

SINGER KAREN
Form 4
January 22, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SINGER KAREN

2. Issuer Name and Ticker or Trading Symbol
SEACHANGE INTERNATIONAL INC [SEAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2019

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

212 VACCARO DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CRESSKILL, NJ 07626

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/17/2019		P	200,000	A \$ 1.68	4,729,017 ⁽¹⁾ I	As managing member of TAR Holdings LLC
Common Stock	01/17/2019		P	70,000	A \$ 1.62	4,799,017 ⁽¹⁾ I	As managing member of TAR Holdings LLC

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Common Stock	01/17/2019	P	30,000	A	\$ 1.63	4,829,017 ⁽¹⁾	I	As managing member of TAR Holdings LLC
Common Stock	01/18/2019	P	11,200	A	\$ 1.6395	4,840,217 ⁽¹⁾	I	As managing member of TAR Holdings LLC
Common Stock	01/18/2019	P	50,000	A	\$ 1.65	4,890,217 ⁽¹⁾	I	As managing member of TAR Holdings LLC
Common Stock	01/18/2019	X	10,000	A	\$ 2.5	4,900,217 ⁽¹⁾ ₍₂₎	I	As managing member of TAR Holdings LLC

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

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Put Option (obligation)	\$ 2.5	01/18/2019		X	100	01/08/2019	01/18/2019	Common Stock	10,000 ⁽¹⁾

to buy)

Put Option (obligation to buy)	\$ 2.5	01/08/2019	02/15/2019	Common Stock	75,000 <u>(1)</u>
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SINGER KAREN 212 VACCARO DRIVE CRESSKILL, NJ 07626		X		

Signatures

/s/ Andrew M. Freedman Attorney-in-fact	01/22/2019
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein. This filing
- (1) shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this filing.
 - (2) On January 18, 2019, the counterparty to put options sold on January 8, 2019 by TAR Holdings LLC exercised such options without any action taken by TAR Holdings LLC.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.