

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q/A

AMENDMENT NO. 1 TO FORM 10-Q

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934: For the quarterly period ended September 30, 1997

OR

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934: For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 0-21393

SeaChange International, Inc.  
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(Exact name of registrant as specified in its charter)

Delaware  
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04-3197974  
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(State or other jurisdiction  
of incorporation or  
organization)

(I.R.S. Employer  
Identification No.)

124 Acton Street, Maynard, Massachusetts 01754  
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(Address of principal executive offices) (Zip Code)

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

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

The number of shares outstanding of the registrant's Common Stock on November 6, 1997 was 12,960,614.

This Amendment No.1 on Form 10-Q/A to the Quarterly Report on Form 10-Q for the quarterly period ended September 30, 1997 (as amended, the "Report") is being filed to amend and restate Exhibit 27 (the Financial Data Schedule) to the Report. Such Exhibit 27 is hereby amended and restated in its entirety. The other exhibits to the Report are not being amended and have been previously filed with the Securities and Exchange Commission.

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

SEACHANGE INTERNATIONAL, INC.

Date: June 9, 1998

By: /s/ William C. Styslinger, III  
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William C. Styslinger, III  
President, Chief Executive Officer,  
Chairman of the Board and Director  
(Principal Executive Officer)

Date: June 9, 1998

By: /s/ Edward McGrath

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Edward McGrath  
Director, Vice President, Engineering,  
Chief Technical Officer, Secretary and  
Acting Chief Financial Officer and  
Treasurer  
(Principal Financial and Accounting  
Officer)

SEACHANGE INTERNATIONAL, INC.  
EXHIBIT INDEX

<TABLE>  
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Exhibit Number	Description
- - - - -	- - - - -
<C>	<S>
10+	Amended and Restated 1996 Employee Stock Purchase Plan
11+	Computation of Net Income Per Share
27	Financial Data Schedule (For SEC Edgar Filing Only; Intentionally Omitted)

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+ Previously filed.

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<F1>ADDITIONAL PAID IN CAPITAL	26,629
RETAINED EARNINGS	9,774

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