology Corporation and VTran Media Technologies. Management performed an analysis of these requests under Statement of Financial Accounting Standards No. 5, *Accounting for Contingencies* ("SFAS 5") and determined that as of January 31, 2008 $120,000 was estimable and probable and has recorded an accrual.

SeaChange warrants that its products, including software products, will substantially perform in accordance with its standard published specifications in effect at the time of delivery. Most warranties have at least a one year duration that generally commence upon installation. In addition, SeaChange provides maintenance support to all customers and therefore allocates a portion of the product purchase price to the initial warranty period and recognizes revenue on a straight line basis over that warranty period related to both the warranty obligation and the maintenance support agreement. When SeaChange receives revenue for extended warranties beyond the standard duration, it is deferred and recognized on a straight line basis over the contract period. Related costs are expensed as incurred.

In the ordinary course of business, SeaChange provides minimum purchase guarantees to certain of its vendors to ensure continuity of supply against the market demand. Although some of these guarantees provide penalties for cancellations and/or modifications to the purchase commitments as the market demand decreases, most of the guarantees do not. Therefore, as the market demand decreases, SeaChange re-evaluates the accounting implications of guarantees and determines what charges, if any, should be recorded.

With respect to its agreements covering product, business or entity divestitures and acquisitions, SeaChange provides certain representations and warranties and agrees to indemnify and hold such purchasers harmless against breaches of such representations, warranties and covenants. Many of the indemnification claims have a definite expiration date while some remain in force indefinitely. With respect to its acquisitions, SeaChange may, from time to time, assume the liability for certain events or occurrences that took place prior to the date of acquisition.

SeaChange provides such guarantees and indemnification obligations after considering the economics of the transaction and other factors including but not limited to the liquidity and credit risk of the other party in the transaction. SeaChange believes that the likelihood is remote that any such arrangement could have a material adverse effect on its financial position, results of operation or liquidity. SeaChange records liabilities, as disclosed above, for such guarantees based on the Company's best estimate of probable losses which considers amounts recoverable under any recourse provisions.

13. Employee Benefit Plan

SeaChange sponsors a 401(k) retirement savings plan (the "Plan"). Participation in the Plan is available to full-time employees who meet eligibility requirements. Eligible employees may contribute up to 25% of their annual salary, subject to certain limitations. SeaChange matches contributions up to 25% of the first 6% of compensation contributed by the employee to the Plan. During the fiscal years ended January 31, 2008, 2007 and 2006, SeaChange contributed $566,000, $482,000 and $451,000, respectively, to the Plan. Beginning in March 2008, SeaChange will match contributions up to 30% of the first 6% of compensation.

14. Quarterly Results of Operations—Unaudited

The following table sets forth certain unaudited quarterly results of operations for the fiscal years ended January 31, 2008 and 2007. In the opinion of management, this information has been prepared on the same basis as the audited consolidated financial statements and all necessary adjustments, consisting only of normal recurring adjustments, have been included in the amounts stated below to present fairly the quarterly information when read in conjunction with the audited consolidated financial statements and notes thereto included elsewhere in this Annual Report on Form 10-K. The quarterly operating results are not necessarily indicative of future results of operations.

	Three months ended							
	April 30 2006	July 31 2006	October 31 2006	January 31 2007	April 30 2007	July 31 2007	October 31 2007	January 31 2008
	(in thousands except for per share data)							
Revenue	$33,241	$45,766	$ 42,254	$ 40,073	$38,844	$44,194	$ 49,024	$ 47,831
Gross profit	15,434	23,784	19,525	17,068	17,817	15,145	24,278	23,724
Operating expenses	21,485	22,777	21,820	22,075	21,822	23,691	21,290	22,204
Net (loss) income	(4,329)	933	(1,152)	(3,689)	(4,583)	(7,850)	3,305	12,030
Earnings (loss) per share—Basic	(0.15)	0.03	(0.04)	(0.13)	(0.16)	(0.27)	0.11	0.40
Earnings (loss) per share—Diluted	(0.15)	0.03	(0.04)	(0.13)	(0.16)	(0.27)	0.11	0.40

Schedule II

SEACHANGE INTERNATIONAL, INC.

VALUATION OF QUALIFYING ACCOUNTS AND RESERVES

Recovery represents amounts collected from customers whose accounts receivable balances had previously been reserved.

	Balance at beginning of period	Charged to costs and expenses	Deductions and write-offs	Other adjustments	Balance at end of period
	(Amounts in thousands)				
Accounts Receivable Allowance:					
Year ended January 31, 2006	$ 649	$ 100	$ (154)	$ (190)	$ 405
Year ended January 31, 2007	405	403	(305)	(37)	466
Year ended January 31, 2008	466	486	(224)	(65)	663

	Balance at beginning of period	Additions	Deletions	Adjustments	Balance at end of period
	(Amounts in thousands)				
Deferred Tax Assets Valuation Allowance:					
Year ended January 31, 2006	$ 11,562	$ 3,882	$ —	$ —	$ 15,444
Year ended January 31, 2007	15,444	6,702	—	(3,361)	18,785
Year ended January 31, 2008	18,785	—	(1,393)	(4,073)	13,319

Exhibit 2.3

21 DECEMBER 2007

ON DEMAND GROUP LIMITED

ANTHONY KELLY, ANDREW BIRCHALL AND OTHERS

SEACHANGE INTERNATIONAL, INC.

VARIATION AGREEMENT
IN RELATION TO THE
AGREEMENT FOR THE SALE AND PURCHASE OF SHARE
CAPITAL OF ON DEMAND GROUP LIMITED

CONTENTS

THIS AGREEMENT is made on 21st December 2007

BETWEEN:

(1) **THE PERSONS** whose names and addresses are set out in Schedule 1 (together the "**Sellers**");

(2) **ANDREW THOMAS BIRCHALL** and **ANTHONY WILLIAM KELLY** further details of whom are set out in Schedule 1 (together the "**Warrantors"**);

(3) **SEACHANGE INTERNATIONAL, INC.,** a company incorporated under the laws of the State of Delaware whose registered office is at 50 Nagog Park, Acton, MA 01720, USA (the "**Buyer**").

WHEREAS:

(A) The parties have entered into an Agreement for the Sale and Purchase of Share Capital of On Demand Group Limited (the "**Purchase Agreement**") dated 23 September 2005.

(B) The parties wish to vary the terms of the Purchase Agreement.

(C) Save as set out herein, the parties wish the Purchase Agreement to remain in full force and effect.

IT IS AGREED as follows:

1. **INTERPRETATION**

Words and phrases defined in the Purchase Agreement shall have the same meanings in this Agreement and this Agreement shall be interpreted in accordance with clause 1 of the Purchase Agreement.

2. **VARIATION OF THE PURCHASE AGREEMENT**

2.1 Clause 3.1(e) of the Purchase Agreement is amended and restated to read in its entirety as follows:

> (e) by no later than the date 75 Business Days after the end of the Fourth Earn Out Period, the Buyer shall allot and issue to each of the Sellers their Relevant Proportion of 417,304 shares of common stock, $.01 par value per share in the capital stock of Buyer.

2.2 In connection with the amendment and restatement of Section 3.1(e) effected hereby, (a) any and all references to the “Film Flex Agreement”, the “Film Flex Earn Out Consideration Shares,” the Film Flex Longstop Date” and the “Film Flex Option Exercise Date” shall be and hereby are deleted in their entirety and all necessary consequential amendments shall be made; and (b) Buyer shall in no way be obligated to make payment to the Sellers of all or a portion of the “Film Flex Earn Out Consideration Shares”.

2.3 Each of the Sellers acknowledges and agrees that the number of shares of the common stock of Buyer which the Buyer is obligated to issue to such Seller pursuant to Section 3.1(e) is as set forth in <u>Schedule 1</u>.

3. **CONSTRUCTION**

Subject to the amendments set out in this Agreement, the Purchase Agreement shall remain in full force and effect and shall be read and construed as supplemented and amended by this Agreement.

4. **COUNTERPARTS**

4.1 This Agreement may be executed in any number of counterparts, and by the parties on separate counterparts, but shall not be effective until each party has executed at least one counterpart.

4.2 Each counterpart shall constitute an original of this Agreement, but the counterparts shall together constitute but one and the same instrument.

5. **GOVERNING LAW**

This Agreement is governed by, and shall be construed in accordance with, English law.

6. **JURISDICTION**

6.1 Each party agrees that the courts of England are to have exclusive jurisdiction to settle any dispute arising out of or in connection with this Agreement.

6.2 Each Seller irrevocably authorises and appoints the Sellers’ Representative as his agent to accept on his behalf service of all legal process arising out of or in connection with this Agreement and such service shall be deemed complete whether or not forwarded to or received by the relevant Seller(s).

IN WITNESS OF WHICH this Agreement has been executed by the parties on the above date.

SCHEDULE 1

THE SELLERS

Name	Number of Shares of SeaChange International, Inc. to be Allotted and Issued
Andrew Birchall . . . . Trecobben Farm, Trecombe Mawnan Smith Cornwall TR11 5JW	208,652 shares of common stock
Anthony Kelly. . . . . 29 Beauchamp Road, East Molesey, KT8 0PA	116,845 shares of common stock
Judith Kelly. . . . . 29 Beauchamp Road, East Molesey, KT8 0PA	36,389 shares of common stock
Michael Kelly . . . . Threeways, Tranwell Woods, Morpeth, NE61 6AQ	55,418 shares of common stock

EXECUTED by the parties:

Signed by	)	
Andrew Birchall	)	/s/ Andrew Birchall
Signed by	)	
Anthony Kelly	)	/s/ Anthony Kelly
Signed by	)	
Judith Kelly	)	/s/ Judith Kelly
Signed by	)	
Michael Kelly	)	/s/ Michael Kelly
Signed by	)	
Kevin M. Bisson	)	
for and on behalf of	)	
SeaChange International, Inc.	)	/s/ Kevin M. Bisson

Exhibit 2.4

13 MARCH 2008

ON DEMAND GROUP LIMITED

ANTHONY KELLY, ANDREW BIRCHALL AND OTHERS

SEACHANGE INTERNATIONAL, INC.

VARIATION AGREEMENT
IN RELATION TO THE
AGREEMENT FOR THE SALE AND PURCHASE OF SHARE
CAPITAL OF ON DEMAND GROUP LIMITED

CONTENTS

THIS AGREEMENT is made on 13 March 2008

BETWEEN:

(1) **THE PERSONS** whose names and addresses are set out in Schedule 1 (together the "**Sellers**");

(2) **ANDREW THOMAS BIRCHALL** and **ANTHONY WILLIAM KELLY** further details of whom are set out in Schedule 1 (together the "**Warrantors"**);

(3) **SEACHANGE INTERNATIONAL, INC.,** a company incorporated under the laws of the State of Delaware whose registered office is at 50 Nagog Park, Acton, MA 01720, USA (the "**Buyer**").

WHEREAS:

(A) The parties have entered into an Agreement for the Sale and Purchase of Share Capital of On Demand Group Limited (the "**Purchase Agreement**") dated 23 September 2005.

(B) The parties wish to vary the terms of the Purchase Agreement.

(C) Save as set out herein, the parties wish the Purchase Agreement to remain in full force and effect.

IT IS AGREED as follows:

1. **INTERPRETATION**

Words and phrases defined in the Purchase Agreement shall have the same meanings in this Agreement and this Agreement shall be interpreted in accordance with clause 1 of the Purchase Agreement.

2. **VARIATION OF THE PURCHASE AGREEMENT**

2.1 Clause 3.1(d) of the Purchase Agreement is amended and restated to read in its entirety as follows:

> (d) by no later than the date 75 Business Days after the end of the Third Earn Out Period, the Buyer shall allot and issue to each of the Sellers their Relevant Proportion of 714,084 shares of common stock, $0.01 par value per share in the capital of the Buyer;

2.2 In connection with the amendment and restatement of Section 3.1(e) effected hereby, (a) any and all references to the "Earn Out Consideration Shares" shall be and hereby is deleted in its entirety and all necessary consequential amendments shall be made.

2.3 Each of the Sellers acknowledges and agrees that the number of shares of the common stock of Buyer which the Buyer is obligated to issue to such Seller pursuant to Section 3.1(d) is as set forth in Schedule 1.

3. **CONSTRUCTION**

Subject to the amendments set out in this Agreement, the Purchase Agreement shall remain in full force and effect and shall be read and construed as supplemented and amended by this Agreement.

4. **COUNTERPARTS**

4.1 This Agreement may be executed in any number of counterparts, and by the parties on separate counterparts, but shall not be effective until each party has executed at least one counterpart.

4.2 Each counterpart shall constitute an original of this Agreement, but the counterparts shall together constitute but one and the same instrument.

5. **GOVERNING LAW**

This Agreement is governed by, and shall be construed in accordance with, English law.

6. **JURISDICTION**

6.1 Each party agrees that the courts of England are to have exclusive jurisdiction to settle any dispute arising out of or in connection with this Agreement.

6.2 Each Seller irrevocably authorises and appoints the Sellers' Representative as his agent to accept on his behalf service of all legal process arising out of or in connection with this Agreement and such service shall be deemed complete whether or not forwarded to or received by the relevant Seller(s).

IN WITNESS OF WHICH this Agreement has been executed by the parties on the above date.

.

SCHEDULE 1

THE SELLERS

Name	Number of Shares of SeaChange International, Inc. to be Allotted and Issued
Andrew Birchall Trecobben Farm, Trecombe Mawnan Smith Cornwall TR11 5JW	357,042 shares of common stock
Anthony Kelly 29 Beauchamp Road, East Molesey, KT8 0PA	199,944 shares of common stock
Judith Kelly 29 Beauchamp Road, East Molesey, KT8 0PA	62,268 shares of common stock
Michael Kelly Threeways, Tranwell Woods, Morpeth, NE61 6AQ	94,830 shares of common stock

EXECUTED by the parties:

Signed by)
Andrew Birchall) /s/ Andrew Birchall

Signed by)
Anthony Kelly) /s/ Anthony Kelly

Signed by)
Judith Kelly) /s/ Judith Kelly

Signed by)
Michael Kelly) /s/ Michael Kelly

Signed by)
Kevin M. Bisson)
for and on behalf of)
SeaChange International, Inc.) /s/ Kevin M. Bisson

Exhibit 21.1

SEACHANGE INTERNATIONAL, INC.

SUBSIDIARIES OF THE REGISTRANT

Subsidiary Name	Subsidiary Jurisdiction
SeaChange Holdings, Inc.	Delaware
ZQ Interactive, Ltd.	British Virgin Islands
S.E.A.C. Ireland Limited	Ireland
SeaChange International UK Ltd.	United Kingdom
ZQ Interactive (Shanghai), Ltd.	China
SeaChange International SARL	France
SeaChange Japan KK	Japan
SeaChange US Pty Limited	Australia
SeaChange Asia Pacific Operations Pte. Ltd.	Singapore
SeaChange Philippines Corporation	Philippines
SEAC Germany GmbH	Germany
SeaChange India Private. Ltd.	India
SeaChange Korea LLC	Korea
On Demand Group, Ltd.	London, England
On Demand Management Ltd.	United Kingdom
On Demand Productions Ltd.	United Kingdom
ODG Deutchland GmbH	Germany

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated April 14, 2008, accompanying the consolidated financial statements and financial statement schedule and management's assessment of the effectiveness of internal control over financial reporting included in the Annual Report of SeaChange International, Inc. on Form 10-K for the year ended January 31, 2008. We hereby consent to the incorporation by reference of said reports in the Registration Statements of SeaChange International, Inc. on Form S-3 (No. 333-56410 with an effective date of April 30, 2002) and Forms S-8 (Nos. 333-136322 with an effective date of August 4, 2006, 333-17379 with an effective date of December 6, 1996, 333-100160 with an effective date of September 27, 2002, 333-65854 with an effective date of July 25, 2001, 333-113761 with an effective date of March 19, 2004, 333-128987 with an effective date of October 13, 2005 and 333-147970 with an effective date of December 10, 2007).

/s/ Grant Thornton LLP

Boston, Massachusetts

April 14, 2008

Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-56410) and Form S-8 (Nos. 333-136322, 333-17379, 333-100160, 333-65854, 333-113761, 333-128987 and 333-147970) of SeaChange International, Inc. of our report dated April 17, 2006, except as to the effect of the matters described in Note 1 to the consolidated financial statements as filed in the Company's Form 10K/A for the year ended January 31, 2007 not appearing herein, which is as of October 19, 2007, relating to the financial statements and financial statement schedule, which appears in this Form 10-K.

PricewaterhouseCoopers LLP
Boston, Massachusetts
April 14, 2008

Exhibit 31.1

CERTIFICATION

I, William C. Styslinger, III, certify that:

1. I have reviewed this annual report on Form 10-K of SeaChange International, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 14, 2008

By:

/s/ WILLIAM C. STYSLINGER, III

William C. Styslinger, III
President and Chief Executive Officer,
Chairman of the Board and Director
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Kevin M. Bisson, certify that:

1. I have reviewed this annual report on Form 10-K of SeaChange International, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 14, 2008

By:

/s/ KEVIN M. BISSON

Kevin M. Bisson,
Chief Financial Officer,
Senior Vice President,
Finance and Administration,
Treasurer and Secretary
(Principal Financial and
Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report of SeaChange International, Inc. (the "*Company*") on Form 10-K for the year ended January 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "*Report*"), I, William C. Styslinger, III, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Company's Annual Report on Form 10-K fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ William C. Styslinger, III

William C. Styslinger, III
President, Chief Executive Officer,
Chairman of the Board and Director

April 14, 2008

This certification is being furnished to the Securities and Exchange Commission with this Annual Report on Form 10-K pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purpose of Section 18 of the Securities Exchange Act of 1934.

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report of SeaChange International, Inc. (the "*Company*") on Form 10-K for the year ended January 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "*Report*"), I, Kevin M. Bisson, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Company's Annual Report on Form 10-K fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ KEVIN M. BISSON

Kevin M. Bisson
Chief Financial Officer, Senior Vice President,
Finance and Administration,
Treasurer and Secretary

April 14, 2008

This certification is being furnished to the Securities and Exchange Commission with this Annual Report on Form 10-K pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purpose of Section 18 of the Securities Exchange Act of 1934.

Corporate Information

Board of Directors

Mary Palermo Cotton
Martin R. Hoffmann
Thomas F. Olson
William C. Styslinger, III — Chairman of the Board
Carmine Vona

Executive Officers

Kevin M. Bisson — Senior Vice President, Finance and Administration, Chief Financial Officer, Treasurer and Secretary
Steven M. Davi — Senior Vice President, Software Engineering
Ira Goldfarb — Senior Vice President, Worldwide Sales
Yvette Gordon-Kanouff — Chief Strategy Officer
Anthony W. Kelly — Senior Vice President
Bruce E. Mann — Senior Vice President, Network Storage Engineering
William C. Styslinger, III — Chairman of the Board, President and Chief Executive Officer

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HEADQUARTERS
50 Nagog Park
Acton, MA 01720
Tel: 978-897-0100
Fax: 978-897-0132

SALES AND SUPPORT FACILITIES
Acton, MA
Dundalk, Ireland
London, UK
Manila, Philippines
Shanghai, China
Singapore
Tokyo, Japan
Valbonne, France

DEVELOPMENT OFFICES
Acton, MA
Fort Washington, PA
Greenville, NH
San Mateo, CA
Shanghai, China

STOCKHOLDERS INFORMATION
Requests for information about the Company and
Additional copies of this report should be directed to:

Investor Relations
SeaChange, International, Inc.
50 Nagog Park
Acton, MA 01720
Tel: 978-897-0100 Fax: 978-897-0132
investorrelations@schange.com

More information is also available on our website: www.schange.com

STOCK TRADING INFORMATION
SeaChange International's common stock trades
on the Nasdaq Stock Market under the symbol SEAC

TRANSFER AGENT AND REGISTRAR
BNY Mellon Shareowner Services
480 Washington Boulevard
Jersey City, New Jersey 07310-1900
www.bnymellon.com/shareowner/isd
Toll Free Number: 800-288-9541
TDD for hearing impaired: 800-231-5469
Foreign shareowners: 201-680-6578

INDEPENDENT ACCOUNTANTS
Grant Thornton LLP
226 Causeway Street
6th Floor
Boston, MA 02114
T 617.723.7900
F 617.723.3640
www.grantthornton.com

GENERAL COUNSEL
Choate, Hall & Stewart, LLP
Two International Place
Boston, MA 02110

ANNUAL MEETING OF STOCKHOLDERS
The Annual Meeting of Stockholders of SeaChange International, Inc. will be held on July 16, 2008 at the Company's Headquarters at 50 Nagog Park, Acton, MA.

www.schange.com

SeaChange International is a leading provider of software applications, services and integrated solutions for the management and monetization of Video on Demand (VOD), digital advertising, and content acquisition. By partnering with leading cable and telco companies and broadcasters, SeaChange delivers the revenue-generating, churn-reducing applications, media services, and servers operators need to differentiate their offerings and create strong customer loyalty.

SeaChange International, Inc.
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www.schange.com