

BRIGHTCOVE INC  
Form 3  
March 27, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â GOETZ PAUL F		(Month/Day/Year)	BRIGHTCOVE INC [BCOV]	
(Last)	(First)	(Middle)	03/25/2014	
C/O BRIGHTCOVE INC.,Â 290 CONGRESS STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
BOSTON,Â MAÂ 02210			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			See Remarks	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	61,538 <sup>(1)</sup>	D	Â
Common Stock	2,000 <sup>(2)</sup>	D	Â
Common Stock	25,000 <sup>(3)</sup>	D	Â
Common Stock	25,000 <sup>(4)</sup>	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	Â <u>(5)</u>	05/14/2020	Common Stock	76,922	\$ 9.31	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	05/08/2022	Common Stock	19,230	\$ 16.88	D	Â
Stock Option (right to buy)	Â <u>(7)</u>	05/08/2022	Common Stock	3,000	\$ 16.88	D	Â
Stock Option (right to buy)	Â <u>(8)</u>	02/04/2024	Common Stock	25,000	\$ 9.65	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOETZ PAUL F C/O BRIGHTCOVE INC. 290 CONGRESS STREET BOSTON, MA 02210	Â	Â	Â See Remarks	Â

## Signatures

/s/ Christopher Keenan, as  
attorney-in-fact

03/27/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

These shares were acquired pursuant to a restricted stock unit award under the Brightcove Inc. 2012 Stock Incentive Plan. Each restricted

(1) stock unit represents a contingent right to receive one share of Brightcove Inc. common stock. The restricted stock units vest in four equal annual installments beginning on January 1, 2013.

These shares were acquired pursuant to a restricted stock unit award under the Brightcove Inc. 2012 Stock Incentive Plan. Each restricted

(2) stock unit represents a contingent right to receive one share of Brightcove Inc. common stock. The restricted stock units vest in four equal annual installments beginning on May 8, 2013.

These shares were acquired pursuant to a restricted stock unit award under the Brightcove Inc. 2012 Stock Incentive Plan. Each restricted

(3) stock unit represents a contingent right to receive one share of Brightcove Inc. common stock. The restricted stock units vest in four equal annual installments beginning on November 16, 2013.

These shares were acquired pursuant to a restricted stock unit award under the Brightcove Inc. 2012 Stock Incentive Plan. Each restricted

(4) stock unit represents a contingent right to receive one share of Brightcove Inc. common stock. The restricted stock units vest in four equal annual installments beginning on February 5, 2014.

(5)

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This stock option was granted on May 14, 2010 and vests over four years, with 25% vesting on April 1, 2011 and the remainder vesting in 36 equal monthly installments thereafter.

- (6) This stock option was granted on May 8, 2012 and is fully vested.
- (7) This stock option was granted on May 8, 2012 and vests in four equal annual installments beginning on May 8, 2013.
- (8) This stock option was granted on February 4, 2014 and vests in four equal annual installments beginning on February 4, 2015.

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### **Remarks:**

SVP,Â WorldwideÂ FieldÂ Operations

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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