

SEACHANGE INTERNATIONAL INC  
Form 8-K  
May 24, 2018

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of report (Date of earliest event reported): May 23, 2018**

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

**DELAWARE**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**0-21393**  
**(Commission**  
**File Number)**

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

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**50 Nagog Park, Acton, MA**  
**(Address of Principal Executive Offices)**

**01720**  
**(Zip Code)**

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

**No change since last report**

**(Former Name or Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e)

*Fiscal 2019 Compensation and Bonus Plans*

On May 23, 2018, the Compensation Committee of the Board of Directors of SeaChange International, Inc. ( SeaChange ) established the fiscal year 2019 short-term incentive bonus plans (the 2019 Plans ) for Edward Terino, Peter Faubert, Jonathan Rider and David McEvoy, each a named executive officer of SeaChange.

The below-described 2019 Plans were established by the Compensation Committee of the Board of Directors of SeaChange after giving consideration to compensation practices of SeaChange's peer companies, and commentary regarding executive compensation trends and practices, including that published by Institutional Shareholder Services.

Under the 2019 Plans, Mr. Terino will be eligible to receive a target bonus of 90% of his base salary, Mr. Rider will be eligible to receive a target bonus of 80% of his base salary, Mr. Faubert will be eligible to receive a target bonus of 60% of his base salary and Mr. McEvoy will be eligible to receive a target bonus of 50% of his base salary.

The bonuses are payable in cash and are earned based on SeaChange achieving certain overall company financial objectives for fiscal 2019 related to Total Revenue and Non-GAAP Operating Income and based on individualized performance-based objectives.

The bonuses are determined upon conclusion of SeaChange's 2019 fiscal year.

The 2019 Plans provide that the Compensation Committee has the discretion to determine the amount paid under the 2019 Plans, whether or not the criteria are satisfied. The 2019 Plans also provide that the amount payable may be adjusted upward or downward in predetermined amounts if actual performance exceeds or is below the target financial criteria, with a specified maximum upward adjustment of fifty percent above target based upon each of Non-GAAP Operating Income and Total Revenue.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SEACHANGE INTERNATIONAL, INC.**

By: /s/ Edward Terino  
Edward Terino,  
Chief Executive Officer

Dated: May 24, 2018