#### Edgar Filing: BLACK BEAR OFFSHORE MASTER FUND LP - Form 4/A

#### BLACK BEAR OFFSHORE MASTER FUND LP

Form 4/A April 12, 2005

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

**OMB APPROVAL OMB** 

Washington, D.C. 20549

3235-0287 Number: January 31,

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burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue.

See Instruction

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and Address of Reporting Person * BLACK BEAR OFFSHORE MASTER FUND LP			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) (	(Mo	3. Date of Earliest Transaction (Month/Day/Year) 04/08/2005				DirectorX 10% Owner Officer (give title Other (specify below)				
	(Street)	File	f Amendment, D cd(Month/Day/Yea /12/2005			<i>A</i> - -	6. Individual or Joint/Group Filing(Chec Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - Non-l	Derivative S	ecurit	ies Acqui	ired, Disposed of,	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code Year) (Instr. 8)	omr Dispose (Instr. 3, 4	d of (E and 5) (A) or	9)	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)		
Common Stock (1)	04/08/2005		Code V S	Amount 126,660	(D)	Price \$ 12.17	3,360,781	D			
Common Stock (1)	04/08/2005		S	153,000	D	\$ 12.29	3,207,781	D			
Common Stock (1)	04/11/2005		S	117,382	D	\$ 11.55	3,090,399	D			
Common Stock (1)	04/11/2005		S	79,700	D	\$ 11.73	3,010,699	D			
Common Stock (1)	04/11/2005		S	117,300	D	\$ 11.79	2,893,399	D			

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Common Stock (1)	04/12/2005	S	13,300	D	\$ 11.42	2,880,099	D
Common Stock (1)	04/12/2005	S	283,446	D	\$ 11.14	2,596,653	D
Common Stock (1)	04/12/2005	S	498,700	D	\$ 11.11	2,097,953	D
Common Stock	04/12/2005	S	6,700	D	\$ 11.18	2,091,253	D

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

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9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	:	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	(	of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative	•		Secur	ities	(Instr. 5)
	Derivative		•		,	Securities			(Instr	. 3 and 4)	
	Security					Acquired			`	ĺ	
	J					(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
						.,					
										Amount	
							Date	Expiration		or	
								Date	Title	Number	
										of	
				Code	V	(A) (D)				Shares	

## **Reporting Owners**

Relationships **Reporting Owner Name / Address** 

> Director 10% Owner Officer Other

BLACK BEAR OFFSHORE MASTER FUND LP

Date

X

**Signatures** 

Eric Sippel 04/12/2005

\*\*Signature of Reporting Person

2 Reporting Owners

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## **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).
- (1) Black Bear Offshore Master Fund, L.P. ("Filer") disclaims membership in a group with any other person within the meaning of Rule 13d-5(b)(i) and Rule 16a-1(a)(1) under the Securities Exchange Act of 1934, as amended.

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.