BRIGHTCOVE INC
Form 10-K
February 21, 2017
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2016

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: 001-35429

BRIGHTCOVE INC.

(Exact name of registrant as specified in its charter)

Delaware	20-1579162
(State or other jurisdiction of incorporation)	(I.R.S. Employer Identification No.)
290 Congress Street Boston, Massachusetts	02210
(Address of principal executive offices)	(Zip Code)

(888) 882-1880

(Registrant s telephone number, including area code)

Securities Registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Exchange on Which Registered
Common Stock, par value $0.001 per share	The NASDAQ Global Market

Securities Registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

The aggregate market value of common stock held by non-affiliates of the registrant based on the closing price of the registrant s common stock as reported on the NASDAQ Global Market on June 30, 2016, was $211,869,522. Shares of voting and non-voting stock held by executive officers, directors and holders of more than 5% of the outstanding stock have been excluded from this calculation because such persons or institutions may be deemed affiliates. This determination of affiliate status is not a conclusive determination for other purposes.

As of February 15, 2017 there were 34,060,039 shares of the registrant s common stock, $0.001 par value per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant s definitive Proxy Statement relating to its 2017 Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated. Such Proxy Statement will be filed with the U.S. Securities and Exchange Commission within 120 days after the end of the fiscal year to which this report relates.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. The statements contained in this Annual Report on Form 10-K that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or Exchange Act. Such forward-looking statements include any expectation of earnings, revenue or other financial items; any statements of the plans, strategies and objectives of management for future operations; factors that may affect our operating results; statements related to adding employees; statements related to potential benefits of the acquisition of substantially all of the assets of Unicorn Media, Inc. and certain of its subsidiaries; statements related to future capital expenditures; statements related to future economic conditions or performance; statements as to industry trends and other matters that do not relate strictly to historical facts or statements of assumptions underlying any of the foregoing. Forward-looking statements are often identified by the use of words such as, but not limited to, anticipate, believe, can, continue, could, estimate, expect, intend, may, will, plan, project, seek, should, target expressions or variations intended to identify forward-looking statements. These statements are based on the beliefs and assumptions of our management based on information currently available to management. Such forward-looking statements are subject to risks, uncertainties and other important factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified below, and those discussed in the section titled Risk Factors included in Item 1A of Part I of this Annual Report on Form 10-K, and the risks discussed in our other Securities and Exchange Commission, or SEC, filings. Furthermore, such forward-looking statements speak only as of the date of this report. Except as required by law, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements. Forward-looking statements in this Annual Report on Form 10-K may include statements about:

- our ability to achieve profitability;
- our competitive position and the effect of competition in our industry;
- our ability to retain and attract new customers;
- our ability to penetrate existing markets and develop new markets for our services;
- our ability to retain or hire qualified accounting and other personnel;
- our ability to protect our intellectual property and operate our business without infringing upon the intellectual property rights of others;
- our ability to maintain the security and reliability of our systems;

our estimates with regard to our future performance and total potential market opportunity;

our estimates regarding our anticipated results of operations, future revenue, bookings growth, capital requirements and our needs for additional financing; and

our goals and strategies, including those related to revenue and bookings growth.

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PART I

Item 1. Business

Overview

Brightcove Inc., or Brightcove, is a leading global provider of cloud-based services for video. Brightcove was incorporated in Delaware in August 2004 and our headquarters are in Boston, Massachusetts. Our suite of products and services reduces the cost and complexity associated with publishing, distributing, measuring and monetizing video across devices.

Brightcove Video Cloud, or Video Cloud, our flagship product released in 2006, is the world s leading online video platform. Video Cloud enables our customers to publish and distribute video to Internet-connected devices quickly, easily and in a cost-effective and high-quality manner. Brightcove Zencoder, or Zencoder, is a cloud-based video encoding service. Brightcove Once, or Once, is an innovative, cloud-based ad insertion and video stitching service that addresses the limitations of traditional online video ad insertion technology. Brightcove Perform, or Perform, is a cloud-based service for creating and managing video player experiences. Brightcove Video Marketing Suite, or Video Marketing Suite, is a comprehensive suite of video technologies designed to address the needs of marketers to drive awareness, engagement and conversion. Brightcove Lift, or Lift, is a solution designed to defeat ad blockers, optimize ad delivery and deliver a premium TV-like viewing experience across connected platforms. Brightcove OTT Flow, powered by Accedo, or OTT Flow, released in April 2016, is a service for media companies and content owners to rapidly deploy high-quality, direct-to-consumer, live and on-demand video services across platforms. Brightcove Enterprise Video Suite, or Enterprise Video Suite, released in August 2016, is an enterprise-class platform for internal communications, employee training, live streaming, marketing and ecommerce videos.

Since 2014, our go-to-market approach for our solutions has been focused primarily on (i) media companies and (ii) digital marketers in a wide range of enterprises and organizations.

As of December 31, 2016, we had 4,571 customers in over 75 countries, including many of the world s leading media companies, broadcasters, publishers, brands and corporations, as well as governments, educational institutions and non-profit organizations.

We generate revenue by offering our products to customers on a subscription-based, software as a service, or SaaS, model. Our revenue grew from $134.7 million in the year ended December 31, 2015 to $150.3 million in the year ended December 31, 2016. As of December 31, 2015, we had 5,047 customers, of which 3,184 used our volume offerings and 1,863 used our premium offerings. As of December 31, 2016, we had 4,571 customers, of which 2,564 used our volume offerings and 2,007 used our premium offerings. Substantially all of our revenue has historically been attributable to our Video Cloud product, and we expect that revenue from Video Cloud will continue to comprise a significant portion of our revenue.

Our Solutions

Our solutions provide our customers with the following key benefits:

Comprehensive, modular and scalable solutions. Video Cloud provides a single, integrated solution to meet a range of video publishing and distribution needs. Video Marketing Suite and Enterprise Video Suite are end-to-end solutions of video technologies built for marketers and enterprises, respectively. Each of Zencoder, Once, Perform, Lift and OTT Flow are modular solutions that customers can either use on a stand-alone basis or integrate into their existing video workflows. In addition, our multi-tenant architecture enables us to deliver each of our solutions across our customer base with a single version of our software for each product, making it easier to scale our solutions as our customer and end user base expands.

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Easy to use and low total cost of ownership. Our products were designed to be intuitive and easy to use. We provide reliable, cost-effective, on-demand solutions to our customers, relieving them of the cost, time and resources associated with in-house solutions and enabling them to be up and running quickly after signing with us.

Open platforms and extensive ecosystem. Our open and extensible platforms enable our customers to customize standard features and functionality and easily integrate third-party technology to meet their own specific requirements and business objectives. We have an extensive ecosystem of partners, which we refer to as the Brightcove Partner Program. More than 150 members of the Brightcove Partner Program have built solutions that rely upon, or are already integrated with, our platforms. This ecosystem includes leading technology companies such as Akamai, comScore, Google and Oracle and providers of niche technology services. These integrated technologies provide our customers with enhanced flexibility, functionality and ease of use.

Help customers achieve business objectives. Our customers use our products to achieve key business objectives such as driving site traffic, increasing viewer engagement on their sites, monetizing content, increasing conversion rates for transactions, increasing brand awareness and expanding their audiences, internal communications, employee training and customer support. We believe our customers view us as a strategic partner in part because our business model is not dependent on building our own audience or generating our own ad revenue. Our business interests align with our customers interests as we each benefit from the success of our customers online strategy.

Ongoing customer-driven development. Through our account managers, customer support teams, product teams and regular outreach from senior leadership, we solicit and capture feedback from our customer base for incorporation into ongoing enhancements to our solutions. We regularly provide our customers with enhancements to our products. For example, in 2016 we introduced Brightcove Social, which allows customers to manage their video presence across social networks from a single interface, we launched OTT Flow, we added support for 4K Ultra High-Definition (UHD) content in Zencoder, we added a Salesforce integration to Brightcove Audience, which is used to send video engagement data to popular marketing automation platforms, and added support for 360-degree video in the Brightcove video player. Delivering cloud-based solutions allows us to serve additional customers with little incremental expense and to deploy innovations and best practices quickly and efficiently to our existing customers.

Our Business Strengths

We believe that the following business strengths differentiate us from our competitors and are key to our success:

We are the recognized online video platform market leader. In 2016, our customers used Video Cloud to deliver an average of approximately 2.7 billion video streams per month, which we believe is more video streams per month than any other professional solution. In 2016, we received recognition for our market leadership from industry analysts such as Frost & Sullivan, Forrester and Gartner.

We have established a global presence. We have established a global presence, beginning with our first non-U.S. customer in 2007, and continuing with the expansion of our operations into Europe, Japan, Asia Pacific and the Middle East. Today, we have employees in nine countries. We built our solutions to be localized into almost any language and currently offer 24/7 customer support worldwide. As of December 31, 2016, organizations throughout the world used Video Cloud to reach viewers in approximately 245 countries and territories.

We have high visibility and predictability in our business. We sell our subscription and support services through monthly, quarterly or annual contracts and recognize revenue ratably over the committed term. The majority of our revenue comes from annual contracts. Our existing contracts provide us with visibility into revenue that has not yet been recognized. We have also achieved an overall recurring

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dollar retention rate of at least 93% in each of the last four fiscal quarters, including 98%, 95%, 97% and 93% for the three months ended March 31, 2016, June 30, 2016, September 30, 2016 and December 31, 2016, respectively. Our business model and customer loyalty provide greater levels of recurring revenue and predictability compared to traditional, perpetual-license business models.

We have customers of all sizes across multiple industries. We offer different editions of our products tailored to meet the needs of organizations of various sizes, from large global enterprises to small and medium-sized businesses, across industries. Our offerings range from entry-level editions to enterprise-level editions used by multiple departments in a single organization.

Our management team has experience building and scaling software companies. Our senior leadership team has built innovative software platform businesses. Members of our senior leadership team have held senior product, business and technology roles at companies such as Adobe, Allaire, Amazon Web Services, AT&T, Lycos and Macromedia.

Our Customers

As of December 31, 2016, we had 4,571 customers in over 75 countries. We provide our solutions to many of the world s leading media companies, broadcasters, publishers, brands and corporations, as well as governments, educational institutions and non-profit organizations. While our solutions are tailored to meet the needs of media companies and digital marketers in a wide range of enterprises and organizations, we believe our solutions can benefit any organization with a website or digital content.

Our Products and Services

Video Cloud

Video Cloud, the world s leading online video platform, enables our customers to publish and distribute video to Internet-connected devices quickly, easily and in a cost-effective and high-quality manner. Our innovative technology and intuitive user interface give customers control over a wide range of features and functionality needed to publish and deliver a compelling user experience, including the following:

Uploading and Encoding. Using Video Cloud, customers may upload videos in various formats for adaptive encoding that maximizes quality and minimizes file size. Video Cloud then automatically enables the content to be delivered to end users via a third-party content delivery network, or CDN, such as Akamai Technologies, Inc., or Akamai, or Limelight Networks, Inc., or Limelight.

Content Management. Whether a customer has a few short video clips or thousands of full-length episodes, Video Cloud makes it easy to organize a media library. Videos can be grouped together with drag-and-drop controls or smart playlists that automatically organize content. Customers can set rules for geographic access and schedules to define where and when their videos can be viewed.

Video Players. Video Cloud includes leading video player technology, with fast load times and fast video starts. Video Cloud allows for point-and-click styling and configuration of video players that can reflect the brand or design of the customer. Our video players also include built-in support for advertising, analytics and content protection, and provide a consistent cross-platform playback experience. Developers can also take advantage of a set of tools to create completely custom video player experiences.

Multi-platform video experiences. We have built Video Cloud to support numerous operating systems, formats and devices. In addition to web-based experiences, Video Cloud provides publishing and delivery services for cross-platform devices including smartphones, tablets, media streaming devices and Connected TVs. Our solution includes automated device detection and manages multiple renditions of the same video encoded in different forms with optimized delivery protocols for different target formats.

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Live Video Streaming. In addition to on-demand video distribution, Video Cloud includes support for live video broadcasts. Video Cloud accepts multiple live streams at different quality levels and delivers the rendition that attempts to best match each viewer s available bandwidth, processor utilization and player size.

Distribution and Syndication. Video Cloud supports a blended distribution strategy across the Internet, allowing customers to distribute videos on their own website, partner websites or video-sharing sites such as YouTube. These tools help content owners to drive site traffic, increase brand awareness and expand their audience.

Social Media. Customers can expand their audience by leveraging the social network of their viewers. Through integrated Video Cloud capabilities, users can share complete videos or video clips through Facebook, YouTube, Twitter and other social media destinations. Brightcove Social, released in November 2016, allows customers to manage their video presence across social networks from a single interface. With Brightcove Social, customers can edit, publish and track their videos in the native playback environments of Facebook, YouTube and Twitter, as well as their own websites, from Video Cloud.

Advertising and Monetization. Video Cloud can help customers grow and monetize their audience with video ad features such as tools for ad insertions and built-in ad server and network integrations. Video Cloud includes tools to support synchronized in-player ads with embedded link functionality and overlays for persistent branding.

Analytics. Video Cloud s integrated video analytics present information to optimize and support customers online video publishing and distribution strategy. Online publishers can also choose to integrate web analytics solutions such as Adobe Omniture or Google Analytics with Video Cloud.

Zencoder

Zencoder is a cloud-based video encoding service. Zencoder provides our customers with high-quality, reliable encoding of live and on-demand video and access to highly scalable encoding power without having to pay for, manage and scale expensive hardware and software. Zencoder includes the following principal features and functionality:

File Support. Zencoder accepts files in an extensive range of formats and codecs and supports video output to a multitude of devices.

Quality and Control. Zencoder includes tools to support high quality video output and to adjust and edit video.

Speed and Reliability. Zencoder provides extremely fast transcoding and industry leading reliability.

Platform and Security. Zencoder is scalable, globally distributed and includes advanced security features designed to protect content.

Account and Integration. Zencoder provides a simple API for streamlined integration, supports most major transfer protocols and accelerated file transfers and allows users to manage their accounts and encoding jobs from an intuitive, online dashboard.

Once

Once is an innovative, cloud-based ad insertion and video stitching service that addresses the limitations of traditional online video ad insertion technology. Once reduces or eliminates the need for platform-specific ad technology and makes it possible for customers to reliably deliver live or on-demand video with dynamically customized programming and targeted ads to the maximum range of devices. Once includes the following principal features and functionality:

Reach. Once features cloud-based ad monetization of video on demand across devices, apps and websites.

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Integrations. Once is pre-integrated with ad networks and ad decision systems.

Server-Side Solution. Once is a server-side solution, requiring no SDKs, plug-ins or client-side code.

Simplicity. Once uses a single URL with automatic device detection to deliver high bit-rate broadcast quality video ads.

Perform

Perform is a cloud-based service for creating and managing video player experiences. This service provides customers with leading video player technology, a robust set of management APIs and performance optimization services. Perform delivers cross-platform playback experiences and includes built-in support for advertising, analytics and content protection. Perform includes the following principal features and functionality:

Leading Video Player Technology. Perform includes a fast HTML5-first video player, responsive design, social sharing and integration tools and support for adaptive bitrate streaming across all major mobile and desktop platforms.

Speed. Perform is designed to have the fastest load times and the fastest video starts. Perform s precompiled plugins, skinned assets and thumbnails minimize download size. Perform is optimized to reduce network traffic. Perform also allows customers to deploy changes to thousands of player embeds with batch publishing to accelerate time-to-market.

Wide Reach. Perform allows customers to reach the maximum range of Internet-connected devices and operating systems with consistent playback across desktop and mobile devices.

Powerful APIs, Plugins and SDKs. The developer-friendly, HTML5 video player is easily customized with CSS and JavaScript APIs. Perform s Management APIs also allow customers to easily control player configurations. Perform has a robust ecosystem of plugins and integrations, including built-in support for advertising, analytics and content protection, as well as numerous open-source plugins from the Video.js community. Perform also includes native player SDKs for easy development and deployment of native applications.

Video Marketing Suite

Video Marketing Suite is a comprehensive suite of video technologies designed to address the needs of marketers to drive awareness, engagement and conversion. Video Marketing Suite is a bundled offering of Video Cloud, Brightcove Gallery, or Gallery, and Brightcove Social. Gallery is a cloud-based service that enables customers to create and publish video portals. This service combines portal templates with best practices for search engine optimization, responsive design, social sharing and conversion in a single solution that can be implemented and updated with ease. Gallery allows customers to create engaging video experiences such as video channels, product showcases, event microsites and video support centers. Brightcove Social, released in November 2016, allows customers to manage their video presence across social networks from a single interface. With Brightcove Social,

customers can edit, publish and track their videos in the native playback environments of Facebook, YouTube and Twitter, as well as their own websites, from Video Cloud.

Lift

Lift is a solution designed to defeat ad blockers, optimize ad delivery and deliver a premium TV-like viewing experience across connected platforms. Lift is a bundled offering of Once and Perform, which combines server-side ad insertion with leading video player technology to enable broadcasters and publishers to increase ad deliverability and inventory while supporting client-side interactivity, reporting and analytics.

OTT Flow

OTT Flow is a service for media companies and content owners to rapidly deploy high-quality, direct-to-consumer, live and on-demand video services across platforms. OTT Flow enables video content delivery with a

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consistent user interface across multiple platforms, including desktop, Apple and Android smartphones and tablets, and Google Chromecast. OTT Flow also includes support for ad-supported and subscription video-on-demand models with ecommerce, customer relationship management, or CRM, and billing engine interfaces. This product also features a flexible and intuitive web-based administrative console for user interface and user experience configuration, rules-based content packaging and scheduling capabilities, robust analytics and subtitle and caption support.

Enterprise Video Suite

Enterprise Video Suite is an enterprise-class platform for internal communications, employee training, live streaming, marketing and ecommerce videos. Enterprise Video Suite is a bundled offering of Video Cloud, Gallery, and Brightcove Live. Brightcove Live is an optional add-on to Video Cloud designed to enable non-technical users to set up live events and deliver multi-bitrate streams to multiple devices, without the need for hardware encoders or development work.

Editions

Each of our products is offered to customers on a subscription-based SaaS model, with varying levels of usage entitlements, support and, in certain cases, functionality. Our customers pay us a monthly, quarterly or annual subscription fee for access to our products. This model allows our customers to scale their level of investment and usage based on the size and complexity of their needs.

Video Cloud is offered in two product lines. The first product line is comprised of our premium product editions, Pro and Enterprise. All Pro and Enterprise editions include functionality to publish and distribute video to Internet-connected devices. The Enterprise edition provides additional features and functionality such as a multi-account environment and IP-restricted players. The second product line is comprised of our volume product edition, which we refer to as our Express edition. Our Express edition targets small and medium-sized businesses, or SMBs. The Express edition provides customers with the same basic functionality that is offered in our premium product editions but has been designed for customers who have lower usage requirements and do not typically seek advanced features and functionality.

Video Marketing Suite and Enterprise Video Suite are each available in a Starter, Pro and Enterprise edition. The Starter edition for each provides customers with the same basic functionality that is offered in the Pro and Enterprise editions but has been designed for customers who have lower usage requirements and do not typically seek advanced features and functionality. All Video Marketing Suite and Enterprise Video Suite customers are considered premium customers.

Zencoder customers are considered premium customers other than Zencoder customers on month-to-month contracts or pay-as-you-go contracts, which are considered volume customers.

All Once, Perform, Lift and OTT Flow customers are considered premium customers.

Account Management

An important component of our sales strategy is our account management organization. This organization is focused on ongoing customer success and engagement, as well as contract renewals and upsells to our customer base.

Professional Services

While our products are easy for customers to use and deploy without any additional specialized services, we offer a range of professional services for customers who seek customization or assistance with their implementations. These professional services are priced on a time and materials basis or a per project basis and include projects such as content migrations from other vendors or in-house solutions, video player enhancements and the creation of web pages optimized for video.

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Support

Our products generally include basic support for technical and operational issues. The premium editions of our products generally include telephone support during normal business hours. We also offer 24/7 global telephone support to customers paying for premium support packages.

Training

We offer free basic online training to registered users of our products. We also offer customized, onsite training for customers that is priced on a per engagement basis.

Sales and Marketing

We sell our products primarily through our global direct sales organization. Our sales team is organized by the following geographic regions: Americas, Europe and the Middle East, Asia Pacific, and Japan. We further organize our go-to-market approach by focusing our sales and marketing teams on selling primarily to (i) media companies, who generally want to distribute video content to a broad audience and (ii) digital marketers in a wide range of enterprises and organizations, who generally use video for marketing or communication purposes. A small amount of sales are generated through referral partners, channel partners and resellers. We also sell some of our products online through our website.

We generate customer leads, accelerate sales opportunities and build brand awareness through our marketing programs. Our marketing programs target executives, technology professionals and senior business leaders. Like our sales teams, our marketing team and programs are organized by geography and industry segment. Our principal marketing programs include:

public relations and social media;

online event marketing activities, direct email, search engine marketing and display ads and blogs;

field marketing events for customers and prospects;

participation in, and sponsorship of, user conferences, trade shows and industry events;

use of our website to provide product and organization information, as well as learning opportunities for potential customers;

cooperative marketing efforts with partners, including joint press announcements, joint trade show activities, channel marketing campaigns and joint seminars;

telemarketing and lead generation representatives who respond to incoming leads to convert them into new sales opportunities; and

customer programs, including user meetings and our online customer community.

Operations

We operate data center facilities in the greater Boston area and the greater Chicago area, and also use third-party cloud computing platforms. We operate our own servers for systems that manage meta-data, business rules and archival storage of media assets. We take advantage of geographically dispersed, third-party, cloud computing capacity to improve the responsiveness of our service and lower network latency for our customers.

Media delivery to end users, including video, audio, images and JavaScript components, is served primarily through CDN providers, including Akamai and Limelight. We believe our agreements with our CDN providers are based on competitive market terms and conditions, including service level commitments from these CDN providers.

We entered into our agreement with Akamai in July 2010. It enables us to use Akamai CDN services for our own benefit and to resell Akamai CDN services to our customers in every geographic location in which we offer our products. The current expiration date of the agreement is December 31, 2019.

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We entered into our agreement with Limelight in March 2006. Our agreement with Limelight enables us to use Limelight CDN services for our own benefit and to resell Limelight CDN services to our customers in every geographic location in which we offer our products. The current expiration date of the agreement is April 30, 2017. We believe the agreement will be renewed or the term of the agreement will be extended again prior to the expiration of the service continuation period described below.

Each agreement contains a service continuation period following expiration of the agreement, which we believe is sufficient to enable transition to an alternative provider to avoid material disruption to our business or to our customers. Our agreement with Akamai provides that, upon termination for any reason, Akamai will continue to provide CDN services to our existing customers for up to twelve months. Our agreement with Limelight provides that, upon termination for any reason, Limelight will continue to provide CDN services for our benefit for up to six months.

Intellectual Property

We rely principally on a combination of trademark, patent, copyright and trade secret laws in the United States and other jurisdictions, as well as confidentiality procedures and contractual provisions to protect our proprietary technology, confidential information, business strategies and brands. We also believe that factors such as the technological and creative skills of our employees coupled with the creation of new features, functionality and products are essential to establishing and maintaining a technology leadership position. We enter into confidentiality and invention assignment agreements with our employees and consultants and confidentiality agreements with other third parties, and we rigorously control access to our proprietary technology.

In the United States, we have 31 issued and/or allowed patents and 11 patent applications pending. Internationally, we have 13 issued and/or allowed patents and 21 patent applications pending, including two patent applications undergoing examination at the European Patent Office. We currently have patent applications pending in Canada, United Kingdom, Australia, Hong Kong and Japan, and we may seek coverage in additional jurisdictions to the extent we determine such coverage is appropriate and cost-effective. Our issued patents cover a variety of technical domains relevant to our business, including aspects of publishing and distributing digital media online, cloud-based stream delivery and ad insertion.

Our registered trademarks in the United States include BRIGHTCOVE , ZENCODER , ONCEVOD and our logo. These trademarks are also registered in certain non-U.S. jurisdictions, including the European Union and Canada. We may apply for registrations for these and other marks in additional jurisdictions to the extent we determine such coverage is appropriate and cost-effective.

Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy or obtain and use our technology to develop products with the same functionality as our solutions. Policing unauthorized use of our technology is difficult and expensive. Our competitors could also independently develop technologies equivalent to ours, and our intellectual property rights may not be broad enough for us to prevent competitors from selling products incorporating those technologies.

Competition

We compete with video-sharing sites such as YouTube, in-house solutions, online video platforms and a broad range of other technology providers. Some of our actual and potential competitors may enjoy competitive advantages over us, such as larger marketing budgets and larger sales teams, as well as greater financial, technical and other resources. The overall markets for our products are fragmented, rapidly evolving and highly competitive.

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We expect that the competitive landscape will change as our markets consolidate and mature. We believe the principal competitive factors in our industry include the following:

- total cost of ownership;
- breadth and depth of product functionality;
- ability to innovate and respond to customer needs rapidly;
- level of resources and investment in sales, marketing, product and technology;
- ease of deployment and use of solutions;
- level of integration into existing workflows, configurability, scalability and reliability;
- customer service;
- brand awareness and reputation;
- ability to integrate with third-party applications and technologies;
- size and scale of provider; and
- size of customer base and level of user adoption.

The mix of factors relevant in any given situation varies with regard to each prospective customer. We believe we compete favorably with respect to all of these factors.

Some of our competitors have made or may make acquisitions or enter into partnerships or other strategic relationships to offer a more comprehensive service than we do. These combinations may make it more difficult for us to compete effectively, including on the basis of price, sales and marketing programs, technology or service functionality. We expect these trends to continue as organizations attempt to strengthen or maintain their market positions.

Research and Development

We have focused our research and development efforts on expanding the functionality and scalability of our products and enhancing their ease of use, as well as creating new product offerings. We expect research and development expenses to increase in absolute dollars as we intend to continue to regularly release new features and functionality, expand our product offerings, continue the localization of our products in various languages, upgrade and extend our service offerings, and develop new technologies. Over the long term, we believe that research and development expenses as a percentage of revenue will decrease, but will vary depending upon the mix of revenue from new and existing products, features and functionality, as well as changes in the technology that our products must support, such as new operating systems or new Internet-connected devices.

Our research and development expenses were $30.2 million, $29.3 million and $28.3 million in 2016, 2015 and 2014, respectively, which included stock-based compensation expense of $1.3 million, $1.4 million and $1.4 million, respectively. As of December 31, 2016, we had 159 employees in research and development.

Employees

As of December 31, 2016, we had 490 employees, of which 382 were located in the United States and 108 were located outside of the United States. None of our employees are represented by a labor union or covered by a collective bargaining agreement. We consider our relationship with our employees to be good.

Information about Segment and Geographic Revenue

Information about segment and geographic revenue is set forth in Note 11 of the Notes to Consolidated Financial Statements under Item 8 of this Annual Report on Form 10-K.

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Available Information

Our principal executive offices are located at 290 Congress Street, Boston, Massachusetts, 02210. Our telephone number is (888) 882-1880. Our website address is *www.brightcove.com*. Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are available free of charge through the investor relations page of our website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission. Alternatively, these reports may be accessed at the SEC s website at *www.sec.gov*.

Item 1A. Risk Factors

You should carefully review the risk factors described below and those described in other reports we file with the Securities and Exchange Commission, as well as the other information contained in this Annual Report on Form 10-K, in evaluating our business. Our business, prospects, financial condition, or operating results could be harmed by any of these risks, as well as other risks not currently known to us or that we currently consider immaterial. If any of such risks and uncertainties actually occurs, our business, financial condition or operating results could differ materially from the plans, projections and other forward-looking statements included in the section titled Management s Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this report and in our other public filings. The trading price of our common stock could decline due to any of these risks, and, as a result, you may lose all or part of your investment.

We have a history of losses, we expect to continue to incur losses and we may not achieve or sustain profitability in the future.

We have incurred significant losses in each fiscal year since our inception in 2004. We experienced a consolidated net loss of $16.9 million for the year ended December 31, 2014, a consolidated net loss of $7.6 million for the year ended December 31, 2015 and a consolidated net loss of $10.0 million for the year ended December 31, 2016. These losses were due to the substantial investments we made to build our products and services, grow and maintain our business and acquire customers. Key elements of our growth strategy include acquiring new customers and continuing to innovate and build our brand. As a result, we expect our operating expenses to increase in the future due to expected increased sales and marketing expenses, operations costs, research and development costs and general and administrative costs and, therefore, our operating losses will continue or even potentially increase for the foreseeable future. In addition, as a public company we incur significant legal, accounting and other expenses that we did not incur as a private company. Furthermore, to the extent that we are successful in increasing our customer base, we will also incur increased expenses because costs associated with generating and supporting customer agreements are generally incurred up front, while revenue is generally recognized ratably over the committed term of the agreement. You should not rely upon our recent bookings or revenue growth as indicative of our future performance. We cannot assure you that we will reach profitability in the future or at any specific time in the future or that, if and when we do become profitable, we will sustain profitability. If we are ultimately unable to generate sufficient revenue to meet our financial targets, become profitable and have sustainable positive cash flows, investors could lose their investment.

Substantially all of our revenue has historically come from a single product, Video Cloud.

We have historically been substantially dependent on revenue from a single product, Video Cloud, and we expect that revenue from Video Cloud will continue to comprise a significant portion of our revenue. Our business would be harmed by a decline in the market for Video Cloud, increased competition in the market for online video platforms, or

our failure or inability to provide sufficient investment to support Video Cloud as needed to maintain or grow its competitive position.

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If we are unable to retain our existing customers, our revenue and results of operations will be adversely affected.

We sell our products pursuant to agreements that are generally for annual terms. Our customers have no obligation to renew their subscriptions after their subscription period expires, and we have experienced losses of customers that elected not to renew, in some cases, for reasons beyond our control. For example, our largest customer during 2016 has faced distressing financial circumstances in recent quarters. As a result, we expect to lose substantially all of the revenue we expected to generate from this customer in 2017. In addition, even if subscriptions are renewed, they may not be renewed on the same or on more profitable terms. As a result, our ability to retain our existing customers and grow depends in part on subscription renewals. We may not be able to accurately predict future trends in customer renewals, and our customers renewal rates have and may continue to decline or fluctuate because of several factors, including their satisfaction or dissatisfaction with our services, the cost of our services and the cost of services offered by our competitors, reductions in our customers spending levels or the introduction by competitors of attractive features and functionality. If our customer retention rate decreases, we may need to increase the rate at which we add new customers in order to maintain and grow our revenue, which may require us to incur significantly higher advertising and marketing expenses than we currently anticipate, or our revenue may decline. If our customers do not renew their subscriptions for our services, renew on less favorable terms, or do not purchase additional functionality or subscriptions, our revenue may grow more slowly than expected or decline, and our profitability and gross margins may be harmed or affected.

Our long term financial targets are predicated on bookings and revenue growth and operating margin improvements that we may fail to achieve, which could reduce our expected earnings and cause us to fail to meet the expectations of analysts or investors and cause the price of our securities to decline.

We are projecting long-term bookings, revenue and earnings growth. Our projections are based on the expected growth potential in our premium customer base, as well as the market for on-demand software solutions generally. We may not achieve the expected bookings and revenue growth if the markets we serve do not grow at expected rates, if customers do not purchase or renew subscriptions as we expect, and/or if we are not able to deliver products desired by customers and potential customers. Our long-term operating margin improvement targets are predicated on operating leverage as long term revenue increases and improved operating efficiencies from moving to additional cloud-based delivery of services, together with lower cost of goods sold, research and development expenses and general and administrative expenses as a percentage of total revenue. If operating margins do not improve, our earnings could be adversely affected and the price of our securities could decline.

The actual market for our solutions could be significantly smaller than our estimates of our total potential market opportunity, and if customer demand for our services does not meet expectations, our ability to generate revenue and meet our financial targets could be adversely affected.

While we expect strong growth in the markets for our products, it is possible that the growth in some or all of these markets may not meet our expectations, or materialize at all. The methodology on which our estimate of our total potential market opportunity is based includes several key assumptions based on our industry knowledge and customer experience. If any of these assumptions proves to be inaccurate, then the actual market for our solutions could be significantly smaller than our estimates of our total potential market opportunity. If the customer demand for our services or the adoption rate in our target markets does not meet our expectations, our ability to generate revenue from customers and meet our financial targets could be adversely affected.

Our business is substantially dependent upon the continued growth of the market for on-demand software solutions.

We derive, and expect to continue to derive, substantially all of our revenue from the sale of our on-demand solutions. As a result, widespread acceptance and use of the on-demand business model is critical to our future growth and success. Under the perpetual or periodic license model for software procurement, users of the software would typically install and operate the applications on their hardware. Because many companies are generally predisposed to maintaining control of their information technology, or IT, systems and infrastructure,

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there may be resistance to the concept of accessing software as a service provided by a third party. In addition, the market for on-demand software solutions is still evolving, and competitive dynamics may cause pricing levels to change as the market matures and as existing and new market participants introduce new types of solutions and different approaches to enable organizations to address their technology needs. As a result, we may be forced to reduce the prices we charge for our products and may be unable to renew existing customer agreements or enter into new customer agreements at the same prices and upon the same terms that we have historically. If the market for on-demand software solutions fails to grow, grows more slowly than we currently anticipate or evolves and forces us to reduce the prices we charge for our products, our bookings growth, revenue, gross margin and other operating results could be materially adversely affected.

Our operating results may fluctuate from quarter to quarter, which could make them difficult to predict.

Our quarterly operating results are tied to certain financial and operational metrics that have fluctuated in the past and may fluctuate significantly in the future. As a result, you should not rely upon our past quarterly operating results as indicators of future performance. Our operating results depend on numerous factors, many of which are outside of our control. In addition to the other risks described in this Risk Factors section, the following risks could cause our operating results to fluctuate:

- our ability to retain existing customers and attract new customers;
- the rates at which our customers renew;
- the timing and amount of costs of new and existing marketing and advertising efforts;
- the timing and amount of operating costs and capital expenditures relating to expansion of our business, operations and infrastructure;
- the cost and timing of the development and introduction of new product and service offerings by us or our competitors; and
- system or service failures, security breaches or network downtime.

We have a relatively short operating history in a relatively new and rapidly developing market, which makes it difficult to evaluate our business and future prospects.

Our business has a relatively short operating history and the market for our products and services is relatively new and rapidly developing, which makes it difficult to evaluate our business and future prospects. We have been in existence since 2004, and much of our growth has occurred in recent periods. We have encountered, and will continue to encounter, risks and difficulties frequently experienced by growing companies in rapidly changing industries, including those related to:

market acceptance of our current and future products and services;

customer renewal rates;

our ability to compete with other companies that are currently in, or may in the future enter, the market for our products;

our ability to successfully expand our business, especially internationally;

our ability to control costs, including our operating expenses;

the amount and timing of operating expenses, particularly sales and marketing expenses, related to the maintenance and expansion of our business, operations and infrastructure;

network outages or security breaches and any associated expenses;

foreign currency exchange rate fluctuations;

write-downs, impairment charges or unforeseen liabilities in connection with acquisitions;

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our ability to successfully manage acquisitions; and

general economic and political conditions in our domestic and international markets.

If we do not manage these risks successfully, our business will be harmed.

Our long-term success depends, in part, on our ability to expand the sales of our products to customers located outside of the United States, and thus our business is susceptible to risks associated with international sales and operations.

We currently maintain offices and have sales personnel in Australia, France, Japan, Singapore, South Korea, Spain, the United Arab Emirates and the United Kingdom, and we intend to expand our international operations. Any international expansion efforts that we may undertake may not be successful. In addition, conducting international operations subjects us to new risks that we have not generally faced in the United States. These risks include:

unexpected costs and errors in the localization of our products, including translation into foreign languages and adaptation for local practices and regulatory requirements;

lack of familiarity with and burdens of complying with foreign laws, legal standards, regulatory requirements, tariffs, and other barriers;

unexpected changes in regulatory requirements, taxes, trade laws, tariffs, export quotas, custom duties or other trade restrictions;

difficulties in managing systems integrators and technology partners;

differing technology standards;

longer accounts receivable payment cycles and difficulties in collecting accounts receivable;

difficulties in managing and staffing international operations and differing employer/employee relationships;

fluctuations in exchange rates that may increase the volatility of our foreign-based revenue;

potentially adverse tax consequences, including the complexities of foreign value added tax (or other tax) systems and restrictions on the repatriation of earnings;

uncertain political and economic climates; and

reduced or varied protection for intellectual property rights in some countries.

These factors may cause our costs of doing business in these geographies to exceed our comparable domestic costs. Operating in international markets also requires significant management attention and financial resources. Any negative impact from our international business efforts could negatively impact our business, results of operations and financial condition as a whole.

We must keep up with rapid technological change to remain competitive in a rapidly evolving industry.

Our markets are characterized by rapid technological change, frequent new product and service introductions and evolving industry standards. Our future success will depend on our ability to adapt quickly to rapidly changing technologies, to adapt our services and products to evolving industry standards and to improve the performance and reliability of our services and products. To achieve market acceptance for our products, we must effectively anticipate and offer products that meet changing customer demands in a timely manner. Customers may require features and functionality that our current products do not have. If we fail to develop products that satisfy customer preferences in a timely and cost-effective manner, our ability to renew our contracts with existing customers and our ability to create or increase demand for our products will be harmed.

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We may experience difficulties with software development, industry standards, design or marketing that could delay or prevent our development, introduction or implementation of new products and enhancements. The introduction of new products by competitors, the emergence of new industry standards or the development of entirely new technologies to replace existing offerings could render our existing or future products obsolete.

If we are unable to successfully develop or acquire new features and functionality, enhance our existing products to anticipate and meet customer requirements or sell our products into new markets, our bookings growth, revenue and results of operations will be adversely affected.

We face significant competition and may be unsuccessful against current and future competitors. If we do not compete effectively, our operating results and future growth could be harmed.

We compete with video sharing sites, in-house solutions, online video platforms and certain niche technology providers, as well as larger companies that offer multiple services, including those that may be used as substitute services for our products. Competition is already intense in these markets and, with the introduction of new technologies and market entrants, we expect competition to further intensify in the future. In addition, some of our competitors may make acquisitions, be acquired, or enter into strategic relationships to offer a more comprehensive service than we do. These combinations may make it more difficult for us to compete effectively. We expect these trends to continue as competitors attempt to strengthen or maintain their market positions.

Demand for our services is sensitive to price. Many factors, including our advertising, customer acquisition and technology costs, and our current and future competitors pricing and marketing strategies, can significantly affect our pricing strategies. There can be no assurance that we will not be forced to engage in price-cutting initiatives, or to increase our advertising and other expenses to attract and retain customers in response to competitive pressures, either of which could have a material adverse effect on our revenue, operating results and resources.

We will likely encounter significant, growing competition in our business from many sources, including portals and digital media retailers, search engines, social networking and consumer-sharing services companies, broadband media distribution platforms, technology suppliers, direct broadcast satellite television service companies and digital and traditional cable systems. Many of our present and likely future competitors have substantially greater financial, marketing, technological and other resources than we do. Some of these companies may even choose to offer services competitive with ours at no cost as a strategy to attract or retain customers of their other services. If we are unable to compete successfully with traditional and other emerging providers of competing services, our business, financial condition and results of operations could be adversely affected.

We depend on the experience and expertise of our executive officers, senior management team and key technical employees, and the loss of any key employee could have an adverse effect on our business, financial condition and results of operations.

Our success depends upon the continued service of our executive officers, senior management team and key technical employees, as well as our ability to continue to attract and retain additional highly qualified personnel. Each of our executive officers, senior management team, key technical personnel and other employees could terminate his or her relationship with us at any time. The loss of any member of our senior management team or key personnel might significantly delay or prevent the achievement of our business objectives and could materially harm our business and our customer relationships. In addition, because of the nature of our business, the loss of any significant number of our existing engineering, project management and sales personnel could have an adverse effect on our business, financial condition and results of operations.

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Our business and operations have experienced rapid growth and organizational change in recent periods, which has placed, and may continue to place, significant demands on our management and infrastructure. If we fail to manage our growth effectively and successfully recruit additional highly-qualified employees, we may be unable to execute our business plan, maintain high levels of service or address competitive challenges adequately.

We increased our number of full-time employees from 410 as of December 31, 2014, to 413 as of December 31, 2015 and to 490 as of December 31, 2016, and our revenue grew from $125.0 million in 2014 to $134.7 million in 2015 and to $150.3 million in 2016. Our headcount and operations have grown, both domestically and internationally, since our inception. This growth has placed, and will continue to place, a significant strain on our management, administrative, operational and financial infrastructure. We anticipate further growth will be required to address increases in our product and service offerings and continued international expansion. Our success will depend in part upon the ability of our senior management team to manage this growth effectively. To do so, we must continue to recruit, hire, train, manage and integrate a significant number of qualified managers, technical personnel and employees in specialized roles within our company, including in technology, sales and marketing. If our new employees perform poorly, or if we are unsuccessful in recruiting, hiring, training, managing and integrating these new employees, or retaining these or our existing employees, our business may suffer.

In addition, to manage the expected continued growth of our headcount, operations and geographic expansion, we will need to continue to improve our information technology infrastructure, operational, financial and management systems and procedures. Our expected additional headcount and capital investments will increase our costs, which will make it more difficult for us to address any future revenue shortfalls by reducing expenses in the short term. If we fail to successfully manage our growth we will be unable to successfully execute our business plan, which could have a negative impact on our business, financial condition or results of operations.

Potential future acquisitions could be difficult to integrate, divert the attention of key personnel, disrupt our business, dilute stockholder value and impair our financial results.

As part of our business strategy, we intend to consider acquisitions of companies, technologies and products that we believe could accelerate our ability to compete in our core markets or allow us to enter new markets. Acquisitions involve numerous risks, any of which could harm our business, including:

- difficulties in integrating the technologies, products, operations and existing contracts of a target company and realizing the anticipated benefits of the combined businesses;
- difficulties in integrating the personnel of a target company;
- difficulties in supporting and transitioning customers, if any, of a target company;
- diversion of financial and management resources from existing operations;
- the price we pay or other resources that we devote may exceed the value we realize, or the value we could have realized if we had allocated the purchase price or other resources to another opportunity;

risks of entering new markets in which we have limited or no experience;

potential loss of key employees, customers and strategic alliances from either our current business or a target company s business; and

inability to generate sufficient revenue to offset acquisition costs.

Acquisitions also frequently result in the recording of goodwill and other intangible assets which are subject to potential impairments in the future that could harm our financial results. In addition, if we finance acquisitions by issuing equity securities, our existing stockholders may be diluted. As a result, if we fail to properly evaluate acquisitions or investments, we may not achieve the anticipated benefits of any such acquisitions, and we may

incur costs in excess of what we anticipate. The failure to successfully evaluate and execute acquisitions or investments or otherwise adequately address these risks could materially harm our business and financial results.

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We may experience delays in product and service development, including delays beyond our control, which could prevent us from achieving our growth objectives and hurt our business.

Many of the problems, delays and expenses we may encounter may be beyond our control. Such problems may include, but are not limited to, problems related to the technical development of our products and services, problems with the infrastructure for the distribution and delivery of online media, the competitive environment in which we operate, marketing problems, consumer and advertiser acceptance and costs and expenses that may exceed current estimates. Problems, delays or expenses in any of these areas could have a negative impact on our business, financial conditions or results of operations.

Delays in the timely design, development, deployment and commercial operation of our product and service offerings, and consequently the achievement of our revenue targets and positive cash flow, could result from a variety of causes, including many causes that are beyond our control. Such delays include, but are not limited to, delays in the integration of new offers into our existing offering, changes to our products and services made to correct or enhance their features, performance or marketability or in response to regulatory developments or otherwise, delays encountered in the development, integration or testing of our products and services and the infrastructure for the distribution and delivery of online media and other systems, unsuccessful commercial launches of new products and services, delays in our ability to obtain financing, insufficient or ineffective marketing efforts and slower-than-anticipated consumer acceptance of our products. Delays in any of these matters could hinder or prevent our achievement of our growth objectives and hurt our business.

There is no assurance that the current cost of Internet connectivity and network access will not rise with the increasing popularity of online media services.

We rely on third-party service providers for our principal connections to the Internet and network access, and to deliver media to consumers. As demand for online media increases, there can be no assurance that Internet and network service providers will continue to price their network access services on reasonable terms. The distribution of online media requires delivery of digital content files and providers of network access and distribution may change their business models and increase their prices significantly, which could slow the widespread adoption of such services. In order for our services to be successful, there must be a reasonable price model in place to allow for the continuous distribution of digital media files. We have limited or no control over the extent to which any of these circumstances may occur, and if network access or distribution prices rise, our business, financial condition and results of operations would likely be adversely affected.

Failure of our infrastructure for the distribution and delivery of online media could adversely affect our business.

Our success as a business depends, in large part, on our ability to provide a consistently high-quality digital experience to consumers via our relationships and infrastructure for the distribution and delivery of online media generally. There is no guarantee that our relationships and infrastructure will not experience problems or other performance issues, which could seriously impair the quality and reliability of our delivery of digital media to end users. For example, we primarily use two content delivery networks, or CDNs, to deliver content to end users. If one or both of these CDNs were to experience sustained technical failures, it could cause delays in our service and we could lose customers. If we do not accurately predict our infrastructure capacity requirements, our customers could experience service outages or service degradation that may subject us to financial penalties and liabilities and result in customer losses. In the past we have, on limited occasions, suffered temporary interruptions of certain aspects of our service, including our customers ability to upload new content into our system, our customers ability to access administrative control of their accounts, and our ability to deliver content to end users in certain geographic locations. These service interruptions were the results of human error, hardware and software failures or failures of third-party

networks. On a limited number of occasions, these service interruptions have required us to provide service credits to customers. We cannot guarantee that service interruptions will not occur again or predict the duration of interruptions of our service or the impact of such interruptions on our customers. Failures and interruptions of our service may impact our reputation, result in our

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payment of compensation or service credits to our customers, result in loss of customers and adversely affect our financial results and ability to grow our business. In addition, if our hosting infrastructure capacity fails to keep pace with increased sales or if our delivery capabilities fail, customers may experience delays as we seek to obtain additional capacity or enable alternative delivery capability, which could harm our reputation and adversely affect our revenue growth.

We may have difficulty scaling and adapting our existing infrastructure to accommodate increased traffic and storage, technology advances or customer requirements.

In the future, advances in technology, increases in traffic and storage, and new customer requirements may require us to change our infrastructure, expand our infrastructure or replace our infrastructure entirely. Scaling and adapting our infrastructure is likely to be complex and require additional technical expertise. If we are required to make any changes to our infrastructure, we may incur substantial costs and experience delays or interruptions in our service. These delays or interruptions may cause customers and partners to become dissatisfied with our service and move to competing service providers. Our failure to accommodate increased traffic and storage, increased costs, inefficiencies or failures to adapt to new technologies or customer requirements and the associated adjustments to our infrastructure could harm our business, financial condition and results of operations.

We rely on software and services licensed from other parties. The loss of software or services from third parties could increase our costs and limit the features available in our products and services.

Components of our service and product offerings include various types of software and services licensed from unaffiliated parties. If any of the software or services we license from others or functional equivalents thereof were either no longer available to us or no longer offered on commercially reasonable terms, we would be required to either redesign our services and products to function with software or services available from other parties or develop these components ourselves. In either case, the transition to a new service provider or an internally-developed solution could result in increased costs and could result in delays in our product launches and the release of new service and product offerings. Furthermore, we might be forced to temporarily limit the features available in our current or future products and services. If we fail to maintain or renegotiate any of these software or service licenses, we could face significant delays and diversion of resources in attempting to license and integrate functional equivalents.

If our software products contain serious errors or defects, then we may lose revenue and market acceptance and may incur costs to defend or settle claims.

Complex software applications such as ours often contain errors or defects, particularly when first introduced or when new versions or enhancements are released. Despite internal testing and testing by our customers, our current and future products may contain serious defects, which could result in lost revenue, lost customers, slower growth or a delay in market acceptance.

Since our customers use our products for critical business applications, such as online video, errors, defects or other performance problems could result in damage to our customers. They could seek significant compensation from us for the losses they suffer. Although our customer agreements typically contain provisions designed to limit our exposure to claims, existing or future laws or unfavorable judicial decisions could negate these limitations. Even if not successful, a claim brought against us would likely be time-consuming and costly and could seriously damage our reputation in the marketplace, making it harder for us to sell our products.

Unauthorized disclosure of data, unauthorized access to our service and misuse of our service could adversely affect our business.

Any security breaches, unauthorized access, unauthorized usage, virus or similar breach or disruption could result in loss of confidential information, personal data and customer content, damage to our reputation, early termination of our contracts, litigation, regulatory investigations, increased costs or other liabilities. If our

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security measures, or those of our partners or service providers, are breached as a result of third-party action, employee error, malfeasance or otherwise and, as a result, someone obtains unauthorized access to confidential information, personal data or customer content, our reputation will be damaged, our business may suffer or we could incur significant liability. If the measures we have put in place to limit or restrict access to and use of functionality, usage entitlements and support for customers or prospective customers are breached, circumvented or ineffective as a result of third-party action, employee error, malfeasance or otherwise and, as a result, someone obtains unauthorized access to and use of functionality, usage entitlements and support, our business may suffer or we could incur significant liability and/or costs.

Techniques used to obtain unauthorized access or use or to sabotage systems change frequently and generally are not recognized until launched against a target. As a result, we may be unable to anticipate these techniques or to implement adequate preventative measures. If an actual or perceived security breach occurs, the market perception of our security measures could be harmed and we could lose sales and customers. Any significant violations of data privacy or unauthorized disclosure of information could result in the loss of business, litigation and regulatory investigations and penalties that could damage our reputation and adversely impact our results of operations and financial condition. Moreover, if a security breach occurs with respect to another software as a service, or SaaS, provider, our customers and potential customers may lose trust in the security of the SaaS business model generally, which could adversely impact our ability to retain existing customers or attract new ones.

We use a limited number of data centers and cloud computing services facilities to deliver our services. Any disruption of service at these facilities could harm our business.

We manage our services and serve all of our customers from a limited number of third-party data center facilities and cloud computing services facilities. While we control the actual computer and storage systems upon which our software runs, and deploy them to the data center facilities, we do not control the operation of these facilities.

The owners of these facilities have no obligation to renew their agreements with us on commercially reasonable terms, or at all. If we are unable to renew these agreements on commercially reasonable terms, we may be required to transfer to new facilities, and we may incur significant costs and possible service interruption in connection with doing so.

Any changes in third-party service levels at these facilities or any errors, defects, disruptions or other performance problems at or related to these facilities that affect our services could harm our reputation and may damage our customers businesses. Interruptions in our services might reduce our revenue, cause us to issue credits to customers, subject us to potential liability, and cause customers to terminate their subscriptions or harm our renewal rates.

These facilities are vulnerable to damage or service interruption resulting from human error, intentional bad acts, security breaches, earthquakes, hurricanes, floods, fires, war, terrorist attacks, power losses, hardware failures, systems failures, telecommunications failures and similar events. For example, on September 18, 2014, we suffered a service disruption resulting from a distributed denial-of-service attack at third-party data center facilities used by us. By September 20, 2014, we had restored the services impacted by the attack. We contacted federal law enforcement authorities regarding the denial-of-service attack and cooperated with them. We also conducted an assessment of our internet service providers and data center providers, potential future vulnerability to malicious activity, and the sufficiency of our infrastructure to withstand and recover rapidly from such attacks. While this matter did not have a material adverse effect on our operating results, there can be no assurance that such incidents will not occur again, and they could occur more frequently and on a more significant scale. The occurrence of a natural disaster or an act of terrorism, or vandalism or other misconduct, or a decision to close the facilities without adequate notice or other unanticipated problems could result in lengthy interruptions in our services.

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Our business may be adversely affected by third-party claims, including by governmental bodies, regarding the content and advertising distributed through our service.

We rely on our customers to secure the rights to redistribute content over the Internet, and we do not screen the content that is distributed through our service. There is no assurance that our customers have licensed all rights necessary for distribution, including Internet distribution. Other parties may claim certain rights in the content of our customers.

In the event that our customers do not have the necessary distribution rights related to content, we may be required to cease distributing such content, or we may be subject to lawsuits and claims of damages for infringement of such rights. If these claims arise with frequency, the likelihood of our business being adversely affected would rise significantly. In some cases, we may have rights to indemnification or claims against our customers if they do not have appropriate distribution rights related to specific content items, however there is no assurance that we would be successful in any such claim.

We operate an open publishing platform and do not screen the content that is distributed through our service. Content may be distributed through our platform that is illegal or unlawful under international, federal, state or local laws or the laws of other countries. We may face lawsuits, claims or even criminal charges for such distribution, and we may be subject to civil, regulatory or criminal sanctions and damages for such distribution. Any such claims or investigations could adversely affect our business, financial condition and results of operations.

We could incur substantial costs as a result of any claim of infringement of another party s intellectual property rights.

In recent years, there has been significant litigation in the United States involving patents and other intellectual property rights. Companies providing Internet-related products and services are increasingly bringing and becoming subject to suits alleging infringement of proprietary rights, particularly patent rights. These risks have been amplified by the increase in third parties whose sole or primary business is to assert such claims, some of whom have sent letters to and/or filed suit alleging infringement against some of our customers. From time to time, third parties claim that we are infringing upon their intellectual property rights. For information regarding these claims, see Part I, Item 3, Legal Proceedings. We could incur substantial costs in prosecuting or defending any intellectual property litigation. Additionally, the defense or prosecution of claims could be time-consuming, and could divert our management s attention away from the execution of our business plan.

Moreover, any settlement or adverse judgment resulting from a claim could require us to pay substantial amounts or obtain a license to continue to use the technology that is the subject of the claim, or otherwise restrict or prohibit our use of the technology. There can be no assurance that we would be able to obtain a license from the third party asserting the claim on commercially reasonable terms, if at all, that we would be able to develop alternative technology on a timely basis, if at all, or that we would be able to obtain a license to use a suitable alternative technology to permit us to continue offering, and our customers to continue using, our affected product or service. In addition, we may be required to indemnify our customers for third-party intellectual property infringement claims, which would increase the cost to us. An adverse determination could also prevent us from offering our products or services to others. Infringement claims asserted against us may have an adverse effect on our business, financial condition and results of operations.

Our agreements with customers often include contractual obligations to indemnify them against claims that our products infringe the intellectual property rights of third parties. The results of any intellectual property litigation to which we might become a party, or for which we are required to provide indemnification, may force us to do one or

more of the following:

- cease selling or using products or services that incorporate the challenged intellectual property;
- make substantial payments for costs or damages;

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obtain a license, which may not be available on reasonable terms, to sell or use the relevant technology; or

redesign those products or services to avoid infringement.

If we are required to make substantial payments or undertake any of the other actions noted above as a result of any intellectual property infringement claims against us or any obligation to indemnify our customers for such claims, such payments or costs could have a material adverse effect upon our business and financial results.

Failure to adequately protect our intellectual property could substantially harm our business and operating results.

Because our business depends substantially on our intellectual property, the protection of our intellectual property rights is important to the success of our business. We rely upon a combination of trademark, patent, trade secret and copyright law and contractual restrictions to protect our intellectual property. These afford only limited protection. Despite our efforts to protect our property rights, unauthorized parties may attempt to copy aspects of our products, service, software and functionality or obtain and use information that we consider proprietary. Moreover, policing our proprietary rights is difficult and may not always be effective. In addition, we may need to enforce our rights under the laws of countries that do not protect proprietary rights to as great an extent as do the laws of the United States.

Litigation or proceedings before the U.S. Patent and Trademark Office or other governmental authorities and administrative bodies in the United States and abroad may be necessary in the future to enforce our intellectual property rights, to protect our patent rights, trade secrets, trademarks and domain names, and to determine the validity and scope of the proprietary rights of others. Such litigation or proceedings may be very costly and impact our financial performance. We may also incur substantial costs defending against frivolous litigation or be asked to indemnify our customers against the same. Our efforts to enforce or protect our proprietary rights may prove to be ineffective and could result in substantial costs and diversion of resources and could substantially harm our operating results.

Our exposure to risks associated with the use of intellectual property may increase as a result of acquisitions, as we have less opportunity to have visibility into the development process with respect to acquired technology or the care taken to safeguard against infringement risks. Third parties may make infringement and similar or related claims after we have acquired technology that had not been asserted prior to our acquisition.

Confidentiality agreements with employees and others may not adequately prevent disclosure of trade secrets and other proprietary information.

We have devoted substantial resources to the development of our technology, business operations and business plans. In order to protect our trade secrets and proprietary information, we rely in significant part on confidentiality agreements with our employees, licensees, independent contractors, advisers and customers. These agreements may not be effective to prevent disclosure of confidential information, including trade secrets, and may not provide an adequate remedy in the event of unauthorized disclosure of confidential information. In addition, others may independently discover trade secrets and proprietary information, and in such cases we would not be able to assert trade secret rights against such parties. To the extent that our employees and others with whom we do business use intellectual property owned by others in their work for us, disputes may arise as to the rights in related or resulting know-how and inventions. Laws regarding trade secret rights in certain markets in which we operate may afford little or no protection to our trade secrets. The loss of trade secret protection could make it easier for third parties to compete with our products by copying functionality. In addition, any changes in, or unexpected interpretations of, the trade secret and other intellectual property laws in any country in which we operate may compromise our ability to enforce our trade secret and intellectual property rights. Costly and time-consuming litigation could be necessary to

enforce and determine the scope of our proprietary rights, and failure to obtain or maintain trade secret protection could adversely affect our competitive business position.

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Our use of open source software could negatively affect our ability to sell our services and subject us to possible litigation.

A portion of the technology licensed by us incorporates open source software, and we may incorporate open source software in the future. Such open source software is generally licensed by its authors or other third parties under open source licenses. If we fail to comply with these licenses, we may be subject to certain conditions, including requirements that we offer our services that incorporate the open source software for no cost, that we make available source code for modifications or derivative works we create based upon, incorporating or using the open source software and that we license such modifications or alterations under the terms of the particular open source license. If an author or other third party that distributes such open source software were to allege that we had not complied with the conditions of one or more of these licenses, we could be required to incur significant legal expenses defending against such allegations and could be subject to significant damages, enjoined from the sale of our services that contained the open source software and required to comply with the foregoing conditions, which could disrupt the distribution and sale of some of our services.

Fluctuations in the exchange rate of foreign currencies could result in currency translation losses.

We currently have foreign sales denominated in Australian dollars, British pound sterling, Euros, Japanese yen and New Zealand dollars and may, in the future, have sales denominated in the currencies of additional countries in which we establish or have established sales offices. In addition, we incur a portion of our operating expenses in British pound sterling, Euros and, to a lesser extent, other foreign currencies. Any fluctuation in the exchange rate of these foreign currencies may negatively impact our business, financial condition and operating results. We have not previously engaged in foreign currency hedging. If we decide to hedge our foreign currency exposure, we may not be able to hedge effectively due to lack of experience, unreasonable costs or illiquid markets.

We may be required to collect sales and use taxes on the services we sell in additional jurisdictions in the future, which may decrease sales, and we may be subject to liability for sales and use taxes and related interest and penalties on prior sales.

State and local taxing jurisdictions have differing rules and regulations governing sales and use taxes and these rules and regulations are subject to varying interpretations that may change over time. In particular, the applicability of sales and use taxes to our subscription services in various jurisdictions is unclear. We cannot assure you that we will not be subject to sales and use taxes or related penalties for past sales in states where we presently believe sales and use taxes are not due. We reserve estimated sales and use taxes in our financial statements but we cannot be certain that we have made sufficient reserves to cover all taxes that might be assessed.

If one or more taxing authorities determines that taxes should have, but have not, been paid with respect to our services, we may be liable for past taxes in addition to being required to collect sales or similar taxes in respect of our services going forward. Liability for past taxes may also include substantial interest and penalty charges. Our client contracts typically provide that our clients must pay all applicable sales and similar taxes. Nevertheless, clients may be reluctant to pay back taxes and may refuse responsibility for interest or penalties associated with those taxes or we may determine that it would not be feasible to seek reimbursement. If we are required to collect and pay back taxes and the associated interest and penalties and if our clients do not reimburse us for all or a portion of these amounts, we will incur unplanned expenses that may be substantial. Moreover, imposition of such taxes on our services going forward will effectively increase the cost of such services to our clients and may adversely affect our ability to retain existing clients or to gain new clients in the areas in which such taxes are imposed.

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Government and industry regulation of the Internet is evolving and could directly restrict our business or indirectly affect our business by limiting the growth of our markets. Unfavorable changes in government regulation or our failure to comply with regulations could harm our business and operating results.

Federal, state and foreign governments and agencies have adopted and could in the future adopt regulations covering issues such as user privacy, content, and taxation of products and services. Government regulations could limit the market for our products and services or impose burdensome requirements that render our business unprofitable. Our products enable our customers to collect, manage and store a wide range of data. The United States and various state governments have adopted or proposed limitations on the collection, distribution and use of personal information. Several foreign jurisdictions, including the European Union and the United Kingdom, have adopted legislation (including directives or regulations) that increase or change the requirements governing data collection and storage in these jurisdictions. If our privacy or data security measures fail to comply with current or future laws and regulations, we may be subject to litigation, regulatory investigations or other liabilities, or our customers may terminate their relationships with us.

In addition, although many regulations might not apply to our business directly, we expect that laws regulating the solicitation, collection or processing of personal and consumer information could affect our customers ability to use and share data, potentially reducing demand for our services. The Telecommunications Act of 1996 and the European Union Data Protection Directive along with other similar laws and regulations prohibit certain types of information and content from being transmitted over the Internet. The scope of this prohibition and the liability associated with a violation are currently unsettled. In addition, although substantial portions of the Communications Decency Act were held to be unconstitutional, we cannot be certain that similar legislation will not be enacted and upheld in the future. Legislation like the Telecommunications Act and the Communications Decency Act could dampen the growth in web usage and decrease its acceptance as a medium of communications and commerce. Moreover, if future laws and regulations limit our customers ability to use and share consumer data or our ability to store, process and share data with our customers over the Internet, demand for our products could decrease, our costs could increase, and our results of operations and financial condition could be harmed.

In addition, taxation of services provided over the Internet or other charges imposed by government agencies or by private organizations for accessing the Internet may be imposed. Any regulation imposing greater fees for Internet use or restricting information exchange over the Internet could result in a decline in the use of the Internet and the viability of Internet-based services, which could harm our business and operating results.

Our stock price has been volatile and is likely to be volatile in the future.

The market price of our common stock has been and is likely to be highly volatile and could be subject to significant fluctuations in response to, among other things, the risk factors described in this report and other factors beyond our control. Market prices for securities of early stage companies have historically been particularly volatile. Some, but not all, of the factors that may cause the market price of our common stock to fluctuate include:

- fluctuations in our quarterly or annual financial results or the quarterly or annual financial results of companies perceived to be similar to us or relevant for our business;

- changes in estimates of our financial results or recommendations by securities analysts;

failure of our products to achieve or maintain market acceptance;

changes in market valuations of similar or relevant companies;

success of competitive service offerings or technologies;

changes in our capital structure, such as the issuance of securities or the incurrence of debt;

announcements by us or by our competitors of significant services, contracts, acquisitions or strategic alliances;

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regulatory developments in the United States, foreign countries, or both;

litigation;

additions or departures of key personnel;

investors general perceptions; and

changes in general economic, industry or market conditions.

In addition, if the market for technology stocks, or the stock market in general, experiences a loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business, financial condition, or results of operations. If any of the foregoing occurs, it could cause our stock price to fall and may expose us to lawsuits that, even if unsuccessful, could be costly to defend and a distraction to management.

Our business and operations could be adversely affected if we are subject to stockholder activism, which could cause us to incur significant expense and impact the market price of our common stock.

In recent years, proxy contests and other forms of stockholder activism have been directed against numerous public companies. Stockholder activism, including potential proxy contests, could result in substantial costs and divert the attention of our management and our board of directors and resources from our business. Activist campaigns can create perceived uncertainties as to our future direction, strategy or leadership and may result in the loss of potential business opportunities and harm our ability to attract new customers, employees and investors. In addition, we may be required to incur significant legal fees and other expenses related to any activist stockholder matters. Further, the market price of our common stock could be subject to significant fluctuation or otherwise be adversely affected by the events, risks, and uncertainties of any stockholder activism.

If securities or industry analysts do not publish, or cease publishing, research or reports about us, our business or our market, or if they adversely change their recommendations regarding our stock, our stock price and trading volume could decline.

The trading market for our common stock will be influenced by research and reports that industry or security analysts may publish about us, our business, our market or our competitors. If any of the analysts who may cover us adversely change their recommendations regarding our stock, or provide more favorable relative recommendations about our competitors, our stock price would likely decline. If any analyst who may cover us were to cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

We are an emerging growth company and we cannot be certain if the reduced disclosure requirements applicable to emerging growth companies will make our common stock less attractive to investors.

We are an emerging growth company, as defined in the Jumpstart Our Business Startups Act of 2012, or the JOBS Act, and we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies including, but not limited to, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements and exemptions from the

requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We cannot predict if investors will find our common stock less attractive because we may rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile. We may take advantage of these reporting exemptions until we are no longer an emerging growth company.

In addition, Section 107 of the JOBS Act also provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an emerging growth company can delay the

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adoption of certain accounting standards until those standards would otherwise apply to private companies. However, we chose to opt out of such extended transition period, and as a result, we will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies. Section 107 of the JOBS Act provides that our decision to opt out of the extended transition period for complying with new or revised accounting standards is irrevocable.

We do not expect to declare any dividends in the foreseeable future.

We do not anticipate declaring any dividends to holders of our common stock in the foreseeable future. Consequently, investors may need to rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investment. Investors seeking dividends should not purchase our common stock.

We may be unable to meet our future capital requirements, which could limit our ability to grow.

We believe our existing cash and cash equivalents will be sufficient to meet our anticipated working capital and capital expenditure needs over at least the next 12 months. We may, however, need, or could elect to seek, additional funding at any time. To the extent that existing resources are insufficient to fund our business operations, our future activities for the expansion of our service and our product offerings, developing and sustaining our relationships and infrastructure for the distribution and delivery of digital media online, marketing, and supporting our office facilities, we may need to raise additional funds through equity or debt financing. Additional funds may not be available on terms favorable to us or our stockholders. Furthermore, if we issue equity securities, our stockholders may experience additional dilution or the new equity securities may have rights, preferences and privileges senior to those of our existing classes of stock. If we cannot raise funds on acceptable terms, we may not be able to develop or enhance our products, take advantage of future opportunities or respond to competitive pressures or unanticipated requirements.

Failure to maintain effective internal control over financial reporting could result in our failure to accurately report our financial results. Any inability to report and file our financial results accurately and timely could harm our business and adversely impact investor confidence in our company and, as a result, the value of our common stock.

We are required to evaluate our internal control over financial reporting in connection with Section 404 of the Sarbanes-Oxley Act, and our independent registered public accounting firm is required to attest to the effectiveness of our internal control over financial reporting. This assessment includes the disclosure of any material weaknesses in our internal control over financial reporting identified by our management, as well as our independent registered public accounting firm s attestation report on our internal control over financial reporting. During the evaluation and testing process, if we identify one or more material weaknesses in our internal control over financial reporting, we will be unable to assert that our internal control over financial reporting is effective. If we are unable to assert that our internal control over financial reporting is effective, or if our independent registered public accounting firm is unable to express an opinion on the effectiveness of our internal control over financial reporting, we could lose investor confidence in the accuracy and completeness of our financial reports, which could have a material adverse effect on the price of our common stock.

Anti-takeover provisions contained in our amended and restated certificate of incorporation and amended and restated bylaws, as well as provisions of Delaware law, could impair a takeover attempt.

Our amended and restated certificate of incorporation and bylaws, and Delaware law, contain provisions that could have the effect of rendering more difficult or discouraging an acquisition deemed undesirable by our board of

directors. Our corporate governance documents include provisions:

authorizing blank check preferred stock, which could be issued with voting, liquidation, dividend, and other rights superior to our common stock;

limiting the liability of, and providing indemnification to, our directors and officers;

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limiting the ability of our stockholders to call and bring business before special meetings and to take action by written consent in lieu of a meeting;

requiring advance notice of stockholder proposals for business to be conducted at meetings of our stockholders and for nominations of candidates for election to our board of directors;

controlling the procedures for the conduct and scheduling of board of directors and stockholder meetings;

providing our board of directors with the express power to postpone previously scheduled annual meetings and to cancel previously scheduled special meetings;

establishing a classified board of directors so that not all members of our board are selected at one time;

limiting the determination of the number of directors on our board of directors and the filling of vacancies or newly created seats on the board to our board of directors then in office; and

providing that directors may be removed by stockholders only for cause.

These provisions, alone or together, could delay hostile takeovers and changes in control of our company or changes in our management.

As a Delaware corporation, we are also subject to provisions of Delaware law, including Section 203 of the Delaware General Corporation Law, which prevents some stockholders holding more than 15% of our outstanding common stock from engaging in certain business combinations without approval of the holders of substantially all of our outstanding common stock. Any provision of our amended and restated certificate of incorporation or bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for our common stock.

We record substantial expenses related to our issuance of equity awards that may have a material adverse impact on our operating results for the foreseeable future.

We expect our stock-based compensation expenses will continue to be significant in future periods, which will have an adverse impact on our operating results. The model used by us requires the input of highly subjective assumptions, including the price volatility of the option s underlying stock. If facts and circumstances change and we employ different assumptions for estimating stock-based compensation expense in future periods, or if we decide to use a different valuation model, the future period expenses may differ significantly from what we have recorded in the current period and could materially affect the fair value estimate of stock-based payments, our operating income, net income and net income per share.

Failure of our customers to pay the amounts owed to us, or to pay such amounts in a timely manner, may adversely affect our financial condition and operating results.

If any of our significant customers have insufficient liquidity, we could encounter significant delays or defaults in payments owed to us by such customers, and we may need to extend our payment terms or restructure the receivables owed to us, which could have a significant adverse effect on our financial condition, including impacting the timing of revenue recognition. Any deterioration in the financial condition of our customers will increase the risk of uncollectible receivables. Global economic uncertainty could also affect our customers ability to pay our receivables in a timely manner or at all or result in customers going into bankruptcy or reorganization proceedings, which could also affect our ability to collect our receivables.

Item 1B. Unresolved Staff Comments

Not applicable.

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Item 2. Properties

Our corporate headquarters are located in Boston, Massachusetts. We lease 82,184 square feet pursuant to a lease that terminates March 31, 2022. We have sales and marketing offices in Tokyo, Japan; Sydney, Australia; Seoul, South Korea; Singapore; and Dubai, United Arab Emirates. Our offices in New York, New York; London, England; Seattle, Washington; San Francisco, California; and Tempe, Arizona are used for sales and marketing as well as research and development. We believe our facilities are adequate for our current needs.

The Company s primary office lease has the option to renew the lease for two successive periods of five years each. In connection with the office lease, the Company entered into a letter of credit in the amount of $2.4 million.

Item 3. Legal Proceedings

On July 8, 2016, a complaint was filed by Brand Technologies, Inc. naming us, along with several others, as a defendant in a case alleging copyright infringement, violations of the Lanham Act, unfair competition and related claims (Brand Technologies, Inc. v. Cox Enterprises, Inc., et al., United States District Court for the Central District of California). The complaint alleges that Cox Media Group (CMG) engaged in the unlicensed provision of copyrighted videos, acquired from AOL and owned by the plaintiff, on CMG websites by using our technology. The complaint seeks actual and statutory damages, costs and injunctive relief. Brightcove is being indemnified in this matter. We cannot yet determine whether it is probable that a loss will be incurred in connection with this complaint, nor can we reasonably estimate the potential loss, if any.

On July 30, 2016, a complaint was filed by Autumn Cloud LLC naming us as a defendant in a patent infringement case (Autumn Cloud LLC v. Brightcove Inc., United States District Court for the Eastern District of Texas). The complaint alleged that we infringed U.S. Patent 7,606,843 with an issue date of October 20, 2009, entitled System and Method for Customizing the Storage and Management of Device Data in a Networked Environment, and U.S. Patent 8,239,347 with an issue date of August 7, 2012, entitled System and Method for Customizing the Storage and Management of Device Data in a Networked Environment. The complaint sought monetary damages and declarations of infringement. Brightcove acquired a license to the patents-in-suit via a third-party and as a result the complaint has been dismissed with prejudice. Brightcove did not incur any loss in this matter.

In addition, we are, from time to time, party to litigation arising in the ordinary course of our business. Management does not believe that the outcome of these claims will have a material adverse effect on our consolidated financial position, results of operations or cash flows based on the status of proceedings at this time.

Item 4. Mine Safety Disclosures

Not applicable.

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PART II

Item 5. Market for Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock has been traded on the NASDAQ Global Market under the symbol BCOV since our initial public offering on February 17, 2012. Prior to this time, there was no public market for our common stock. The following table shows the high and low sale prices per share of our common stock as reported on the NASDAQ Global Market for the periods indicated:

	High	Low
2015		
First Quarter 2015	8.46	6.83
Second Quarter 2015	7.72	6.36
Third Quarter 2015	7.01	4.80
Fourth Quarter 2015	7.16	4.79
2016		
First Quarter 2016	6.31	4.82
Second Quarter 2016	8.88	5.97
Third Quarter 2016	13.29	8.77
Fourth Quarter 2016	13.60	7.65

On February 15, 2017, the last reported sale price for our common stock on the NASDAQ Global Market was $7.10 per share.

Dividend Policy

We have never paid or declared any cash dividends on our common stock. We currently intend to retain any cash flow to finance the growth and development of our business, and we do not expect to pay any cash dividends on our common stock in the foreseeable future. Payment of future dividends, if any, will be at the discretion of our board of directors and will depend on our financial condition, results of operations, capital requirements, restrictions contained in current or future financing instruments and other factors our board of directors deems relevant.

Stockholders

As of February 15, 2017, there were approximately 116 holders of record of our common stock (not including beneficial holders of stock held in street name).

Stock Performance Graph

The graph set forth below compares the cumulative total stockholder return on our common stock between February 17, 2012 (the date of our initial public offering) and December 31, 2016, with the cumulative total return of (a) the NASDAQ Computer & Data Processing Index and (b) the NASDAQ Composite Index, over the same period. This graph assumes the investment of $100 on February 17, 2012 in our common stock, the NASDAQ Computer & Data Processing Index and the NASDAQ Composite Index and assumes the reinvestment of dividends, if any. The graph assumes our closing sales price on February 17, 2012 of $14.30 per share as the initial value of our common

stock and not the initial offering price to the public of $11.00 per share.

The comparisons shown in the graph below are based upon historical data. We caution that the stock price performance shown in the graph below is not necessarily indicative of, nor is it intended to forecast, the potential future performance of our common stock. Information used in the graph was obtained from the NASDAQ Stock Market LLC, a financial data provider and a source believed to be reliable. The NASDAQ Stock Market LLC is not responsible for any errors or omissions in such information.

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	2/17/2012	12/31/2012	12/31/2013	12/31/2014	12/31/2015	12/31/2016
Brightcove Inc.	100.0	63.2	98.9	54.4	43.4	56.3
NASDAQ Composite Index	100.0	102.3	141.5	160.4	169.6	182.4
NASDAQ Computer & Data Processing Index	100.0	97.4	128.5	154.0	163.6	183.7

Sales of Unregistered Securities

Not applicable.

Use of Proceeds from Public Offering of Common Stock

On February 16, 2012, our registration statement on Form S-1 (File No. 333-176444) was declared effective for our initial public offering. On February 23, 2012, we closed our initial public offering of 5,750,000 shares of common stock, including 750,000 shares pursuant to the underwriters overallotment option, at an offering price of $11.00 per share. The managing underwriters of the offering were Morgan Stanley & Co. LLC, and Stifel, Nicolaus & Company, Incorporated. Following the sale of the shares in connection with the closing of our initial public offering, the offering terminated.

As a result of the offering, including the underwriters option to purchase additional shares, we received net proceeds of approximately $54.5 million, after deducting total expenses of approximately $8.7 million, consisting of underwriting discounts and commissions of $4.4 million and offering-related expenses reasonably estimated to be $4.3 million. None of such payments were direct or indirect payments to any of our directors or officers or their associates, to persons owning 10% or more of our common stock, or to any of our affiliates.

We have used $7.0 million of the net proceeds from our initial public offering to repay certain indebtedness. None of such payments were direct or indirect payments to any of our directors or officers or their associates, to persons owning 10% or more of our common stock, or to any of our affiliates. We also used approximately $27.4 million of the net proceeds from our initial public offering as consideration for the purchase of Zencoder in

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August 2012. On January 31, 2014, we acquired substantially all of the assets of Unicorn for total consideration of approximately $39.7 million, which was funded by approximately $9.1 million of the net proceeds from our initial public offering and 2,850,547 shares of our common stock.

There has been no material change in the planned use of proceeds from our initial public offering as described in our final prospectus filed with the SEC on February 17, 2012 pursuant to Rule 424(b) under the Securities Act.

Purchases of Equity Securities by the Issuer or Affiliated Purchasers

There were no repurchases of shares of common stock made during the year ended December 31, 2016.

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Item 6. Selected Consolidated Financial Data

The following selected consolidated financial data should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations , the consolidated financial statements and related notes, and other financial information included in this Annual Report on Form 10-K.

We derived the consolidated financial data for the years ended December 31, 2016, 2015 and 2014 and as of December 31, 2016 and 2015 from our audited consolidated financial statements, which are included elsewhere in this Annual Report on Form 10-K. We derived the consolidated financial data for the years ended December 31, 2013 and 2012 and as of December 31, 2014, 2013 and 2012 from our audited consolidated financial statements, which are not included in this Annual Report on Form 10-K. Historical results are not necessarily indicative of the results to be expected in future periods.

	Year Ended December 31,				
	2016	2015	2014 [2]	2013	2012 [1]
	(in thousands, except per share data)				
Consolidated statements of operations data:					
Revenue:					
Subscription and support revenue	$ 142,022	$ 131,010	$ 120,324	$ 103,116	$ 84,257
Professional services and other revenue	8,244	3,696	4,693	6,779	3,716
Total revenue	150,266	134,706	125,017	109,895	87,973
Cost of revenue: [3] [4]					
Cost of subscription and support revenue	48,011	41,735	38,015	29,205	22,553
Cost of professional services and other revenue	7,836	4,742	5,718	7,585	4,831
Total cost of revenue	55,847	46,477	43,733	36,790	27,384
Gross profit	94,419	88,229	81,284	73,105	60,589
Operating expenses: [3] [4]					
Research and development	30,171	29,302	28,252	21,052	18,725
Sales and marketing	54,038	45,795	46,014	41,000	38,725
General and administrative	19,167	19,862	19,136	18,478	16,734
Merger-related	21	201	3,075	2,069	1,852
Total operating expenses	103,397	95,160	96,477	82,599	76,036
Loss from operations	(8,978)	(6,931)	(15,193)	(9,494)	(15,447)
Other income (expense):					
Interest income	99	6	11	58	106
Interest expense	(63)	(96)	(96)		(241)
Other expense, net	(634)	(168)	(1,355)	(594)	(359)
Total other expense, net	(598)	(258)	(1,440)	(536)	(494)
Loss before income taxes and non-controlling interest in consolidated subsidiary	(9,576)	(7,189)	(16,633)	(10,030)	(15,941)

Provision for (benefit from) income taxes	410	391	260	212	(3,489)
Consolidated net loss	(9,986)	(7,580)	(16,893)	(10,242)	(12,452)
Net income attributable to non-controlling interest in consolidated subsidiary				(20)	(734)
Net loss attributable to Brightcove Inc.	(9,986)	(7,580)	(16,893)	(10,262)	(13,186)
Accretion of dividends on redeemable convertible preferred stock					(733)
Net loss attributable to common stockholders	$ (9,986)	$ (7,580)	$ (16,893)	$ (10,262)	$ (13,919)
Net loss per share attributable to common stockholders basic and diluted	$ (0.30)	$ (0.23)	$ (0.53)	$ (0.36)	$ (0.57)
Weighted-average number of common shares used in computing net loss per share attributable to common stockholders basic and diluted	33,189	32,598	31,949	28,351	24,626

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(1) The results of operations for Zencoder have been included in our consolidated financial statements since the date of acquisition on August 14, 2012.
(2) The results of operations for Unicorn have been included in our consolidated financial statements since the date of acquisition on January 31, 2014.

	Year Ended December 31,				
	2016	2015	2014	2013	2012 (1)
	(in thousands)				
(3) Stock-based compensation included in above line items:					
Cost of subscription and support revenue	$ 324	$ 181	$ 218	$ 248	$ 125
Cost of professional services and other revenue	217	181	141	149	116
Research and development	1,275	1,392	1,399	1,191	687
Sales and marketing	2,320	2,155	2,193	2,225	1,606
General and administrative	1,876	2,105	2,436	2,588	3,309
Total stock-based compensation	$ 6,012	$ 6,014	$ 6,387	$ 6,401	$ 5,843
(4) Amortization of acquired intangible assets included in above line items:					
Cost of subscription and support revenue	$ 2,031	$ 2,031	$ 1,946	$ 1,013	$ 379
Research and development	126	126	140	39	15
Sales and marketing	959	955	1,114	667	250
Total amortization of acquired intangible assets	$ 3,116	$ 3,112	$ 3,200	$ 1,719	$ 644

	As of December 31,				
	2016	2015	2014	2013	2012
	(in thousands)				
Consolidated Balance Sheet Data:					
Cash and cash equivalents	$ 36,813	$ 27,637	$ 22,916	$ 36,108	$ 33,041
Accounts receivable, net	21,575	21,213	21,463	21,560	18,596
Property and equipment, net	9,264	8,689	10,372	8,795	8,400
Working capital	7,792	6,592	4,582	20,634	20,656
Total assets	136,424	127,668	127,584	103,126	96,993
Current and long-term deferred revenue	34,756	29,931	29,704	23,818	19,216
Total stockholders equity	78,196	78,135	80,763	60,380	64,492

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Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the financial statements and related notes appearing elsewhere in this Annual Report on Form 10-K. The following discussion contains forward-looking statements that reflect our plans, estimates, and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this Annual Report on Form 10-K, particularly in Risk Factors.

Overview

We are a leading global provider of cloud-based services for video. We were incorporated in Delaware in August 2004 and our headquarters are in Boston, Massachusetts. Our suite of products and services reduce the cost and complexity associated with publishing, distributing, measuring and monetizing video across devices.

Brightcove Video Cloud, or Video Cloud, our flagship product released in 2006, is the world s leading online video platform. Video Cloud enables our customers to publish and distribute video to Internet-connected devices quickly, easily and in a cost-effective and high-quality manner. Brightcove Zencoder, or Zencoder, is a cloud-based video encoding service. Brightcove Once, or Once, is an innovative, cloud-based ad insertion and video stitching service that addresses the limitations of traditional online video ad insertion technology. Brightcove Perform, or Perform, is a cloud-based service for creating and managing video player experiences. Brightcove Video Marketing Suite, or Video Marketing Suite, is a comprehensive suite of video technologies designed to address the needs of marketers to drive awareness, engagement and conversion. Brightcove Lift, or Lift, is a solution designed to defeat ad blockers, optimize ad delivery and deliver a premium TV-like viewing experience across connected platforms. Brightcove OTT Flow, powered by Accedo, or OTT Flow, released in April 2016, is a service for media companies and content owners to rapidly deploy high-quality, direct-to-consumer, live and on-demand video services across platforms. Brightcove Enterprise Video Suite, or Enterprise Video Suite, released in August 2016, is an enterprise-class platform for internal communications, employee training, live streaming, marketing and ecommerce videos.

Our philosophy for the next few years will continue to be to invest in our product strategy and development, sales, and go-to-market to support our long-term revenue growth. We believe these investments will help us address some of the challenges facing our business such as demand for our products by existing and potential customers, rapid technological change in our industry, increased competition and resulting price sensitivity. These investments include support for the expansion of our infrastructure within our hosting facilities, the hiring of additional technical and sales personnel, the innovation of new features for existing products and the development of new products. We believe this strategy will help us retain our existing customers, increase our average annual subscription revenue per premium customer and lead to the acquisition of new customers. Additionally, we believe customer growth will enable us to achieve economies of scale which will reduce our cost of goods sold, research and development and general and administrative expenses as a percentage of total revenue.

As of December 31, 2016, we had 490 employees and 4,571 customers, of which 2,564 used our volume offerings and 2,007 used our premium offerings. As of December 31, 2015, we had 413 employees and 5,047 customers, of which 3,184 used our volume offerings and 1,863 used our premium offerings.

We generate revenue by offering our products to customers on a subscription-based, software as a service, or SaaS, model. Our revenue grew from $134.7 million in the year ended December 31, 2015 to $150.3 million in the year ended December 31, 2016, primarily related to an increase in sales of Video Cloud to both new and existing customers. Our consolidated net loss was $10.0 million and $7.6 million for the years ended December 31, 2016 and 2015, respectively. Included in consolidated net loss for the year ended December 31, 2016 was stock-based

compensation expense and amortization of acquired intangible assets of $6.0 million and $3.1 million, respectively. Included in consolidated net loss for the year ended December 31, 2015 was stock-based compensation expense and amortization of acquired intangible assets of $6.0 million and $3.1 million, respectively.

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For the years ended December 31, 2016 and 2015, our revenue derived from customers located outside North America was 38% and 36%, respectively. We expect the percentage of total net revenue derived from outside North America to increase in future periods as we continue to expand our international operations.

Acquisitions

On August 14, 2012, we acquired Zencoder, a cloud-based media processing service and HTML5 video player technology provider, for total consideration of approximately $27.4 million. This transaction was accounted for under the purchase method of accounting. Accordingly, the results of operations of Zencoder have been included in our consolidated financial statements since the date of acquisition. All of the assets acquired and liabilities assumed in the transaction have been recognized at their acquisition date fair values, which were finalized at December 31, 2012. The acquisition did not result in the addition of any reportable segments.

On January 8, 2013, we acquired the remaining 37% interest of our majority-owned subsidiary, Brightcove Kabushiki Kaisha, or Brightcove KK, a Japanese joint venture which was formed on July 18, 2008. The purchase price of the remaining equity interest was approximately $1.1 million and was funded by cash on hand. Given that we own 100% of Brightcove KK, we will continue to consolidate Brightcove KK for financial reporting purposes, however, commencing on January 8, 2013, we no longer record a non-controlling interest in the consolidated statements of operations.

On January 31, 2014, we acquired substantially all of the assets of Unicorn Media, Inc. and certain of its subsidiaries, or Unicorn, a provider of cloud video ad insertion technology, for total consideration of approximately $39.7 million, which was funded by cash on hand of $9.1 million and 2,850,547 shares of our common stock. The results of operations of Unicorn have been consolidated with our results of operations beginning on January 31, 2014, the closing date of the transaction.

Key Metrics

We regularly review a number of metrics, including the following key metrics, to evaluate our business, measure our performance, identify trends affecting our business, formulate financial projections and make strategic decisions.

Number of Customers. We define our number of customers at the end of a particular quarter as the number of customers generating subscription revenue at the end of the quarter. We believe the number of customers is a key indicator of our market penetration, the productivity of our sales organization and the value that our products bring to our customers. We classify our customers by including them in either premium or volume offerings. Our premium offerings include our premium Video Cloud customers (Enterprise and Pro editions), our Zencoder customers (other than month-to-month and pay-as-you-go customers), our Once customers, our Perform customers, our Video Marketing Suite customers, our Lift customers, our OTT Flow customers and our Enterprise Video Suite customers. Our volume offerings include our Video Cloud Express customers and our Zencoder customers on month-to-month contracts and pay-as-you-go contracts. As of December 31, 2016, we had 4,571 customers, of which 2,564 used our volume offerings and 2,007 used our premium offerings. As of December 31, 2015, we had 5,047 customers, of which 3,184 used our volume offerings and 1,863 used our premium offerings. During 2013, we shifted our go-to-market focus and growth strategy to expanding our premium customer base, as we believe our premium customers represent a greater opportunity for our solutions. Volume customers decreased during 2015 and 2016 primarily due to our discontinuation of the promotional Video Cloud Express offering. As a result, we have experienced attrition of this base level offering without a corresponding

addition of customers. We expect customers using our volume offerings to continue to decrease in 2017 as we continue to focus on the market for our premium solutions and adjust Video Cloud Express price levels.

Recurring Dollar Retention Rate. We assess our ability to retain customers using a metric we refer to as our recurring dollar retention rate. We calculate the recurring dollar retention rate by dividing the

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retained recurring value of subscription revenue for a period by the previous recurring value of subscription revenue for the same period. We define retained recurring value of subscription revenue as the committed subscription fees for all contracts that renew in a given period, including any increase or decrease in contract value. We define previous recurring value of subscription revenue as the recurring value from committed subscription fees for all contracts that expire in that same period. We typically calculate our recurring dollar retention rate on a monthly basis. Recurring dollar retention rate provides visibility into our ongoing revenue. During the years ended December 31, 2016 and 2015, the recurring dollar retention rate was 96% and 95%, respectively.

Average Annual Subscription Revenue Per Premium Customer. We define average annual subscription revenue per premium customer as the total subscription revenue from premium customers for an annual period, excluding professional services revenue, divided by the average number of premium customers for that period. We believe that this metric is important in understanding subscription revenue for our premium offerings in addition to the relative size of premium customer arrangements.

The following table includes our key metrics for the periods presented:

	Year Ended December 31,	
	2016	**2015**
Customers (at period end)		
Volume	2,564	3,184
Premium	2,007	1,863
Total customers (at period end)	4,571	5,047
Recurring dollar retention rate	96%	95%
Average annual subscription revenue per premium customer (in thousands)	$ 69.5	$ 65.8

Components of Consolidated Statements of Operations

Revenue

Subscription and Support Revenue We generate subscription and support revenue from the sale of our products.

Video Cloud is offered in two product lines. The first product line is comprised of our premium product editions, Pro and Enterprise. All Pro and Enterprise editions include functionality to publish and distribute video to Internet-connected devices. The Enterprise edition provides additional features and functionality such as a multi-account environment and IP-restricted players. Customer arrangements are typically one year contracts, which include a subscription to Video Cloud, basic support and a pre-determined amount of video streams, bandwidth, and managed content. We also offer gold support or platinum support to our premium customers for an additional fee, which includes extended phone support. The pricing for our premium editions is based on the number of users, accounts and usage, which is comprised of video streams, bandwidth and managed content. Should a customer s usage exceed the contractual entitlements, the contract will provide the rate at which the customer must pay for actual usage above the contractual entitlements. The second product line is comprised of our volume product edition, which we refer to as our Express edition. Our Express edition targets small and medium-sized businesses, or SMBs. The Express

edition provides customers with the same basic functionality that is offered in our premium product editions but has been designed for customers who have lower usage requirements and do not typically seek advanced features and functionality. We are discontinuing the lower level pricing options for the Express edition and expect the total number of customers using the Express edition to continue to decrease. Customers who purchase the Express edition generally enter into month-to-month agreements. Express customers are generally billed on a monthly basis and pay via a credit card.

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Zencoder is offered to customers on a subscription basis, with either committed contracts or pay-as-you-go contracts. The pricing is based on usage, which is comprised of minutes of video processed. The committed contracts include a fixed number of minutes of video processed. Should a customer s usage exceed the contractual entitlements, the contract will provide the rate at which the customer must pay for actual usage above the contractual entitlements. Zencoder customers are considered premium customers other than Zencoder customers on month-to-month contracts or pay-as-you-go contracts, which are considered volume customers.

Once is offered to customers on a subscription basis, with varying levels of functionality, usage entitlements and support based on the size and complexity of a customer s needs.

Perform is offered to customers on a subscription basis. Customer arrangements are typically one-year contracts, which include a subscription to Perform, basic support and a pre-determined amount of video streams. We also offer gold support or platinum support to our Perform customers for an additional fee, which includes extended phone support. The pricing for Perform is based on the number of users, accounts and usage, which is comprised of video streams. Should a customer s usage exceed the contractual entitlements, the contract will provide the rate at which the customer must pay for actual usage above the contractual entitlements.

Video Marketing Suite and Enterprise Video Suite are offered to customers on a subscription basis in Starter, Pro and Enterprise editions. The Pro and Enterprise customer arrangements are typically one-year contracts, which typically include a subscription to Video Cloud, Gallery, Brightcove Social (for Video Marketing Suite customers) or Brightcove Live (for Enterprise Video Suite customers), basic support and a pre-determined amount of video streams or plays, bandwidth and managed content or videos. We also generally offer gold support or platinum support to these customers for an additional fee, which includes extended phone support. The pricing for our Pro and Enterprise editions is based on the number of users, accounts and usage, which is comprised of video streams or plays, bandwidth and managed content or videos. Should a customer s usage exceed the contractual entitlements, the contract will provide the rate at which the customer must pay for actual usage above the contractual entitlements. The Starter edition provides customers with the same basic functionality that is offered in our Pro and Enterprise editions but has been designed for customers who have lower usage requirements and do not typically seek advanced features and functionality. Customers who purchase the Starter edition may enter into one-year agreements or month-to-month agreements. Starter customers with month-to-month agreements are generally billed on a monthly basis and pay via a credit card.

Lift is offered to customers on a subscription basis. Customer arrangements are typically one year contracts, which include a subscription to Lift, basic support and a pre-determined amount of video streams. We also offer gold support or platinum support to our Lift customers for an additional fee, which includes extended phone support. The pricing for Lift is based on the number of users, accounts and usage, which is comprised of video streams. Should a customer s usage exceed the contractual entitlements, the contract will provide the rate at which the customer must pay for actual usage above the contractual entitlements.

OTT Flow is offered to customers on a subscription basis, with varying levels of functionality, usage entitlements and support based on the size and complexity of a customer s needs. Customer arrangements are typically one-year contracts.

All Once, Perform, Video Marketing Suite, Enterprise Video Suite, Lift and OTT Flow customers are considered premium customers.

Professional Services and Other Revenue Professional services and other revenue consists of services such as implementation, software customizations and project management for customers who subscribe to our premium

editions. These arrangements are priced either on a fixed fee basis with a portion due upon contract signing and the remainder due when the related services have been completed, or on a time and materials basis.

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Our backlog consists of the total future value of our committed customer contracts, whether billed or unbilled. As of December 31, 2016, we had backlog of approximately $86 million compared to backlog of approximately $76 million as of December 31, 2015. Of the approximately $86 million in backlog as of December 31, 2016, between $69 million and $71 million is expected to be recognized as revenue during the year ended December 31, 2017. Because revenue for any period is a function of revenue recognized from backlog at the beginning of the period as well as from contract renewals and new customer contracts executed during the period, backlog at the beginning of any period is not necessarily indicative of future performance. Our presentation of backlog may differ from that of other companies in our industry.

Cost of Revenue

Cost of subscription, support and professional services revenue primarily consists of costs related to supporting and hosting our product offerings and delivering our professional services. These costs include salaries, benefits, incentive compensation and stock-based compensation expense related to the management of our data centers, our customer support team and our professional services staff. In addition to these expenses, we incur third-party service provider costs such as data center and content delivery network, or CDN, expenses, allocated overhead, depreciation expense and amortization of capitalized internal-use software development costs and acquired intangible assets. We allocate overhead costs such as rent, utilities and supplies to all departments based on relative headcount. As such, general overhead expenses are reflected in cost of revenue in addition to each operating expense category.

The costs associated with providing professional services are significantly higher as a percentage of related revenue than the costs associated with delivering our subscription and support services due to the labor costs of providing professional services. As such, the implementation and professional services costs relating to an arrangement with a new customer are more significant than the costs to renew a customer s subscription and support arrangement.

Cost of revenue increased in absolute dollars from 2015 to 2016. In future periods we expect our cost of revenue will increase in absolute dollars as our revenue increases. We also expect that cost of revenue as a percentage of revenue will decrease over time as we are able to achieve economies of scale in our business. However, cost of revenue as a percentage of revenue could fluctuate from period to period depending on the growth of our professional services business and any associated costs relating to the delivery of subscription services and the timing of significant expenditures. To the extent that our customer base grows, we intend to continue to invest additional resources in expanding the delivery capability of our products and other services. The timing of these additional expenses could affect our cost of revenue, both in terms of absolute dollars and as a percentage of revenue, in any particular quarterly or annual period.

Operating Expenses

We classify our operating expenses as follows:

Research and Development. Research and development expenses consist primarily of personnel and related expenses for our research and development staff, including salaries, benefits, incentive compensation and stock-based compensation, in addition to the costs associated with contractors and allocated overhead. We have focused our research and development efforts on expanding the functionality and scalability of our products and enhancing their ease of use, as well as creating new product offerings. We expect research and development expenses to increase in absolute dollars as we intend to continue to periodically release new features and functionality, expand our product offerings, continue the localization of our products in various languages, upgrade and extend our service offerings, and develop new technologies. Over the long term, we believe that research and development expenses as a percentage of revenue will decrease, but will vary depending upon the mix of revenue from new and existing products,

features and functionality, as well as changes in the technology that our products must support, such as new operating systems or new Internet-connected devices.

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Sales and Marketing. Sales and marketing expenses consist primarily of personnel and related expenses for our sales and marketing staff, including salaries, benefits, incentive compensation, commissions, stock-based compensation and travel costs, amortization of acquired intangible assets, in addition to costs associated with marketing and promotional events, corporate communications, advertising, other brand building and product marketing expenses and allocated overhead. Our sales and marketing expenses have increased in absolute dollars in each of the last three years. We intend to continue to invest in sales and marketing and increase the number of sales representatives to add new customers and expand the sale of our product offerings within our existing customer base, build brand awareness and sponsor additional marketing events. Accordingly, in future periods we expect sales and marketing expense to increase in absolute dollars and continue to be our most significant operating expense. Over the long term, we believe that sales and marketing expense as a percentage of revenue will decrease, but will vary depending upon the mix of revenue from new and existing customers and from small, medium-sized and enterprise customers, as well as changes in the productivity of our sales and marketing programs.

General and Administrative. General and administrative expenses consist primarily of personnel and related expenses for executive, legal, finance, information technology and human resources functions, including salaries, benefits, incentive compensation and stock-based compensation, in addition to the costs associated with professional fees, insurance premiums, other corporate expenses and allocated overhead. In future periods we expect general and administrative expenses to increase in absolute dollars as we continue to incur additional personnel and professional services costs in order to support the growth of our business. Over the long term, we believe that general and administrative expenses as a percentage of revenue will decrease.

Merger-related. Merger-related costs consisted of transaction expenses incurred as part of the acquisition of substantially all of the assets of Unicorn Media, Inc. and certain of its subsidiaries, or Unicorn, as well as costs associated with the retention of key employees of Unicorn. Approximately $1.5 million was required to be paid to retain certain key employees from the Unicorn acquisition. The period in which these services were performed varies by employee. Given that the retention amount was related to a future service requirement, the related expense was recorded as merger-related compensation expense in the consolidated statements of operations over the expected service period.

Other Expense

Other expense consists primarily of interest income earned on our cash, cash equivalents and investments, foreign exchange gains and losses, interest expense payable on our debt, loss on disposal of equipment and changes in the fair value of the warrants issued in connection with a line of credit.

Income Taxes

As part of the process of preparing our consolidated financial statements, we are required to estimate our taxes in each of the jurisdictions in which we operate. We account for income taxes in accordance with the asset and liability method. Under this method, deferred tax assets and liabilities are recognized based on temporary differences between the financial reporting and income tax bases of assets and liabilities using statutory rates. In addition, this method requires a valuation allowance against net deferred tax assets if, based upon the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. We have provided a valuation allowance against our existing net deferred tax assets at December 31, 2016, with the exception of the deferred tax assets related to Brightcove KK.

Stock-Based Compensation Expense

Our cost of revenue, research and development, sales and marketing, and general and administrative expenses include stock-based compensation expense. Stock-based compensation expense represents the fair value of outstanding stock options and restricted stock awards, which is recognized as expense over the

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respective stock option and restricted stock award service periods. For the years ended December 31, 2016, 2015 and 2014, we recorded stock-based compensation expense of $6.0 million, $6.0 million and $6.4 million, respectively. We expect stock-based compensation expense to increase in absolute dollars in future periods.

Foreign Currency Translation

With regard to our international operations, we frequently enter into transactions in currencies other than the U.S. dollar. As a result, our revenue, expenses and cash flows are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the euro, British pound, Australian dollar, and Japanese yen. For the years ended December 31, 2016, 2015 and 2014, 42%, 40% and 44%, respectively, of our revenue was generated in locations outside the United States. During the same periods, 28%, 27% and 31%, respectively, of our revenue was in currencies other than the U.S. dollar, as were some of the associated expenses. In periods when the U.S. dollar declines in value as compared to the foreign currencies in which we conduct business, our foreign currency-based revenue and expenses generally increase in value when translated into U.S. dollars. We expect our foreign currency-based revenue to remain relatively unchanged in absolute dollars and as a percentage of total revenue.

Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Our actual results may differ from these estimates under different assumptions or conditions.

We believe that the following significant accounting policies, which are more fully described in the notes to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K, involve a greater degree of judgment and complexity. Accordingly, these are the policies we believe are the most critical to aid in fully understanding and evaluating our financial condition and results of operations.

Revenue Recognition

We primarily derive revenue from the sale of our online video platform, which enables our customers to publish and distribute video to Internet-connected devices quickly, easily and in a cost-effective and high-quality manner. Revenue is derived from three primary sources: (1) the subscription to our technology and related support; (2) hosting, bandwidth and encoding services; and (3) professional services, which include customization services.

We recognize revenue when all of the following conditions are satisfied: (1) there is persuasive evidence of an arrangement; (2) the service has been provided to the customer; (3) the collection of fees is probable; and (4) the amount of fees to be paid by the customer is fixed or determinable.

Our subscription arrangements provide customers the right to access our hosted software applications. Customers do not have the right to take possession of our software during the hosting arrangement. Accordingly, we recognize revenue in accordance with Accounting Standards Codification (ASC) 605, *Revenue Recognition*. Contracts for premium customers generally have a term of one year and are non-cancellable. These contracts generally provide the customer with an annual level of usage, and provide the rate at which the customer must pay for actual usage above

the annual allowable usage. For these services, we recognize the annual fee ratably as revenue each month. Should a customer s usage of our services exceed the annual allowable level, revenue is

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recognized for such excess in the period of the usage. Contracts for volume customers are generally month-to-month arrangements, have a maximum monthly level of usage and provide the rate at which the customer must pay for actual usage above the monthly allowable usage. The monthly volume subscription and support and usage fees are recognized as revenue during the period in which the related cash is collected.

Revenue recognition commences upon the later of when the application is placed in a production environment, or when all revenue recognition criteria have been met.

Professional services and other revenue sold on a stand-alone basis are recognized as the services are performed, subject to any refund or other obligation.

Deferred revenue includes amounts billed to customers for which revenue has not been recognized, and primarily consists of the unearned portion of annual software subscription and support fees, and deferred professional service fees.

Revenue is presented net of any taxes collected from customers.

Multiple-Element Arrangements

We periodically enter into multiple-element service arrangements that include platform subscription fees, support fees, and, in certain cases, other professional services.

We assess arrangements with multiple deliverables under Accounting Standards Update (ASU) No. 2009-13, *Revenue Recognition (Topic 605), Multiple-Deliverable Revenue Arrangements a Consensus of the FASB Emerging Issues Task Force* . Arrangement consideration is allocated to deliverables based on their relative selling price.

In order to treat deliverables in a multiple-element arrangement as separate units of accounting, the deliverables must have stand-alone value upon delivery. If the deliverables have stand-alone value upon delivery, we account for each deliverable separately. Subscription services have stand-alone value as such services are often sold separately. In determining whether professional services have stand-alone value, we consider the following factors for each professional services agreement: availability of the services from other vendors, the nature of the professional services, the timing of when the professional services contract was signed in comparison to the subscription service start date, and the contractual dependence of the subscription service on the customer s satisfaction with the professional services work. To date, we have concluded that all of the professional services included in multiple-element arrangements executed have stand-alone value.

When multiple deliverables included in an arrangement are separated into different units of accounting, the arrangement consideration is allocated to the identified separate units based on a relative selling price hierarchy. We determine the relative selling price for a deliverable based on its vendor-specific objective evidence of fair value (VSOE), if available, or its best estimate of selling price (BESP), if VSOE is not available. We have determined that third-party evidence of selling price is not a practical alternative due to differences in our service offerings compared to other parties and the availability of relevant third party pricing information. The amount of revenue allocated to delivered items is limited by contingent revenue, if any.

We have not established VSOE for our offerings due to the lack of pricing consistency, the introduction of new services and other factors. Accordingly, we use our BESP to determine the relative selling price. We determine BESP by considering our overall pricing objectives and market conditions. Significant pricing practices taken into consideration include our discounting practices, the size and volume of our transactions, the geographic area where

services are sold, price lists, our go-to-market strategy, historical contractually stated prices and prior relationships and future subscription service sales with certain classes of customers.

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The determination of BESP is made through consultation with and approval by our management, taking into consideration the go-to-market strategy. As our go-to-market strategies evolve, we may modify our pricing practices in the future, which could result in changes in selling prices, including both VSOE and BESP. We analyze the selling prices used in our allocation of arrangement consideration, at a minimum, on an annual basis. Selling prices are analyzed on a more frequent basis if a significant change in our business necessitates a more timely analysis or if we experience significant variances in our selling prices.

Allowance for Doubtful Accounts

We offset gross trade accounts receivable with an allowance for doubtful accounts. The allowance for doubtful accounts is our best estimate of the amount of probable credit losses in our existing accounts receivable and is based upon historical loss patterns, the number of days that billings are past due and an evaluation of the potential risk of loss associated with specific accounts. Provisions for allowances for doubtful accounts are recorded in general and administrative expense. If, upon signing a customer arrangement, the related account receivable is not considered collectable, we will defer the associated revenue until we collect the cash. To date, we have not incurred any significant write-offs of accounts receivable and have not been required to revise any of our assumptions or estimates used in determining our allowance for doubtful accounts. As of December 31, 2016, our allowance for doubtful accounts was $154,000.

Software Development Costs

Costs incurred to develop software applications used in our on-demand application services consist of (a) certain external direct costs of materials and services incurred in developing or obtaining internal-use computer software and (b) payroll and payroll-related costs for employees who are directly associated with, and who devote time to, the project. These costs generally consist of internal labor during configuration, coding and testing activities. Research and development costs incurred during the preliminary project stage or costs incurred for data conversion activities, training, maintenance and general and administrative or overhead costs are expensed as incurred. Capitalization begins when the preliminary project stage is complete, management with the relevant authority authorizes and commits to the funding of the software project, it is probable the project will be completed, and the software will be used to perform the functions intended and certain functional and quality standards have been met. Qualified costs incurred during the operating stage of our software applications relating to upgrades and enhancements are capitalized to the extent it is probable that they will result in added functionality, while costs that cannot be separated between maintenance of, and minor upgrades and enhancements to, internal-use software are expensed as incurred. These capitalized costs are amortized on a straight-line basis over the expected useful life of the software, which is three years. We capitalized $4.0 million in 2016, $1.5 million in 2015 and $474,000 in 2014, respectively, of internal-use software development costs. Amortization of software development costs was $690,000 in 2016, $469,000 in 2015 and $397,000 in 2014, respectively.

Income Taxes

We are subject to income taxes in both the United States and international jurisdictions, and we use estimates in determining our provision for income taxes. We account for income taxes under the asset and liability method for accounting and reporting for income taxes. Deferred tax assets and liabilities are recognized based on temporary differences between the financial reporting and income tax basis of assets and liabilities using statutory rates. This process requires us to project our current tax liability and estimate our deferred tax assets and liabilities, including net operating losses and tax credit carryforwards. In assessing the need for a valuation allowance, we considered our recent operating results, future taxable income projections and feasible tax planning strategies. We have provided a valuation allowance against our net deferred tax assets at December 31, 2016 with the exception of the deferred tax

assets related to Brightcove KK. Due to the evolving nature and complexity of tax regulations combined with the number of jurisdictions in which we operate, it is possible that our estimates of our tax liability could change in the future, which may result in additional tax liabilities and adversely affect our results of operations, financial condition and cash flows.

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As of December 31, 2016 and 2015, we had no material unrecognized tax benefits.

Business Combinations

We record tangible and intangible assets acquired and liabilities assumed in business combinations under the purchase method of accounting. Amounts paid for each acquisition are allocated to the assets acquired and liabilities assumed based on their fair values at the date of acquisition. We then allocate the purchase price in excess of net tangible assets acquired to identifiable intangible assets based on detailed valuations that use information and assumptions provided by management. We allocate any excess purchase price over the fair value of the net tangible and intangible assets acquired and liabilities assumed to goodwill. If the fair value of the assets acquired exceeds our purchase price, the excess is recognized as a gain.

Significant management judgments and assumptions are required in determining the fair value of acquired assets and liabilities, particularly acquired intangible assets. The valuation of purchased intangible assets is based upon estimates of the future performance and cash flows from the acquired business. Each asset is measured at fair value from the perspective of a market participant.

If different assumptions are used, it could materially impact the purchase price allocation and adversely affect our results of operations, financial condition and cash flows.

Goodwill and Acquired Intangible Assets

We record goodwill when consideration paid in a purchase acquisition exceeds the fair value of the net assets acquired. Goodwill is not amortized, but rather is tested for impairment annually or more frequently if facts and circumstances warrant a review. Conditions that could trigger a more frequent impairment assessment include, but are not limited to, a significant adverse change in certain agreements, significant underperformance relative to historical or projected future operating results, an economic downturn in customers industries, increased competition, a significant reduction in our stock price for a sustained period or a reduction of our market capitalization relative to net book value. We evaluate impairment by comparing the estimated fair value of each reporting unit to its carrying value. We estimate fair value primarily utilizing the market approach, which calculates fair value based on the market values of comparable companies or comparable transactions. Actual results may differ materially from these estimates. The estimates we make in determining the fair value of our reporting unit involve the application of judgment, which could affect the timing and size of any future impairment charges. Impairment of our goodwill could significantly affect our operating results and financial position.

Intangible assets are recorded at their estimated fair value at the date of acquisition. We amortize our intangible assets over their estimated useful lives based on the pattern of consumption of the economic benefit or, if that pattern cannot be readily determined, on a straight-line basis. Amortization is recorded over the estimated useful lives ranging from two to fourteen years.

We review our intangible assets subject to amortization to determine if any adverse conditions exist or a change in circumstances has occurred that would indicate impairment or a change in the remaining useful life. If the carrying value of an asset exceeds its undiscounted cash flows, we will write down the carrying value of the intangible asset to its fair value in the period identified. In assessing recoverability, we must make assumptions regarding estimated future cash flows and discount rates. If these estimates or related assumptions change in the future, we may be required to record impairment charges. We generally calculate fair value as the present value of estimated future cash flows to be generated by the asset using a risk adjusted discount rate. If the estimate of an intangible asset s remaining useful life is changed, we will amortize the remaining carrying value of the intangible asset prospectively over the

revised remaining useful life.

We adopted ASU No. 2011-08, *Intangibles Goodwill and Other (Topic 350) Testing Goodwill for Impairment*. Under ASU 2011-08, we have the option to assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a

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reporting unit is less than its carrying amount to determine whether further impairment testing is necessary. Based on the assessment of these qualitative factors, we determined that no impairment indicators were noted, allowing us to forego the quantitative analysis.

Stock-based Compensation

We value our shares of common stock in connection with the issuance of stock-based equity awards using the closing price of our shares of common stock on the NASDAQ Global Market on the date of the grant. Accounting guidance requires employee stock-based payments to be accounted for under the fair value method. Under this method, we are required to record compensation cost based on the estimated fair value for stock-based awards granted over the requisite service periods for the individual awards, which generally equals the vesting periods. We use the straight-line amortization method for recognizing stock-based compensation expense associated with equity awards to employees.

We estimate the fair value of employee stock options on the date of grant using the Black-Scholes option-pricing model, which requires the use of highly subjective estimates and assumptions. For restricted stock awards issued we estimate the fair value of each grant based on the stock price of our common stock on the date of grant. Prior to 2015, as there was no public market for its common stock prior to February 17, 2012, the effective date of the Company s IPO, and as the trading history of our common stock was limited through December 31, 2016, we determined the volatility for options granted based on an analysis of reported data for a peer group of companies that issued options with substantially similar terms. The expected volatility of options granted had been determined using a weighted average of the historical volatility measures of this peer group of companies. Beginning in 2015, as there was at least three years of trading history of our common stock, the expected volatility of options granted has been determined using a weighted average of the historical volatility measures of this peer group of companies as well as the historical volatility of our own common stock. The expected life assumption is based on the simplified method for estimating expected term as we do not have sufficient stock option exercise experience to support a reasonable estimate of the expected term. The risk-free interest rate is based on a treasury instrument whose term is consistent with the expected life of the stock options. We use an expected dividend rate of zero as we currently have no history or expectation of paying dividends on our common stock. In addition, we have estimated expected forfeitures of stock options based on our historical forfeiture rate and used these rates in developing a future forfeiture rate. If our actual forfeiture rate varies from our historical rates and estimates, additional adjustments to compensation expense may be required in future periods.

The relevant data used to determine the value of the stock option grants is as follows:

	Year Ended December 31,		
	2016	**2015**	**2014**
Risk-free interest rate	1.75%	1.96%	2.16%
Expected volatility	45%	46%	52%
Expected life (in years)	6.2	6.2	6.2
Expected dividend yield			

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Results of Operations

The following tables set forth our results of operations for the periods presented. The period-to-period comparison of financial results is not necessarily indicative of future results.

	Year Ended December 31,		
	2016	2015	2014
	(in thousands, except share and per share data)		
Revenue:			
Subscription and support revenue	$ 142,022	$ 131,010	$ 120,324
Professional services and other revenue	8,244	3,696	4,693
Total revenue	150,266	134,706	125,017
Cost of revenue:			
Cost of subscription and support revenue	48,011	41,735	38,015
Cost of professional services and other revenue	7,836	4,742	5,718
Total cost of revenue	55,847	46,477	43,733
Gross profit	94,419	88,229	81,284
Operating expenses:			
Research and development	30,171	29,302	28,252
Sales and marketing	54,038	45,795	46,014
General and administrative	19,167	19,862	19,136
Merger-related	21	201	3,075
Total operating expenses	103,397	95,160	96,477
Loss from operations	(8,978)	(6,931)	(15,193)
Other expense, net	(598)	(258)	(1,440)
Loss before income taxes	(9,576)	(7,189)	(16,633)
Provision for income taxes	410	391	260
Net loss	$ (9,986)	$ (7,580)	$ (16,893)
Net loss per share - basic and diluted	$ (0.30)	$ (0.23)	$ (0.53)
Weighted-average number of common shares used in computing net loss per share - basic and diluted	33,189	32,598	31,949

Overview of Results of Operations for the Years Ended December 31, 2016 and 2015

Total revenue increased by 12%, or $15.6 million, in 2016 compared to 2015 due to an increase in subscription and support revenue of 8%, or $11.0 million. The increase in professional services and other revenue of 123%, or $4.5 million primarily related to the size and number of professional services engagements, in 2016 compared to 2015. The increase in subscription and support revenue resulted primarily from an increase in revenue from new and existing customers. In addition, our revenue from premium offerings grew by $17.1million, or 14%, in 2016 compared to 2015. Our ability to continue to provide the product functionality and performance that our customers require will be a major factor in our ability to continue to increase revenue.

Our gross profit increased by $6.2 million, or 7%, in 2016 compared to 2015, primarily due to an increase in revenue. Our ability to continue to maintain our overall gross profit will depend primarily on our ability to continue controlling our costs of delivery. Loss from operations was $9.0 million in 2016 compared to $6.9 million in 2015. Loss from operations in 2016 included stock-based compensation expense and amortization of acquired intangible assets of $6.0 million and $3.1 million, respectively. Loss from operations in 2015 included stock-based compensation expense and amortization of acquired intangible assets of $6.0 million and

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$3.1 million, respectively. We expect operating income to improve from increased sales to both new and existing customers and from improved efficiencies throughout our organization as we continue to grow and scale our operations.

As of December 31, 2016, we had $36.8 million of unrestricted cash and cash equivalents, an increase of $9.2 million from $27.6 million at December 31, 2015, due primarily to $11.1 million of cash provided by operating activities, $4.6 million in proceeds from exercises of stock options and $604,000 in proceeds from an equipment financing. These increases were offset in part by $3.9 million in capitalization of internal-use software costs, $1.3 million in capital expenditures and $850,000 in payments under capital lease obligations.

Revenue

	Year Ended December 31,					
	2016		2015		Change	
Revenue by Product Line	Amount	Percentage of Revenue	Amount	Percentage of Revenue	Amount	%
	(in thousands, except percentages)					
Premium	$ 142,840	95%	$ 125,767	93%	$ 17,073	14%
Volume	7,426	5	8,939	7	(1,513)	(17)
Total	$ 150,266	100%	$ 134,706	100%	$ 15,560	12%

During 2016, revenue increased by $15.6 million, or 12%, compared to 2015, primarily due to an increase in revenue from our premium offerings, which consist of subscription and support revenue, as well as professional services and other revenue. The increase in premium revenue of $17.1million, or 14%, is partially the result of an 8% increase in the number of premium customers from 1,863 at December 31, 2015 to 2,007 at December 31, 2016 and a 6% increase in the average annual subscription revenue per premium customer during 2016. In addition, during 2016, professional services and other revenue increased by $4.5 million compared to 2015. During 2016, volume revenue decreased by $1.5 million, or 17%, compared to 2015, as we continue to focus on the market for our premium solutions.

	Year Ended December 31,					
	2016		2015		Change	
Revenue by Type	Amount	Percentage of Revenue	Amount	Percentage of Revenue	Amount	%
	(in thousands, except percentages)					
Subscription and support	$ 142,022	95%	$ 131,010	97%	$ 11,012	8%
Professional services and other	8,244	5	3,696	3	4,548	123
Total	$ 150,266	100%	$ 134,706	100%	$ 15,560	12%

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During 2016, subscription and support revenue increased by $11.0 million, or 8%, compared to 2015. The increase was primarily related to the continued growth of our customer base for our premium offerings, including sales to both new and existing customers, and a 6% increase in the average annual subscription revenue per premium customer during 2016. In addition, professional services and other revenue increased by $4.5 million, or 123%, primarily related to the size and number of professional services engagements during 2016 compared to the prior year. We engaged in several large professional services engagements in 2016 to support our various subscription sales, including $4.7 million of revenue recognized from customers in Japan compared to $1.4 million in the prior year. Professional services and other revenue will vary from period to period depending on the number of implementations and other projects that are in process.

	Year Ended December 31,					
	2016		2015		Change	
Revenue by Geography	Amount	Percentage of Revenue	Amount	Percentage of Revenue	Amount	%
	(in thousands, except percentages)					
North America	$ 92,912	62%	$ 86,106	64%	$ 6,806	8%
Europe	25,196	17	25,380	19	(184)	(1)
Japan	15,230	10	9,061	7	6,169	68
Asia Pacific	15,617	10	12,380	9	3,237	26
Other	1,311	1	1,779	1	(468)	(26)
International subtotal	57,354	38	48,600	36	8,754	18
Total	$ 150,266	100%	$ 134,706	100%	$ 15,560	12%

For purposes of this section, we designate revenue by geographic regions based upon the locations of our customers. North America is comprised of revenue from the United States, Canada and Mexico. International is comprised of revenue from locations outside of North America. Depending on the timing of new customer contracts, revenue mix from a geographic region can vary from period to period.

During 2016, total revenue for North America increased $6.8 million, or 8%, compared to 2015. The increase in revenue for North America resulted primarily from an increase in subscription and support revenue from our premium offerings. During 2016, total revenue outside of North America increased $8.8 million, or 18%, compared to 2015. The increase in revenue from international regions is primarily related to an increase in revenue in Japan and Asia Pacific. Revenue from customers in Japan increased by $6.2 million of which $3.3 million was from professional service arrangements. This increase is partially offset by a $1.1 million reduction in revenue due to changes in foreign exchange rates compared to the exchange rates that were in effect during 2015.

Cost of Revenue

	Year Ended December 31,			
	2016	2015	Change	
Cost of Revenue	Amount	Amount	Amount	%

		Percentage of Related Revenue		Percentage of Related Revenue		
	(in thousands, except percentages)					
Subscription and support	$ 48,011	34%	$ 41,735	32%	$ 6,276	15%
Professional services and other	7,836	95	4,742	128	3,094	65
Total	$ 55,847	37%	$ 46,477	35%	$ 9,370	20%

During 2016, cost of subscription and support revenue increased $6.3 million, or 15%, compared to 2015. The increase resulted primarily from increases in content delivery network expenses, network hosting service expenses, employee-related expenses, and costs associated with the closure of certain facilities of $3.2 million,

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$2.4 million, $738,000 and $696,000, respectively. There were also increases in bandwidth, third-party software integrated with our service offerings and stock-based compensation expenses of $239,000, $208,000 and $143,000, respectively. These increases were partially offset by a decrease in depreciation expense of $1.2 million.

During 2016, cost of professional services and other revenue increased $3.1 million, or 65%, compared to 2015. The increase resulted primarily from increases in contractor and employee-related expenses of $2.3 million and $605,000, respectively. The increase primarily related to an increase in professional services projects in 2016.

Gross Profit

	Year Ended December 31,					
	2016		2015		Change	
Gross Profit	Amount	Percentage of Related Revenue	Amount	Percentage of Related Revenue	Amount	%
	(in thousands, except percentages)					
Subscription and support	$ 94,011	66%	$ 89,275	68%	$ 4,736	5%
Professional services and other	408	5	(1,046)	(28)	1,454	139
Total	$ 94,419	63%	$ 88,229	65%	$ 6,190	7%

The overall gross profit percentage was 63% and 65% for the years ended December 31, 2016 and 2015, respectively. Subscription and support gross profit increased $4.7 million, or 5%, compared to 2015. Professional services and other gross profit increased $1.5 million, or 139% compared to 2015. The increase in the number of professional service engagements has allowed for greater leverage of fixed costs, which has resulted in margin expansion for this revenue stream. The decrease in subscription and support gross margin is primarily related to additional costs incurred in delivering our subscription service in addition to the costs incurred to close certain facilities. During 2016 we moved certain operating activities to cloud-based services while maintaining existing data centers until the fourth quarter at which time we closed certain facilities and incurred an additional expense of $845,000. We expect to continue to seek opportunities to move operating activities to additional cloud-based services, and as a result, to achieve a moderate increase in subscription and support gross margin. It is likely that gross profit, as a percentage of revenue, will fluctuate quarter by quarter due to the timing and mix of subscription and support revenue and professional services and other revenue, and the type, timing and duration of service required in delivering certain projects.

Operating Expenses

	Year Ended December 31,					
	2016		2015		Change	
Operating Expenses	Amount	Percentage of Revenue	Amount	Percentage of Revenue	Amount	%
	(in thousands, except percentages)					
Research and development	$ 30,171	20%	$ 29,302	22%	$ 869	3%
Sales and marketing	54,038	36	45,795	34	8,243	18

General and administrative	19,167	13	19,862	15	(695)	(3)
Merger-related	21		201		(180)	(90)
Total	$ 103,397	69%	$ 95,160	71%	$ 8,237	9%

Research and Development. During 2016, research and development expense increased by $869,000, or 3%, compared to 2015 primarily due to increases in employee-related and contractor expenses of $1.1 million and $248,000 respectively. These increases were partially offset by decreases in rent, travel and stock-based compensation expenses of $186,000, $149,000 and $117,000, respectively. In future periods, we expect that our

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research and development expense will increase in absolute dollars as we continue to add employees, develop new features and functionality for our products, introduce additional software solutions and expand our product and service offerings.

Sales and Marketing. During 2016, sales and marketing expense increased by $8.2 million, or 18%, compared to 2015 primarily due to employee-related, commission and travel expenses of $4.5 million, $2.2 million and $652,000 respectively. There were also increases in computer maintenance and support, marketing programs and stock-based compensation expenses of $388,000, $364,000 and $165,000, respectively. These increases were partially offset by a decrease in contractor expense of $283,000. We expect that our sales and marketing expense will increase in absolute dollars along with our revenue, as we continue to expand sales coverage and build brand awareness through what we believe are cost-effective channels. We expect that such increases may fluctuate from period to period, however, due to the timing of marketing programs.

General and Administrative. During 2016, general and administrative expense decreased by 695,000, or 3%, compared to 2015 primarily due to decreases in outside accounting and legal fees, stock-based compensation expense, bad debt expense, and rent expense of $1.3 million, $229,000, $179,000 and $109,000, respectively. These decreases were offset by increases in employee-related, recruiting and amortization expense of $700,000, $247,000 and $165,000, respectively. There were also increases in computer maintenance and support and commission expenses of $148,000 and $131,000, respectively. In future periods, we expect general and administrative expense will increase in absolute dollars as we add personnel and incur additional costs related to the growth of our business and operations.

Merger-related. During 2016, merger-related expenses decreased $180,000, or 90%, when compared to 2015 primarily due to an $182,000 decrease in costs associated with the retention of certain employees of Unicorn.

Other Expense, Net

	Year Ended December 31,					
	2016		2015		Change	
Other Expense	Amount	Percentage of Revenue	Amount	Percentage of Revenue	Amount	%
	(in thousands, except percentages)					
Interest income, net	$ 99	%	$ 6	%	$ 93	nm%
Interest expense	(63)		(96)		33	(34)
Other expense, net	(634)		(168)		(466)	277
Total	$ (598)	%	$ (258)	%	$ (340)	132%

nm not meaningful

During 2016, interest income, net, increased by $93,000 compared to 2015. The increase is primarily due to a higher average cash balance as interest income is generated from the investment of our cash balances, less related bank fees.

The interest expense during 2016 is primarily comprised of interest paid on capital leases and an equipment financing. The increase in other expenses, net is primarily due to a gain of $871,000 in 2015 upon the return of shares from escrow in connection with a business combination. This increase is offset in part by a decrease of $413,000 in foreign currency exchange losses that are recorded upon collection of foreign denominated accounts receivable.

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Provision for Income Taxes

Provision for Income Taxes	Year Ended December 31, 2016 Amount	2016 Percentage of Revenue	2015 Amount	2015 Percentage of Revenue	Change Amount	Change %
	(in thousands, except percentages)					
Provision for income taxes	$ 410	%	$ 391	%	$ 19	5%

During 2016 and 2015, the provision for income taxes was primarily comprised of income tax expenses related to foreign jurisdictions.

Overview of Results of Operations for the Years Ended December 31, 2015 and 2014

Total revenue increased by 8%, or $9.7 million, in 2015 compared to 2014 due to an increase in subscription and support revenue of 9%, or $10.7 million, which was offset in part by a decrease in professional services and other revenue of 21%, or $997,000. The increase in subscription and support revenue resulted primarily from an increase in revenue from new and existing customers. In addition, our revenue from premium offerings grew by $11.0 million, or 10%, in 2015 compared to 2014. These increases were offset by a $4.0 million reduction in revenue due to changes in foreign exchange rates compared to the exchange rates that were in effect during 2014.

Our gross profit increased by $6.9 million, or 9%, in 2015 compared to 2014, primarily due to an increase in revenue. Our ability to continue to maintain our overall gross profit will depend primarily on our ability to continue controlling our costs of delivery. Loss from operations was $6.9 million in 2015 compared to $15.2 million in 2014. Loss from operations in 2015 included stock-based compensation expense, amortization of acquired intangible assets and merger-related expenses of $6.0 million, $3.1 million and $0.2 million, respectively. Loss from operations in 2014 included stock-based compensation expense, amortization of acquired intangible assets and merger-related expenses of $6.4 million, $3.2 million and $3.1 million, respectively.

As of December 31, 2015, we had $27.6 million of unrestricted cash and cash equivalents, an increase of $4.7 million from $22.9 million at December 31, 2014 due primarily to $9.1 million of cash provided by operating activities. This increase was partially offset by $1.5 million in capitalization of internal-use software costs, $1.4 million in capital expenditures and $1.3 million in payments under capital lease obligations.

Revenue

Revenue by Product Line	Year Ended December 31, 2015 Amount	2015 Percentage of Revenue	2014 Amount	2014 Percentage of Revenue	Change Amount	Change %
	(in thousands, except percentages)					
Premium	$ 125,767	93%	$ 114,803	92%	$ 10,964	10%
Volume	8,939	7	10,214	8	(1,275)	(12)

Total	$ 134,706	100%	$ 125,017	100%	$ 9,689	8%

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During 2015, revenue increased by $9.7 million, or 8%, compared to 2014, primarily due to an increase in revenue from our premium offerings, which consist of subscription and support revenue, as well as professional services and other revenue. The increase in premium revenue of $11.0 million, or 10%, compared to 2014, is partially the result of a 9% increase in the average annual subscription revenue per premium customer during 2015. There was a $4.0 million reduction in revenue due to changes in foreign exchange rates compared to the exchange rates that were in effect during 2014. In 2015, revenue from our volume offerings decreased by $1.3 million, or 12%, compared to 2014, due primarily to the discontinuation of marketing for entry-level Video Cloud Express offerings.

	Year Ended December 31,				Change	
	2015		2014			
Revenue by Type	Amount	Percentage of Revenue	Amount	Percentage of Revenue	Amount	%
	(in thousands, except percentages)					
Subscription and support	$ 131,010	97%	$ 120,324	96%	$ 10,686	9%
Professional services and other	3,696	3	4,693	4	(997)	(21)
Total	$ 134,706	100%	$ 125,017	100%	$ 9,689	8%

During 2015, subscription and support revenue increased by $10.7 million, or 9%, compared to 2014. The increase was primarily related to a 9% increase in the average annual subscription revenue per premium customer during 2015. Professional services and other revenue decreased by $997,000, or 21%, compared to 2014. Professional services and other revenue will vary from period to period depending on the number of implementations and other projects that are in process.

	Year Ended December 31,				Change	
	2015		2014			
Revenue by Geography	Amount	Percentage of Revenue	Amount	Percentage of Revenue	Amount	%
	(in thousands, except percentages)					
North America	$ 86,106	64%	$ 75,419	60%	$ 10,687	14%
Europe	25,380	19	30,624	25	(5,244)	(17)
Japan	9,061	7	7,902	6	1,159	15
Asia Pacific	12,380	9	10,109	8	2,271	22
Other	1,779	1	963	1	816	85
International subtotal	48,600	36	49,598	40	(998)	(2)
Total	$ 134,706	100%	$ 125,017	100%	$ 9,689	8%

For purposes of this section, we designate revenue by geographic regions based upon the locations of our customers. North America is comprised of revenue from the United States, Canada and Mexico. International is comprised of revenue from locations outside of North America. Depending on the timing of new customer contracts, revenue mix from a geographic region can vary from period to period.

During 2015, total revenue for North America increased $10.7 million, or 14%, compared to 2014. The increase in revenue for North America resulted primarily from an increase in subscription and support revenue from our premium offerings. During 2015, total revenue outside of North America decreased $998,000, or 2%, compared to 2014. The decrease in revenue from International regions is primarily related to Europe, as we have experienced a decrease in sales in this region, combined with a reduction in revenue due to changes in foreign exchange rates compared to the exchange rates that were in effect during 2014. These decreases were offset by an increase in subscription and support revenue from our premium offerings.

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Cost of Revenue

	Year Ended December 31,				Change	
	2015		2014			
Cost of Revenue	**Amount**	**Percentage of Related Revenue**	**Amount**	**Percentage of Related Revenue**	**Amount**	**%**
	(in thousands, except percentages)					
Subscription and support	$ 41,735	32%	$ 38,015	32%	$ 3,720	10%
Professional services and other	4,742	128	5,718	122	(976)	(17)
Total	$ 46,477	35%	$ 43,733	35%	$ 2,744	6%

During 2015, cost of subscription and support revenue increased $3.7 million, or 10%, compared to 2014. The increase resulted primarily from an increase in the cost of content delivery network expenses, network hosting services and employee-related expenses of $1.7 million, $1.4 million and $535,000, respectively. There was also an increase in maintenance expense and expenses related to third-party software integrated with our service offering of $123,000 and $122,000, respectively. These increases were offset in part by a decrease in depreciation expense of $215,000 relating to a return of equipment.

During 2015, cost of professional services and other revenue decreased $976,000, or 17%, compared to 2014. The decrease resulted primarily from a decrease in employee-related and contractor expenses of $736,000 and $344,000, respectively.

Gross Profit

	Year Ended December 31,				Change	
	2015		2014			
Gross Profit	**Amount**	**Percentage of Related Revenue**	**Amount**	**Percentage of Related Revenue**	**Amount**	**%**
	(in thousands, except percentages)					
Subscription and support	$ 89,275	68%	$ 82,309	68%	$ 6,966	8%
Professional services and other	(1,046)	(28)	(1,025)	(22)	(21)	(2)
Total	$ 88,229	65%	$ 81,284	65%	$ 6,945	9%

The overall gross profit percentage was 65% for both the years ended December 31, 2015 and 2014. Subscription and support gross profit increased $7.0 million, or 8%, compared to 2014. Professional services and other gross profit decreased $21,000, compared to 2014 primarily due to a reduction in revenue without a corresponding reduction in costs.

Operating Expenses

	Year Ended December 31,				Change	
	2015		2014			
Operating Expenses	Amount	Percentage of Revenue	Amount	Percentage of Revenue	Amount	%
	(in thousands, except percentages)					
Research and development	$ 29,302	22%	$ 28,252	23%	$ 1,050	4%
Sales and marketing	45,795	34	46,014	37	(219)	
General and administrative	19,862	15	19,136	15	726	4
Merger-related	201		3,075	2	(2,874)	(93)
Total	$ 95,160	71%	$ 96,477	77%	$ (1,317)	(1)%

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Research and Development. During 2015, research and development expense increased by $1.1 million, or 4%, compared to 2014 primarily due to additional employee-related, rent and recruiting expenses of $960,000, $393,000 and $211,000, respectively. These increases were partially offset by a decrease in contractor expenses of $441,000.

Sales and Marketing. During 2015, sales and marketing expense decreased $219,000, compared to 2014 primarily due to decreases in marketing programs, travel expenses and amortization of acquired intangible assets of $1.2 million, $406,000 and $159,000, respectively. These decreases were offset in part by an increase in employee-related, commission and contractor expenses of $907,000, $258,000 and $201,000, respectively.

General and Administrative. During 2015, general and administrative expense increased by $726,000, or 4%, compared to 2014 primarily due to an increase in contractor expenses, depreciation expense, outside accounting and legal fees, and bad debt expenses of $459,000, $414,000, $367,000 and $291,000, respectively. These increases were offset in part by a decrease in stock-based compensation, employee-related and recruiting expenses of $331,000, $259,000 and $148,000, respectively.

Merger-related. During 2015, merger-related expenses decreased $2.9 million, or 93%, compared to 2014 primarily due to a $1.8 million decrease in costs incurred in connection with closing the acquisition of substantially all of the assets of Unicorn. There was also a decrease in the costs associated with the retention of certain employees of Unicorn and in the costs associated with the retention of certain employees of Zencoder of $1.0 million and $76,000, respectively.

Other Expense, Net

	Year Ended December 31,				Change	
	2015		2014			
Other Expense	Amount	Percentage of Revenue	Amount	Percentage of Revenue	Amount	%
	(in thousands, except percentages)					
Interest income, net	$ 6	%	$ 11	%	$ (5)	(45)%
Interest expense	(96)		(96)			nm
Other expense, net	(168)		(1,355)	(1)	1,187	88
Total	$ (258)	%	$ (1,440)	(1) %	$ 1,182	82%

During 2015, interest income, net, decreased by $5,000 compared to 2014. The decrease is primarily due to the larger invested cash balances in 2014 as compared to 2015 as interest income is generated from investments of our cash balances, less related bank fees.

The interest expense during 2015 is primarily comprised of interest paid on capital leases and an equipment financing. The interest expense during 2014 was primarily comprised of interest paid on capital leases. The decrease in other expenses, net is primarily due to a gain of $871,000 in 2015 upon the return of shares from escrow in connection with a business combination. There was also a decrease of $313,000 in foreign currency exchange losses that are recorded upon collection of foreign denominated accounts receivable.

Provision for Income Taxes

Provision for Income Taxes	Year Ended December 31, 2015 Amount	2015 Percentage of Revenue	2014 Amount	2014 Percentage of Revenue	Change Amount	Change %
	(in thousands, except percentages)					
Provision for income taxes	$ 391	%	$ 260	%	$ 131	50%

During 2015, provision for income taxes increased by $131,000 compared to 2014. For both 2015 and 2014, the tax provision was primarily comprised of income tax expenses related to foreign jurisdictions. The increase in

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provision for income taxes is primarily related to expense from our subsidiary in Japan, as we utilized more net operating loss carryforwards in 2014 to offset taxable income without a corresponding amount utilized in 2015.

Liquidity and Capital Resources

In connection with our initial public offering in February 2012, we received aggregate proceeds of approximately $58.8 million, including the proceeds from the underwriters exercise of their overallotment option, net of underwriters discounts and commissions, but before deducting offering expenses of approximately $4.3 million. Prior to our initial public offering, we funded our operations primarily through private placements of preferred and common stock, as well as through borrowings of $7.0 million under our bank credit facilities. In February 2012, we repaid the $7.0 million balance under our bank credit facilities. All of the preferred stock was converted into shares of our common stock in connection with our initial public offering.

	Year Ended December 31,		
Condensed Consolidated Statements of Cash Flow Data	**2016**	**2015**	**2014**
	(in thousands)		
Purchases of property and equipment	$ (1,307)	$ (1,390)	$ (3,518)
Depreciation and amortization	7,796	8,687	8,587
Cash flows provided by operating activities	11,077	9,081	1,485
Cash flows used in investing activities	(5,293)	(2,846)	(10,471)
Cash flows provided by (used in) financing activities	3,633	(1,412)	(802)

Cash and cash equivalents.

Our cash and cash equivalents at December 31, 2016 were held for working capital purposes and were invested primarily in money market funds. We do not enter into investments for trading or speculative purposes. At December 31, 2015, we had $201,000 of restricted cash held in certificates of deposit as collateral for letters of credit related to the contractual provisions of our corporate credit cards. During 2016, the collateral for the letter of credit related to the contractual provisions of our corporate credit cards was released, which eliminated the restricted cash balance. At December 31, 2016 and 2015, we had $5.9 million and $5.2 million, respectively, of cash and cash equivalents held by subsidiaries in international locations, including subsidiaries located in Japan and the United Kingdom. It is our current intention to permanently reinvest unremitted earnings in such subsidiaries or to repatriate the earnings only when tax effective. We believe that our existing cash and cash equivalents will be sufficient to meet our anticipated working capital and capital expenditure needs over at least the next 12 months.

Accounts receivable, net.

Our accounts receivable balance fluctuates from period to period, which affects our cash flow from operating activities. The fluctuations vary depending on the timing of our billing activity, cash collections, and changes to our allowance for doubtful accounts. In many instances we receive cash payment from a customer prior to the time we are able to recognize revenue on a transaction. We record these payments as deferred revenue, which has a positive effect on our accounts receivable balances. We use days sales outstanding, or DSO, calculated on a quarterly basis, as a measurement of the quality and status of our receivables. We define DSO as (a) accounts receivable, net of allowance for doubtful accounts, divided by total revenue for the most recent quarter, multiplied by (b) the number of days in that quarter. DSO was 53 days at December 31, 2016 and 56 days at December 31, 2015.

Cash flows provided by operating activities.

Cash provided by operating activities consists primarily of net loss adjusted for certain non-cash items including depreciation and amortization, stock-based compensation expense, the provision for bad debts and the effect of changes in working capital and other activities. Cash provided by operating activities during the year ended December 31, 2016 was $11.1 million. The cash flow provided by operating activities resulted from net

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non-cash charges of $14.2 million, cash provided by changes in our operating assets and liabilities of $6.9 million, partially offset by net losses of $10.0 million. Net non-cash expenses consisted primarily of $7.8 million for depreciation and amortization expense and $6.0 million for stock-based compensation expense. Cash provided by changes in our operating assets and liabilities consisted primarily of increases in deferred revenue, accrued expenses and accounts payable of $4.8 million $3.2 million, and $733,000 respectively. These inflows were offset in part by increases in prepaid expenses and other current assets and accounts receivable of $894,000 and $559,000, respectively.

Cash flows used in investing activities.

Cash used in investing activities during the year ended December 31, 2016 was $5.3 million, consisting primarily of $3.9 million for the capitalization of internal-use software costs, $1.3 million in capital expenditures to support the business and $300,000 in cash paid for the purchase of an intangible asset. These outflows were offset in part by decrease in restricted cash of $201,000.

Cash flows provided by financing activities.

Cash provided by financing activities for the year ended December 31, 2016 was $3.6 million, consisting of proceeds received from the exercise of common stock options and equipment financing of $4.6 million and $604,000, respectively, offset partially by payments under capital lease obligation, withholding tax on RSU vesting and payments on equipment financing of $850,000, $405,000 and $271,000, respectively.

Credit facility borrowings.

On November 19, 2015, we entered into an amended and restated loan and security agreement with a lender (the Loan Agreement) providing for up to a $20.0 million asset based line of credit (the Line of Credit). Under the Line of Credit, we can borrow up to $20.0 million. Borrowings under the Line of Credit are secured by substantially all of our assets, excluding our intellectual property. Outstanding amounts under the Line of Credit accrue interest at a rate equal to the prime rate or the LIBOR rate plus 2.5%. Under the Loan Agreement, we must comply with certain financial covenants, including maintaining a minimum asset coverage ratio. If the outstanding principal during any month is at least $15.0 million, the Company must also maintain a minimum net income threshold based on non-GAAP operating measures. Failure to comply with these covenants, or the occurrence of an event of default, could permit the Lenders under the Line of Credit to declare all amounts borrowed under the Line of Credit, together with accrued interest and fees, to be immediately due and payable. We were in compliance with all covenants under the Line of Credit as of December 31, 2016.

On December 31, 2015, the Company entered into an equipment financing agreement with a lender (the December 2015 Equipment Financing Agreement) to finance the purchase of $604,000 in computer equipment. In February 2016, the Company drew down $604,000 under the December 2015 Equipment Financing Agreement, and the liability was recorded at fair value using a market interest rate. The Company is repaying its obligation over a two year period through January 2018, and the amount outstanding was $333,000 as of December 31, 2016.

Net operating loss carryforwards.

As of December 31, 2016, we had federal and state net operating losses of approximately $155.5 million and $57.4 million, respectively, which are available to offset future taxable income, if any, through 2035. Included in the federal and state net operating losses are deductions attributable to excess tax benefits from the exercise of non-qualified stock options of $16.9 million and $10.2 million, respectively. The tax benefits attributable to these net

operating losses are credited directly to additional paid-in capital when realized. The Company has not realized any such tax benefits through December 31, 2016. We had federal and state research and development tax credits of $5.4 million and $3.5 million, respectively, which expire in various amounts through 2035. Our net operating loss and tax credit amounts are subject to annual limitations under Section 382 change of ownership rules of the U.S. Internal Revenue Code of 1986, as amended. We completed an assessment

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to determine whether there may have been a Section 382 ownership change and determined that it is more likely than not that our net operating and tax credit amounts as disclosed are not subject to any material Section 382 limitations.

In assessing our ability to utilize our net deferred tax assets, we considered whether it is more likely than not that some portion or all of our net deferred tax assets will not be realized. Based upon the level of our historical U.S. losses and future projections over the period in which the net deferred tax assets are deductible, at this time, we believe it is more likely than not that we will not realize the benefits of these deductible differences. Accordingly, we have provided a valuation allowance against our U.S. deferred tax assets as of December 31, 2016 and 2015.

Based upon the level of historical income in Japan and future projections, we believe it is probable that we will realize the benefits of our future deductible differences. As such, we have not provided a valuation allowance against out net deferred tax assets as of December 31, 2016 and 2015.

Contractual Obligations and Commitments

Our principal commitments consist primarily of obligations under our leases for our office space and contractual commitments for capital leases and equipment financing as well as content delivery network services, hosting and other support services. Other than these lease obligations and contractual commitments, we do not have commercial commitments under lines of credit, standby repurchase obligations or other such debt arrangements. The following table summarizes these contractual obligations at December 31, 2016:

		Payment Due by Period			
	Total	Less than 1 Year	1 3 Years	3 5 Years	More than 5 Years
Operating lease obligations	$ 25,502	$ 6,006	$ 10,320	$ 8,147	$ 1,029
Capital lease obligations	739	508	231		
Outstanding purchase obligations	27,814	9,876	17,938		
Total	$ 54,055	$ 16,390	$ 28,489	$ 8,147	$ 1,029

In January 2017, we entered into an agreement with a non-cancelable commitment, primarily for content delivery and network storage service, of $15.8 million through December 31, 2018.

Anticipated Cash Flows

We expect to incur significant operating costs, particularly related to services delivery costs, sales and marketing and research and development, for the foreseeable future in order to execute our business plan. We anticipate that such operating costs, as well as planned capital expenditures will constitute a material use of our cash resources. As a result, our net cash flows will depend heavily on the level of future sales, changes in deferred revenue and our ability to manage infrastructure costs.

We believe our existing cash and cash equivalents will be sufficient to meet our working capital and capital expenditures for at least the next 12 months. Our future working capital requirements will depend on many factors, including the rate of our revenue growth, our introduction of new products and enhancements, and our expansion of sales and marketing and product development activities. To the extent that our cash and cash equivalents, short and long-term investments and cash flow from operating activities are insufficient to fund our future activities, we may

need to raise additional funds through bank credit arrangements or public or private equity or debt financings. We also may need to raise additional funds in the event we determine in the future to acquire businesses, technologies and products that will complement our existing operations. In the event funding is required, we may not be able to obtain bank credit arrangements or equity or debt financing on terms acceptable to us or at all.

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Off-Balance Sheet Arrangements

We do not have any special purpose entities or off-balance sheet arrangements.

Recent Accounting Pronouncements

For information on recent accounting pronouncements, see Recently Issued and Adopted Accounting Standards in the notes to the condensed consolidated financial statements appearing elsewhere in this Annual Report on Form 10-K.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK
Quantitative and Qualitative Disclosures About Market Risk

We have operations both within the United States and internationally, and we are exposed to market risks in the ordinary course of our business. These risks include primarily foreign exchange risks, interest rate and inflation.

Financial instruments

Financial instruments meeting fair value disclosure requirements consist of cash equivalents, accounts receivable and accounts payable. The fair value of these financial instruments approximates their carrying amount.

Foreign currency exchange risk

Our results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the euro, British pound, Australian dollar and Japanese yen. Except for revenue transactions in Japan, we enter into transactions directly with substantially all of our foreign customers.

Percentage of revenues and expenses in foreign currency is as follows:

	Twelve Months Ended December 31,	
	2016	2015
Revenues generated in locations outside the United States	42%	40%
Revenues in currencies other than the United States dollar [1]	28%	27%
Expenses in currencies other than the United States dollar [1]	15%	14%

(1) Percentage of revenues and expenses denominated in foreign currency for the years ended December 31, 2016 and 2015:

	Twelve Months Ended December 31, 2016	
	Revenues	Expenses
Euro	7%	2%

British pound	7	6
Japanese Yen	10	4
Other	4	3
Total	28%	15%

	Twelve Months Ended December 31, 2015	
	Revenues	**Expenses**
Euro	7%	2%
British pound	8	6
Japanese Yen	7	3
Other	5	3
Total	27%	14%

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As of December 31, 2016 and 2015, we had $5.6 million and $5.4 million, respectively, of receivables denominated in currencies other than the U.S. dollar. We also maintain cash accounts denominated in currencies other than the local currency, which exposes us to foreign exchange rate movements.

In addition, although our foreign subsidiaries have intercompany accounts that are eliminated upon consolidation, these accounts expose us to foreign currency exchange rate fluctuations. Exchange rate fluctuations on short-term intercompany accounts are recorded in our consolidated statements of operations under other income (expense), net , while exchange rate fluctuations on long-term intercompany accounts are recorded in our consolidated balance sheets under accumulated other comprehensive income in stockholders equity, as they are considered part of our net investment and hence do not give rise to gains or losses.

Currently, our largest foreign currency exposures are the euro and British pound, primarily because our European operations have a higher proportion of our local currency denominated expenses. Relative to foreign currency exposures existing at December 31, 2016, a 10% unfavorable movement in foreign currency exchange rates would expose us to significant losses in earnings or cash flows or significantly diminish the fair value of our foreign currency financial instruments. For the year ended December 31, 2016, we estimated that a 10% unfavorable movement in foreign currency exchange rates would have decreased revenues by $4.2 million, decreased expenses by $2.4 million and decreased operating income by $1.8 million. The estimates used assume that all currencies move in the same direction at the same time and the ratio of non-U.S. dollar denominated revenue and expenses to U.S. dollar denominated revenue and expenses does not change from current levels. Since a portion of our revenue is deferred revenue that is recorded at different foreign currency exchange rates, the impact to revenue of a change in foreign currency exchange rates is recognized over time, and the impact to expenses is more immediate, as expenses are recognized at the current foreign currency exchange rate in effect at the time the expense is incurred. All of the potential changes noted above are based on sensitivity analyses performed on our financial results as of December 31, 2016 and 2015.

Interest rate risk

We had unrestricted cash and cash equivalents totaling $36.8 million at December 31, 2016. Cash and cash equivalents were invested primarily in money market funds and are held for working capital purposes. We do not use derivative financial instruments in our investment portfolio. Declines in interest rates, however, would reduce future interest income. We incurred $63,000 and $96,000 of interest expense during the years ended December 31, 2016 and 2015, respectively, related to interest paid on capital leases and an equipment financing. While we continue to incur interest expense in connection with our capital leases and equipment financing, the interest expense is fixed and not subject to changes in market interest rates. In the event that we borrow under our line of credit, which bears interest at the prime rate or the LIBOR rate plus the LIBOR rate margin, the related interest expense recorded would be subject to changes in the rate of interest.

Inflation risk

We do not believe that inflation has had a material effect on our business, financial condition or results of operations. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations.

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Item 8. Financial Statements and Supplementary Data

Brightcove Inc.

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of

Brightcove Inc.

We have audited the accompanying consolidated balance sheets of Brightcove Inc. as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive loss, stockholders equity and cash flows for each of the three years in the period ended December 31, 2016. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Brightcove Inc. at December 31, 2016 and 2015, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2016, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Brightcove Inc. s internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 21, 2017 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Boston, Massachusetts

February 21, 2017

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Brightcove Inc.

Consolidated Balance Sheets

	December 31,	
	2016	2015
	(in thousands, except share and per share data)	
Assets		
Current assets:		
Cash and cash equivalents	$ 36,813	$ 27,637
Accounts receivable, net of allowance of $154 and $332 at December 31, 2016 and December 31, 2015, respectively	21,575	21,213
Prepaid expenses	3,729	3,320
Other current assets	2,168	1,259
Total current assets	64,285	53,429
Property and equipment, net	9,264	8,689
Intangible assets, net	10,970	13,786
Goodwill	50,776	50,776
Deferred tax asset	121	63
Restricted cash, net of current portion		201
Other assets	1,008	724
Total assets	$ 136,424	$ 127,668
Liabilities and stockholders equity		
Current liabilities:		
Accounts payable	$ 5,327	$ 3,302
Accrued expenses	15,705	12,849
Capital lease liability	489	850
Equipment financing	307	
Deferred revenue	34,665	29,836
Total current liabilities	56,493	46,837
Deferred revenue, net of current portion	91	95
Other liabilities	1,644	2,601
Total liabilities	58,228	49,533
Commitments and contingencies *(Note 6)*		
Stockholders equity:		
Undesignated preferred stock, $0.001 par value; 5,000,000 shares authorized; no shares issued		
Common stock, $0.001 par value; 100,000,000 shares authorized; 34,143,148 and 32,810,631 shares issued at December 31, 2016 and 2015, respectively	34	33

Additional paid-in capital	230,788	220,458
Treasury stock, at cost; 135,000 shares	(871)	(871)
Accumulated other comprehensive loss	(1,172)	(888)
Accumulated deficit	(150,583)	(140,597)
Total stockholders equity	78,196	78,135
Total liabilities and stockholders equity	$ 136,424	$ 127,668

See accompanying notes.

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Brightcove Inc.

Consolidated Statements of Operations

	Year Ended December 31,		
	2016	2015	2014
	(in thousands, except per share data)		
Revenue:			
Subscription and support revenue	$ 142,022	$ 131,010	$ 120,324
Professional services and other revenue	8,244	3,696	4,693
Total revenue	150,266	134,706	125,017
Cost of revenue: (1) (2)			
Cost of subscription and support revenue	48,011	41,735	38,015
Cost of professional services and other revenue	7,836	4,742	5,718
Total cost of revenue	55,847	46,477	43,733
Gross profit	94,419	88,229	81,284
Operating expenses: (1) (2)			
Research and development	30,171	29,302	28,252
Sales and marketing	54,038	45,795	46,014
General and administrative	19,167	19,862	19,136
Merger-related	21	201	3,075
Total operating expenses	103,397	95,160	96,477
Loss from operations	(8,978)	(6,931)	(15,193)
Other income (expense):			
Interest income	99	6	11
Interest expense	(63)	(96)	(96)
Other expense, net	(634)	(168)	(1,355)
Total other expense, net	(598)	(258)	(1,440)
Loss before income taxes	(9,576)	(7,189)	(16,633)
Provision for income taxes	410	391	260
Net loss	$ (9,986)	$ (7,580)	$ (16,893)
Net loss per share basic and diluted	$ (0.30)	$ (0.23)	$ (0.53)
Weighted-average number of common shares used in computing net loss per share basic and diluted	33,189	32,598	31,949

(1) Stock-based compensation included in above line items:			
Cost of subscription and support revenue	$ 324	$ 181	$ 218
Cost of professional services and other revenue	217	181	141
Research and development	1,275	1,392	1,399
Sales and marketing	2,320	2,155	2,193
General and administrative	1,876	2,105	2,436
(2) Amortization of acquired intangible assets included in above line items:			
Cost of subscription and support revenue	$ 2,031	$ 2,031	$ 1,946
Research and development	126	126	140
Sales and marketing	959	955	1,114

See accompanying notes.

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Brightcove Inc.

Consolidated Statements of Comprehensive Loss

	Year Ended December 31,		
	2016	2015	2014
	(in thousands)		
Net loss	$ (9,986)	$ (7,580)	$ (16,893)
Other comprehensive (loss) income:			
Foreign currency translation adjustments	(284)	(112)	(323)
Comprehensive loss	$ (10,270)	$ (7,692)	$ (17,216)

See accompanying notes.

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Brightcove Inc.

Consolidated Statements of Stockholders Equity

(in thousands, except share data)

	Common Stock Shares	Common Stock Par Value	Additional Paid-in Capital	Treasury Stock Shares	Treasury Stock Value	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders Equity
Balance at December 31, 2013	29,034,919	$ 29	$ 176,928		$	$ (453)	$ (116,124)	$ 60,380
Issuance of common stock upon exercise of stock options	210,735		597					597
Issuance of common stock pursuant to restricted stock units	328,353							
Issuance of common stock upon acquisition	2,850,547	3	30,612					30,615
Stock-based compensation expense			6,387					6,387
Foreign currency translation adjustment						(323)		(323)
Net loss							(16,893)	(16,893)
Balance at December 31, 2014	32,424,554	32	214,524			(776)	(133,017)	80,763
Issuance of common stock upon exercise of stock options	58,449		129					129
Issuance of common stock pursuant to restricted stock units	327,628	1						1
Return of common stock issued pursuant to settlement agreement				(135,000)	(871)			(871)
Withholding tax on restricted stock units vesting			(209)					(209)
Stock-based compensation expense			6,014					6,014
Foreign currency translation adjustment						(112)		(112)

Net loss							(7,580)	(7,580)
Balance at December 31, 2015	32,810,631	33	220,458	(135,000)	(871)	(888)	(140,597)	78,135
Issuance of common stock upon exercise of stock options	886,085	1	4,554					4,555
Issuance of common stock pursuant to restricted stock units	425,904							
Withholding tax on restricted stock units vesting			(405)					(405)
Stock-based compensation expense			6,181					6,181
Issuance of common stock upon net exercise of stock warrants	20,528							
Foreign currency translation adjustment						(284)		(284)
Net loss							(9,986)	(9,986)
Balance at December 31, 2016	34,143,148	$ 34	$ 230,788	(135,000)	$ (871)	$ (1,172)	$ (150,583)	$ 78,196

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Brightcove Inc.

Consolidated Statements of Cash Flows

	Year Ended December 31,		
	2016	2015	2014
	(in thousands)		
Operating activities			
Net loss	$ (9,986)	$ (7,580)	$ (16,893)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation and amortization	7,796	8,687	8,587
Stock-based compensation	6,012	6,014	6,387
Deferred income taxes	(47)	(27)	
Provision for reserves on accounts receivable	230	408	118
Amortization of premium on investments			1
Loss on disposal of equipment	155	68	86
Gain from settlement of escrow claim		(871)	
Changes in assets and liabilities:			
Accounts receivable	(559)	(157)	409
Prepaid expenses and other current assets	(894)	680	(199)
Other assets	(299)	(256)	1,140
Accounts payable	733	1,751	(2,324)
Accrued expenses	3,172	137	(1,902)
Deferred revenue	4,764	227	6,075
Net cash provided by operating activities	11,077	9,081	1,485
Investing activities			
Cash paid for acquisition, net of cash acquired			(9,100)
Maturities of investments			3,060
Cash paid for purchase of intangible asset	(300)		
Purchases of property and equipment, net of returns *(Note 2)*	(1,307)	(1,390)	(3,518)
Capitalized internal-use software costs	(3,887)	(1,456)	(1,034)
Decrease in restricted cash	201		121
Net cash used in investing activities	(5,293)	(2,846)	(10,471)
Financing activities			
Proceeds from exercise of stock options	4,555	129	597
Payments of withholding tax on RSU vesting	(405)	(209)	
Proceeds from equipment financing	604	1,704	
Payments on equipment financing *(Note 9)*	(271)	(1,704)	
Payments under capital lease obligation	(850)	(1,332)	(1,399)
Net cash provided by (used in) financing activities	3,633	(1,412)	(802)
Effect of exchange rate changes on cash and cash equivalents	(241)	(102)	(343)
Net increase (decrease) in cash and cash equivalents	9,176	4,721	(10,131)

Cash and cash equivalents at beginning of period	27,637	22,916	33,047
Cash and cash equivalents at end of period	$ 36,813	$ 27,637	$ 22,916

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Brightcove Inc.

Consolidated Statements of Cash Flows (Continued)

	Year Ended December 31,		
	2016	2015	2014
	(in thousands)		
Supplemental disclosure of cash flow information			
Cash paid for income taxes	$ 351	$ 263	$ 184
Cash paid for interest	$ 63	$ 96	$ 96
Supplemental disclosure of non-cash operating activities			
Capitalization of stock-based compensation related to internal use software	$ 169	$	$
Supplemental disclosure of non-cash investing and financing activities			
Unpaid internal-use software costs	$ 20	$ 38	$ 6
Unpaid purchases of property and equipment	$ 83	$ 1,177	$ 559
Supplemental disclosure of cash flow related to acquisitions			
In connection with the asset purchase agreement with Unicorn Media, Inc. on January 31, 2014, the following transactions occurred:			
Fair value of assets acquired	$	$	$ 44,373
Liabilities assumed related to acquisition			(4,645)
Total purchase price			39,728
Less fair value of common stock issued in connection with acquisition			(30,615)
Less cash and cash equivalents			(13)
Cash paid for acquisition, net of cash acquired	$	$	$ 9,100

See accompanying notes.

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Brightcove Inc.

Notes to Consolidated Financial Statements

Years Ended December 31, 2016, 2015 and 2014

(in thousands, except share and per share data, unless otherwise noted)

1. Business Description

Brightcove Inc. (the Company) is a leading global provider of cloud services for video which enable its customers to publish and distribute video to Internet-connected devices quickly, easily and in a cost-effective and high-quality manner.

The Company is headquartered in Boston, Massachusetts and was incorporated in the state of Delaware on August 24, 2004. At December 31, 2016, the Company had nine wholly-owned subsidiaries: Brightcove UK Ltd, Brightcove Singapore Pte. Ltd., Brightcove Korea, Brightcove Australia Pty Ltd, Brightcove Holdings, Inc., Brightcove Kabushiki Kaisha (Brightcove KK), Zencoder Inc. (Zencoder), Brightcove FZ-LLC, and Cacti Acquisition LLC.

2. Summary of Significant Accounting Policies

The accompanying consolidated financial statements reflect the application of certain significant accounting policies as described below and elsewhere in these notes to the consolidated financial statements.

The Company believes that a significant accounting policy is one that is both important to the portrayal of the Company s financial condition and results, and requires management s most difficult, subjective, or complex judgments, often as the result of the need to make estimates about the effect of matters that are inherently uncertain.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP). Any reference in these notes to applicable guidance is meant to refer to the authoritative United States generally accepted accounting principles as found in the Accounting Standards Codification (ASC) and Accounting Standards Update (ASU) of the Financial Accounting Standards Board (FASB).

Use of Estimates and Uncertainties

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts expensed during the reporting period.

Significant estimates relied upon in preparing these consolidated financial statements include revenue recognition and revenue reserves, allowances for doubtful accounts, contingent liabilities, the expensing and capitalization of research and development costs for internal-use software, intangible asset valuations, amortization periods, expected future cash flows used to evaluate the recoverability of long-lived assets, the determination of the fair value of stock awards issued, stock-based compensation expense, and the recoverability of the Company s net deferred tax assets and related valuation allowance.

Although the Company regularly assesses these estimates, actual results could differ materially from these estimates. Changes in estimates are recorded in the period in which they become known. The Company bases its estimates on historical experience and various other assumptions that it believes to be reasonable under the

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circumstances. Actual results may differ from management s estimates if these results differ from historical experience, or other assumptions do not turn out to be substantially accurate, even if such assumptions are reasonable when made.

The Company is subject to a number of risks and uncertainties common to companies in similar industries and stages of development including, but not limited to, rapid technological changes, competition from substitute products and services from larger companies, customer concentration, management of international activities, protection of proprietary rights, patent litigation, and dependence on key individuals.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

Subsequent Events Considerations

The Company considers events or transactions that occur after the balance sheet date but prior to the issuance of the financial statements to provide additional evidence for certain estimates or to identify matters that require additional disclosure. Subsequent events have been evaluated as required. The Company has evaluated all subsequent events and determined that there are no material recognized or unrecognized subsequent events.

Foreign Currency Translation

The reporting currency of the Company is the U.S. dollar. The functional currency of the Company s foreign subsidiaries is the local currency of each subsidiary. All assets and liabilities in the balance sheets of entities whose functional currency is a currency other than the U.S. dollar are translated into U.S. dollar equivalents at exchange rates as follows: (1) asset and liability accounts at period-end rates, (2) income statement accounts at weighted-average exchange rates for the period, and (3) stockholders equity accounts at historical exchange rates. The resulting translation adjustments are excluded from income (loss) and reflected as a separate component of stockholders equity. Foreign currency transaction gains and losses are included in net loss for the period. The Company may periodically have certain intercompany foreign currency transactions that are deemed to be of a long-term investment nature; exchange adjustments related to those transactions are made directly to a separate component of stockholders equity.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less at the date of purchase to be cash equivalents. Management determines the appropriate classification of investments at the time of purchase, and re-evaluates such determination at each balance sheet date. The Company did not have any short-term or long-term investments at December 31, 2016 or 2015.

Cash and cash equivalents primarily consist of cash on deposit with banks and amounts held in interest-bearing money market accounts. Cash equivalents are carried at cost, which approximates their fair market value.

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Cash and cash equivalents as of December 31, 2016 and 2015 consist of the following:

		December 31, 2016		
Description	Contracted Maturity	Amortized Cost	Fair Market Value	Balance Per Balance Sheet
Cash	Demand	$ 23,942	$ 23,942	$ 23,942
Money market funds	Demand	12,871	12,871	12,871
Total cash and cash equivalents		$ 36,813	$ 36,813	$ 36,813

		December 31, 2015		
Description	Contracted Maturity	Amortized Cost	Fair Market Value	Balance Per Balance Sheet
Cash	Demand	$ 18,057	$ 18,057	$ 18,057
Money market funds	Demand	9,580	9,580	9,580
Total cash and cash equivalents		$ 27,637	$ 27,637	$ 27,637

Restricted Cash

At December 31, 2015, restricted cash was $201 and was held in certificates of deposit as collateral for letters of credit related to the contractual provisions of the Company s corporate credit cards. During 2016, the collateral for the letter of credit related to the contractual provisions of the Company s corporate credit cards was released, which eliminated the restricted cash balance.

Disclosure of Fair Value of Financial Instruments

The carrying amounts of the Company s financial instruments, which include cash, cash equivalents, accounts receivable, accounts payable, accrued expenses, capital lease liabilities and equipment financing, approximated their fair values at December 31, 2016 and 2015, due to the short-term nature of these instruments.

The Company has evaluated the estimated fair value of financial instruments using available market information and management s estimates. The use of different market assumptions and/or estimation methodologies could have a significant impact on the estimated fair value amounts. See Note 5 for further discussion.

Revenue Recognition

The Company primarily derives revenue from the sale of its online video platform, which enables its customers to publish and distribute video to Internet-connected devices quickly, easily and in a cost-effective and high-quality manner. Revenue is derived from three primary sources: (1) the subscription to its technology and related support; (2) hosting, bandwidth and encoding services; and (3) professional services, which include initiation, set-up and customization services.

The Company recognizes revenue when all of the following conditions are satisfied: (1) there is persuasive evidence of an arrangement; (2) the service has been provided to the customer; (3) the collection of fees is probable; and (4) the amount of fees to be paid by the customer is fixed or determinable.

The Company s subscription arrangements provide customers the right to access its hosted software applications. Customers do not have the right to take possession of the Company s software during the hosting arrangement. Accordingly, the Company recognizes revenue in accordance with ASC 605, *Revenue Recognition*.

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Contracts for premium customers generally have a term of one year and are non-cancellable. These contracts generally provide the customer with a maximum annual level of usage, and provide the rate at which the customer must pay for actual usage above the annual allowable usage. For these services, the Company recognizes the annual fee ratably as revenue each month. Should a customer s usage of the Company s services exceed the annual allowable level, revenue is recognized for such excess in the period of the usage. Contracts for volume customers are generally month-to-month arrangements, have a maximum monthly level of usage and provide the rate at which the customer must pay for actual usage above the monthly allowable usage. The monthly volume subscription and support and usage fees are recognized as revenue during the period in which the related cash is collected.

Revenue recognition commences upon the later of when the application is placed in a production environment, or when all revenue recognition criteria have been met.

Professional services and other revenue sold on a stand-alone basis are recognized as the services are performed, subject to any refund or other obligation.

Deferred revenue includes amounts billed to customers for which revenue has not been recognized, and primarily consists of the unearned portion of annual software subscription and support fees, and deferred professional service fees.

Revenue is presented net of any taxes collected from customers.

Multiple-Element Arrangements

The Company periodically enters into multiple-element service arrangements that include platform subscription fees, support fees, and, in certain cases, other professional services.

The Company assesses arrangements with multiple deliverables under ASU No. 2009-13, *Revenue Recognition (Topic 605), Multiple-Deliverable Revenue Arrangements a Consensus of the FASB Emerging Issues Task Force,* which amended the previous multiple-element arrangements accounting guidance. Pursuant to ASU 2009-13, objective and reliable evidence of fair value of the undelivered elements is no longer required in order to account for deliverables in a multiple-element arrangement separately. Instead, arrangement consideration is allocated to deliverables based on their relative selling price. The guidance also eliminated the use of the residual method.

In order to treat deliverables in a multiple-element arrangement as separate units of accounting, the deliverables must have stand-alone value upon delivery. If the deliverables have stand-alone value upon delivery, the Company accounts for each deliverable separately. Subscription services have stand-alone value as such services are often sold separately. In determining whether professional services have stand-alone value, the Company considers the following factors for each professional services agreement: availability of the services from other vendors, the nature of the professional services, the timing of when the professional services contract was signed in comparison to the subscription service start date, and the contractual dependence of the subscription service on the customer s satisfaction with the professional services work. To date, the Company has concluded that all of the professional services included in multiple-element arrangements executed have stand-alone value.

When multiple deliverables included in an arrangement are separated into different units of accounting, the arrangement consideration is allocated to the identified separate units based on a relative selling price hierarchy. The Company determines the relative selling price for a deliverable based on its vendor-specific objective evidence of fair value (VSOE), if available, or its best estimate of selling price (BESP), if VSOE is not available. The Company has determined that third-party evidence of selling price (TPE) is not a practical alternative due to differences in its service

offerings compared to other parties and the availability of relevant third-party pricing information. The amount of revenue allocated to delivered items is limited by contingent revenue, if any.

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The Company has not established VSOE for its offerings due to the lack of pricing consistency, the introduction of new services and other factors. Accordingly, the Company uses its BESP to determine the relative selling price. The Company determines BESP by considering its overall pricing objectives and market conditions. Significant pricing practices taken into consideration include the Company s discounting practices, the size and volume of the Company s transactions, the geographic area where services are sold, price lists, historical contractually stated prices and prior relationships and future subscription service sales with certain classes of customers.

The determination of BESP is made through consultation with and approval by the Company s management, taking into consideration the go-to-market strategy. As the Company s go-to-market strategies evolve, the Company may modify its pricing practices in the future, which could result in changes in selling prices, including both VSOE and BESP. The Company analyzes the selling prices used in its allocation of arrangement consideration, at a minimum, on an annual basis. Selling prices are analyzed on a more frequent basis if a significant change in the Company s business necessitates a more timely analysis or if the Company experiences significant variances in its selling prices.

Cost of Revenue

Cost of revenue primarily consists of costs related to supporting and hosting the Company s product offerings and delivering professional services. These costs include salaries, benefits, incentive compensation and stock-based compensation expense related to the management of the Company s data centers, customer support team and the Company s professional services staff, in addition to third-party service provider costs such as data center and networking expenses, allocated overhead, amortization of capitalized internal-use software development costs and intangible assets and depreciation expense.

Allowance for Doubtful Accounts

The Company offsets gross trade accounts receivable with an allowance for doubtful accounts. The allowance for doubtful accounts is the Company s best estimate of the amount of probable credit losses in the Company s existing accounts receivable and is based upon historical loss patterns, the number of days that billings are past due, and an evaluation of the potential risk of loss associated with specific accounts. Account balances are charged against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. Provisions for allowances for doubtful accounts are recorded in general and administrative expense.

Below is a summary of the changes in the Company s allowance for doubtful accounts for the years ended December 31, 2016, 2015 and 2014:

	Balance at Beginning of Period	Provision	Write-offs	Balance at End of Period
Year ended December 31, 2016	$ 332	$ 230	$ (408)	$ 154
Year ended December 31, 2015	181	408	(257)	332
Year ended December 31, 2014	461	118	(398)	181

Off-Balance Sheet Risk and Concentration of Credit Risk

The Company has no significant off-balance sheet risk, such as foreign exchange contracts, option contracts, or other foreign hedging arrangements. Financial instruments that potentially expose the Company to concentrations of credit

risk consist primarily of cash, cash equivalents and trade accounts receivable. The Company maintains its cash and cash equivalents principally with accredited financial institutions of high credit standing. Although the Company deposits its cash with multiple financial institutions, its deposits, at times, may exceed federally insured limits. The Company routinely assesses the creditworthiness of its customers. The

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Company generally has not experienced any material losses related to receivables from individual customers, or groups of customers. The Company does not require collateral. Due to these factors, no additional credit risk beyond amounts provided for collection losses is believed by management to be probable in the Company s accounts receivable.

For the years ended December 31, 2016, 2015 and 2014, no individual customer accounted for more than 10% of total revenue.

As of December 31, 2016 and 2015, no individual customer accounted for more than 10% of net accounts receivable.

Concentration of Other Risks

The Company is dependent on certain content delivery network providers who provide digital media delivery functionality enabling the Company s on-demand application service to function as intended for the Company s customers and ultimate end-users. The disruption of these services could have a material adverse effect on the Company s business, financial position, and results of operations.

Software Development Costs

Costs incurred to develop software applications used in the Company s on-demand application services consist of (a) certain external direct costs of materials and services incurred in developing or obtaining internal-use computer software, and (b) payroll and payroll-related costs for employees who are directly associated with, and who devote time to, the project. These costs generally consist of internal labor during configuration, coding, and testing activities. Research and development costs incurred during the preliminary project stage or costs incurred for data conversion activities, training, maintenance and general and administrative or overhead costs are expensed as incurred. Capitalization begins when the preliminary project stage is complete, management, with the relevant authority, authorizes and commits to the funding of the software project, it is probable the project will be completed, the software will be used to perform the functions intended and certain functional and quality standards have been met. Qualified costs incurred during the operating stage of the Company s software applications relating to upgrades and enhancements are capitalized to the extent it is probable that they will result in added functionality, while costs that cannot be separated between maintenance of, and minor upgrades and enhancements to, internal-use software are expensed as incurred. These capitalized costs are amortized on a straight-line basis over the expected useful life of the software, which is estimated to be three years. Capitalized internal-use software development costs are classified as Software within Property and Equipment, net in the accompanying consolidated balance sheets.

During the years ended December 31, 2016, 2015 and 2014, the Company capitalized $4,038, $1,488 and $474, respectively, of internal-use software development costs. The Company recorded amortization expense associated with its capitalized internal-use software development costs of $690, $469 and $397 for the years ended December 31, 2016, 2015 and 2014, respectively.

Property and Equipment

Property and equipment are recorded at cost and depreciated over their estimated useful lives using the straight-line method. Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the related asset. Upon retirement or sale, the cost of assets disposed of, and the related accumulated depreciation, are removed from the accounts, and any resulting gain or loss is included in the determination of net income or loss in the period of retirement.

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Property and equipment consists of the following:

	Estimated Useful Life (in Years)	December 31,	
		2016	2015
Computer equipment	3	$ 18,750	$ 20,459
Software	3 - 6	14,648	10,766
Furniture and fixtures	5	1,995	1,942
Leasehold improvements	Shorter of lease term or the estimated useful life	1,202	1,059
		36,595	34,226
Less accumulated depreciation and amortization		27,331	25,537
		$ 9,264	$ 8,689

Depreciation and amortization expense, which includes amortization expense associated with capitalized internal-use software development costs, for the years ended December 31, 2016, 2015 and 2014 was $4,680, $5,575 and $5,387, respectively.

Expenditures for maintenance and repairs are charged to expense as incurred, whereas major improvements are capitalized as additions to property and equipment.

On December 31, 2015, the Company entered into an equipment financing agreement with a lender (the December 2015 Equipment Financing Agreement) to finance the purchase of $604 in computer equipment. In February 2016, the Company drew down $604 under the December 2015 Equipment Financing Agreement. Refer to Note 9 for a discussion of the equipment financing.

On December 31, 2016, the Company disposed of a cost value of $1.9 million in computer equipment in connection with the closure of certain facilities for the purpose of consolidating its data centers. The Company recorded cost of revenue of $845, of which $695 represented the settlement amount due upon signing a termination agreement relating to the facilities and $150 represented a loss on disposal of assets in connection with the closure of the facilities.

Long-Lived Assets

The Company reviews long-lived assets and certain identifiable intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. During this review, the Company re-evaluates the significant assumptions used in determining the original cost and estimated lives of long-lived assets. Although the assumptions may vary from asset to asset, they generally include operating results, changes in the use of the asset, cash flows, and other indicators of value. Management then determines whether the remaining useful life continues to be appropriate, or whether there has been an impairment of long-lived assets based primarily upon whether expected future undiscounted cash flows are sufficient to support the assets recovery. If impairment exists, the Company adjusts the carrying value of the asset to fair value, generally determined by a discounted cash flow analysis.

For the years ended December 31, 2016, 2015 and 2014, the Company has not identified any impairment of its long-lived assets.

Business Combinations

The Company records tangible and intangible assets acquired and liabilities assumed in business combinations under the purchase method of accounting. Amounts paid for each acquisition are allocated to the

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assets acquired and liabilities assumed based on their fair values at the date of acquisition. The Company then allocates the purchase price in excess of net tangible assets acquired to identifiable intangible assets based on detailed valuations that use information and assumptions provided by management. Any excess purchase price over the fair value of the net tangible and intangible assets acquired and liabilities assumed is allocated to goodwill. If the fair value of the assets acquired exceeds the purchase price, the excess is recognized as a gain.

Significant management judgments and assumptions are required in determining the fair value of acquired assets and liabilities, particularly acquired intangible assets. The valuation of purchased intangible assets is based upon estimates of the future performance and cash flows from the acquired business. Each asset is measured at fair value from the perspective of a market participant.

If different assumptions are used, it could materially impact the purchase price allocation and adversely affect our results of operations, financial condition and cash flows.

Intangible Assets and Goodwill

Intangible assets that have finite lives are amortized over their estimated useful lives based on the pattern of consumption of the economic benefit or, if that pattern cannot be readily determined, on a straight-line basis and are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable, as discussed above.

Goodwill is not amortized, but is evaluated for impairment annually, or whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

In assessing the recoverability of goodwill, the Company must make assumptions regarding the estimated future cash flows, and other factors, to determine the fair value of these assets. If these estimates or their related assumptions change in the future, the Company may be required to record impairment charges against these assets in the reporting period in which the impairment is determined. The Company has determined, based on its organizational structure, that it had one reporting unit as of December 31, 2016 and 2015.

For goodwill, the impairment evaluation includes a comparison of the carrying value of the reporting unit to the fair value of the reporting unit. If the reporting unit s estimated fair value exceeds the reporting unit s carrying value, no impairment of goodwill exists. If the fair value of the reporting unit does not exceed its carrying value, then further analysis would be required to determine the amount of the impairment, if any.

In accordance with ASU No. 2011-08, *Intangibles Goodwill and Other (Topic 350) Testing Goodwill for Impairment*, the Company has the option to assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount to determine whether further impairment testing is necessary. Based on the results of the qualitative review of goodwill performed as of December 31, 2016 and 2015, the Company did not identify any indicators of impairment. As such, the two-phase process described above was not necessary.

Comprehensive Income (Loss)

Comprehensive income (loss) is defined as the change in equity of a business enterprise during a period from transactions, other events, and circumstances from non-owner sources. Accumulated other comprehensive loss is presented separately on the consolidated balance sheets and consists entirely of cumulative foreign translation adjustments as of December 31, 2016 and 2015.

Net Loss per Share

The Company calculates basic and diluted net loss per common share by dividing the net loss by the weighted-average number of common shares outstanding during the period. The Company has excluded (a) all

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unvested restricted shares that are subject to repurchase and (b) the Company s other potentially dilutive shares, which include warrants to purchase common stock and outstanding common stock options and unvested restricted stock units, from the weighted-average number of common shares outstanding as their inclusion in the computation for all periods would be anti-dilutive due to net losses incurred.

The following potentially dilutive common shares have been excluded from the computation of dilutive net loss per share as of December 31, 2016, 2015 and 2014, as their effect would have been antidilutive:

	Year Ended December 31,		
	2016	2015	2014
Options outstanding	4,291	4,139	3,805
Restricted stock units outstanding	1,668	1,043	990
Warrants	19	28	28

Income Taxes

The Company accounts for income taxes in accordance with the asset and liability method. Under this method, deferred tax assets and liabilities are recognized based on temporary differences between the financial reporting and income tax bases of assets and liabilities using statutory rates. In addition, this method requires a valuation allowance against net deferred tax assets if, based upon the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions recognized in the consolidated financial statements by prescribing a more-likely-than-not threshold for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Interest and penalties, if applicable, related to uncertain tax positions would be recognized as a component of income tax expense. The Company has no recorded liabilities for uncertain tax positions as of December 31, 2016 or 2015.

Stock-Based Compensation

At December 31, 2016, the Company had four stock-based compensation plans, which are more fully described in Note 7.

For stock options issued under the Company s stock-based compensation plans, the fair value of each option grant is estimated on the date of grant, and an estimated forfeiture rate is used when calculating stock-based compensation expense for the period. For service-based options, the Company recognizes compensation expense on a straight-line basis over the requisite service period of the award. For restricted stock units issued under the Company s stock-based compensation plans, the fair value of each grant is calculated based on the Company s stock price on the date of grant.

The fair value of each option grant issued under the Company s stock-based compensation plans was estimated using the Black-Scholes option-pricing model. Prior to 2015, as there was no public market for its common stock prior to February 17, 2012, the effective date of the Company s IPO, and as the trading history of the Company s common stock was limited through December 31, 2014, the Company determined the volatility for options granted based on an analysis of reported data for a peer group of companies that issued options with substantially similar terms. The expected volatility of options granted had been determined using a weighted average of the historical volatility measures of this peer group of companies. Beginning in 2015, as there was at least three years of trading history of the Company s common stock, the expected volatility of options granted has been determined using a weighted-average of

the historical volatility measures of this peer group of companies as well as the historical volatility of the Company s own common stock. The expected life of options has been determined utilizing the simplified method . The simplified method is based on the average of the vesting tranches and the contractual life of each grant. The risk-free interest rate is based on a treasury instrument

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whose term is consistent with the expected life of the stock options. The Company has not paid, and does not anticipate paying, cash dividends on its common stock; therefore, the expected dividend yield is assumed to be zero. In addition, based on an analysis of the historical actual forfeitures, the Company applied an estimated forfeiture rate of approximately 17% for each of the years ended December 31, 2016, 2015 and 2014 in determining the expense recorded in the accompanying consolidated statements of operations.

The weighted-average fair value of options granted during the years ended December 31, 2016, 2015 and 2014, was $4.01, $3.10 and $4.21 per share, respectively. The weighted-average assumptions utilized to determine such values are presented in the following table:

	Year Ended December 31,		
	2016	2015	2014
Risk-free interest rate	1.75%	1.96%	2.16%
Expected volatility	45%	46%	52%
Expected life (in years)	6.2	6.2	6.2
Expected dividend yield			

As of December 31, 2016, there was $13,327 of total unrecognized stock-based compensation expense related to stock based awards that is expected to be recognized over a weighted-average period of 2.48 years. The total unrecognized stock-based compensation expense will be adjusted for future changes in estimated forfeitures.

The Company accounts for transactions in which services are received from non-employees in exchange for equity instruments based on the fair value of such services received, or of the equity instruments issued, whichever is more reliably measured. The Company determines the total stock-based compensation expense related to non-employee awards using the Black-Scholes option-pricing model. Additionally, in accordance with ASC 505, *Equity-Based Payments to Non-Employees,* the Company accounts for awards to non-employees prospectively, such that the fair value of the awards is remeasured at each reporting date until the earlier of (a) the performance commitment date or (b) the date the services required under the arrangement have been completed.

For the years ended December 31, 2016, 2015 and 2014, stock-based compensation expense for stock options granted to non-employees in the accompanying consolidated statements of operations was not material.

For the years ended December 31, 2016, 2015 and 2014, total stock-based compensation expense was $6,012, $6,014 and $6,387, respectively.

See Note 7 for a summary of the stock option and restricted stock activity under the Company s stock-based compensation plans for the year ended December 31, 2016.

Advertising Costs

Advertising costs are charged to operations as incurred. The Company incurred advertising costs of $2,137, $2,081 and $3,515 for the years ended December 31, 2016, 2015 and 2014, respectively.

Recent Accounting Pronouncements

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)* (ASU 2014-09), which modifies how all entities recognize revenue, and consolidates into one ASC Topic (ASC Topic 606,

Revenue from Contracts with Customers) the current guidance found in ASC Topic 605, and various other revenue accounting standards for specialized transactions and industries. ASU 2014-09 outlines a comprehensive five-step revenue recognition model based on the principle that an entity should recognize

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revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 may be applied using either a full retrospective approach, under which all years included in the financial statements will be presented under the revised guidance, or a modified retrospective approach, under which financial statements will be prepared under the revised guidance for the year of adoption, but not for prior years. Under the latter method, entities will recognize a cumulative catch-up adjustment to the opening balance of retained earnings at the effective date for contracts that still require performance by the entity at the date of adoption.

In August 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of Effective Date*, which defers the effective date of ASU 2014-09 by one year. ASU 2014-09 is now effective for annual reporting periods beginning after December 15, 2017, including interim periods within those annual reporting periods. The Company has developed an implementation plan to adopt this new guidance. As part of this plan, the Company is currently assessing the impact of the new guidance on its results of operations. Based on the Company s procedures performed to date, nothing has come to its attention that would indicate that the adoption of ASU 2014-09 will have a material impact on its revenue recognition on cloud offerings, however, further analysis is required and the Company will continue to evaluate this assessment in 2017. While the Company is still evaluating the impact that this guidance will have on its financial statements and related disclosures, the Company s preliminary assessment is that there will be an impact relating to the accounting for costs to acquire a contract. Under the standard, the Company will be required to capitalize certain costs, primarily commission expense to sales representatives, on its consolidated balance sheet and amortize such costs over the period of performance for the underlying customer contracts. The Company is still evaluating the impact of capitalizing costs to execute a contract.

The Company intends to adopt ASU 2014-09 on January 1, 2018. The Company currently expects to apply the modified retrospective method of adoption; however, it has not yet finalized its transition method, but expects to do so in 2017 upon completion of further analysis.

In March 2016, the FASB issued ASU No. 2016-09, *Compensation Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*. ASU 2016-09 identifies areas for simplification involving several aspects of accounting for share based payments, including income tax consequences, classification of awards as either equity or liabilities, an option to make a policy election to recognize gross share based compensation expense with actual forfeitures recognized as they occur as well as certain classification changes on the statement of cash flows. This guidance is effective for annual and interim reporting periods beginning after December 15, 2016, with early adoption permitted. The Company is currently evaluating the impact that adopting ASU 2016-09 will have on its consolidated financial statements and related disclosures. The Company does not believe that the impact of recording actual forfeitures as they occur, rather than estimating forfeitures by applying a forfeiture rate, will result in a significant impact to accumulated deficit upon recording the cumulative effect adjustment.

In February 2016 the FASB issued ASU 2016-02, *Leases (Topic 842), Amendments to the FASB Accounting Standards Codification*, which replaces the existing guidance for leases. ASU 2016-02 requires the identification of arrangements that should be accounted for as leases by lessees. In general, lease arrangements exceeding a twelve month term must now be recognized as assets and liabilities on the balance sheet of the lessee. Under ASU 2016-02, a right-of-use asset and lease obligation will be recorded for all leases, whether operating or financing, while the income statement will reflect lease expense for operating leases and amortization/interest expense for financing leases. The balance sheet amount recorded for existing leases at the date of adoption of ASU 2016-02 must be calculated using the applicable incremental borrowing rate at the date of adoption. In addition, ASU 2016-02 requires the use of the modified retrospective method, which will require adjustment to all comparative periods presented in the consolidated financial statements. This guidance is effective for annual and interim periods beginning after December 15, 2018 and requires retrospective application. The Company is currently assessing the impact that adopting ASU 2016-02 will

have on its consolidated financial statements and related disclosures.

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3. Business Combinations

Unicorn Media, Inc.

On January 31, 2014, the Company acquired substantially all of the assets of Unicorn Media, Inc. and certain of its subsidiaries, or Unicorn, a provider of cloud video ad insertion technology, for total consideration of approximately $39.7 million, which was funded by cash on hand of $9.1 million and the issuance of 2,850,547 shares of common stock (the Acquisition). This transaction was accounted for under the purchase method of accounting in accordance with ASC 805 *Business Combinations*. Accordingly, the results of operations of Unicorn have been included in the Company s consolidated financial statements since the date of acquisition. All of the assets acquired and liabilities assumed in the transaction have been recognized at their acquisition date fair values, which were finalized at December 31, 2014. The Acquisition did not result in the addition of any reportable segments.

Pursuant to the asset purchase agreement, 1,285,715 shares were placed into an escrow account to settle certain claims for indemnification for breaches or inaccuracies in Unicorn s representations and warranties, covenants and agreements. Prior to the expiration of the indemnity period, the Company posted claims against the escrow account related to liabilities discovered after the date of the acquisition and related matters. In December 2015, the Company entered into a settlement agreement with the Securityholders Representative, on behalf of the former stockholders of Unicorn Media, Inc., and received 135,000 shares in exchange for settling the escrow matters and releasing the counterparty from all future liabilities relating to the claims. The Company accounted for the settlement of shares as treasury stock and recorded a corresponding gain of $871 to other expense, net in the consolidated statement of operations.

4. Intangible Assets and Goodwill

On March 10, 2016, the Company purchased an intangible asset for $300 plus a contingent amount of up to an additional $250 to be determined on the 90th day following the closing date. In June 2016, it was determined that no additional consideration was to be provided in connection with the intangible asset purchase. The useful life of the intangible asset was determined to be three years. As of December 31, 2016, the net carrying value of the intangible asset was $219.

Finite-lived intangible assets consist of the following as of December 31, 2016.

Description	Weighted Average Estimated Useful Life (in years)	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Developed technology	7	$ 14,223	$ 7,400	$ 6,823
Customer relationships	11	6,257	2,147	4,110
Non-compete agreements	3	1,912	1,875	37
Tradename	3	368	368	
Total		$ 22,760	$ 11,790	$ 10,970

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Finite-lived intangible assets consist of the following as of December 31, 2015:

Description	Weighted Average Estimated Useful Life (in years)	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Developed technology	7	$ 14,223	$ 5,369	$ 8,854
Customer relationships	12	5,957	1,500	4,457
Non-compete agreements	3	1,912	1,437	475
Tradename	3	368	368	
Total		$ 22,460	$ 8,674	$ 13,786

Amortization expense related to intangible assets for the years ended December 31, 2016, 2015 and 2014 was $3,116, $3,112 and $3,200, respectively.

The estimated remaining amortization expense for each of the five succeeding years and thereafter is as follows:

Year Ending December 31,	Amount
2017	$ 2,733
2018	2,317
2019	1,604
2020	1,585
2021	1,327
2022 and thereafter	1,404
Total	$ 10,970

The carrying amount of goodwill was $50,776 as of December 31, 2016 and 2015.

5. Fair Value Measurements

ASC 820, Fair Value Measurements and Disclosures, establishes a three-level valuation hierarchy for instruments measured at fair value that distinguishes between assumptions based on market data (observable inputs) and the Company s own assumptions (unobservable inputs). Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company s assumptions about the inputs that market participants would use in pricing the asset or liability, and are developed based on the best information available in the circumstances.

ASC 820 identifies fair value as an exit price, representing the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants based on the highest and best use of the asset or liability. As such, fair value is a market-based measurement that should be determined based on assumptions that

market participants would use in pricing an asset or liability. The Company uses valuation techniques to measure fair value that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are prioritized as follows:

Level 1: Observable inputs, such as quoted prices for identical assets or liabilities in active markets;

Level 2: Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly, such as quoted prices for similar assets or liabilities, or market-corroborated inputs; and

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Level 3: Unobservable inputs for which there is little or no market data which require the reporting entity to develop its own assumptions about how market participants would price the assets or liabilities.

The valuation techniques that may be used to measure fair value are as follows:

A. *Market approach* Uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

B. *Income approach* Uses valuation techniques to convert future amounts to a single present amount based on current market expectations about those future amounts, including present value techniques, option-pricing models, and excess earnings method.

C. *Cost approach* Based on the amount that currently would be required to replace the service capacity of an asset (replacement cost).

The following tables set forth the Company s financial instruments carried at fair value using the lowest level of input as of December 31, 2016 and 2015:

	December 31, 2016			
	Quoted Prices in Active Markets for Identical Items (Level 1)	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total**
Assets:				
Money market funds	$ 12,871	$	$	$ 12,871
Total assets	$ 12,871	$	$	$ 12,871

	December 31, 2015			
	Quoted Prices in Active Markets for Identical Items (Level 1)	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total**
Assets:				
Money market funds	$ 9,580	$	$	$ 9,580
Restricted cash		201		201
Total assets	$ 9,580	$ 201	$	$ 9,781

Realized gains and losses from sales of the Company s investments are included in Other expense, net .

The Company measures eligible assets and liabilities at fair value, with changes in value recognized in earnings. Fair value treatment may be elected either upon initial recognition of an eligible asset or liability or, for an existing asset or liability, if an event triggers a new basis of accounting. The Company did not elect to remeasure any of its existing financial assets or liabilities, and did not elect the fair value option for any financial assets and liabilities transacted in the years ended December 31, 2016 or 2015.

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6. Commitments and Contingencies

Operating Lease Commitments

The Company leases its facilities under non-cancelable operating leases. These operating leases expire at various dates through April 2022. Future minimum rental commitments under operating leases at December 31, 2016 are as follows:

Year Ending December 31,	Operating Lease Commitments
2017	$ 6,006
2018	5,337
2019	4,983
2020	4,179
2021	3,968
2022 and thereafter	1,029
	$ 25,502

Certain amounts included in the table above relating to co-location leases for the Company s servers include usage based charges in addition to base rent.

The Company s primary office lease has the option to renew the lease for two successive periods of five years each. In connection with the office lease, the Company entered into a letter of credit in the amount of $2,404.

Certain of the Company s operating leases include escalating payment amounts and lease incentives. The Company is recognizing the related rent expense on a straight-line basis over the term of the lease. The lease incentives are considered an inseparable part of the lease agreement, and are recognized as a reduction of rent expense on a straight-line basis over the term of the lease. As of December 31, 2016 and 2015, the Company had deferred rent and rent incentives of $1,579 and $1,653, respectively, of which $1,320 and $1,565, respectively, is classified as a long-term liability in the accompanying consolidated balance sheets. Rent expense for the years ended December 31, 2016, 2015 and 2014 was $6,334, $6,831 and $6,280, respectively. Income from sublease rental activity amounted to $219, $185 and $0, respectively, for the years ended December 31, 2016, 2015 and 2014.

In addition to the operating obligations noted in the table above, as of December 31, 2016, the Company recorded cost of revenue of $845 of which $695 represented the settlement amount due upon signing a termination agreement relating to the facilities and $150 represented a loss on disposal of assets in connection with the closure of the facilities for the purpose of consolidating data centers.

Capital Lease Commitments

The Company leases certain computer equipment and support under non-cancelable capital leases. The lease arrangements expire at various dates through September 2018. Future minimum rental commitments under capital leases at December 31, 2016 are as follows:

Year Ending December 31,	Capital Lease Commitments
2017	$ 508
2018	231
Less interest on capital leases	21
	$ 718

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At December 31, 2016, total assets under capital leases were $1.2 million and related accumulated amortization was $557,000.

In addition to the operating lease and capital lease commitments discussed above, as of December 31, 2016, the Company had non-cancelable commitments of $9,876, $10,996 and $6,942 payable in 2017, 2018 and 2019, respectively, primarily for content delivery network services, hosting and other support services. In January 2017, the Company entered into an agreement with a non-cancelable commitment, primarily for content delivery and network storage service, of $15.8 million through December 31, 2018.

Legal Matters

The Company, from time to time, is party to litigation arising in the ordinary course of business. Management does not believe that the outcome of these claims will have a material adverse effect on the consolidated financial position, results of operations or cash flows of the Company based on the status of proceedings at this time.

On July 8, 2016, a complaint was filed by Brand Technologies, Inc. naming the Company, along with several others, as a defendant in a case alleging copyright infringement, violations of the Lanham Act, unfair competition and related claims (Brand Technologies, Inc. v. Cox Enterprises, Inc., et al., United States District Court for the Central District of California). The complaint alleges that Cox Media Group (CMG) engaged in the unlicensed provision of copyrighted videos, acquired from AOL and owned by the plaintiff, on CMG websites by using a Brightcove technology. The complaint seeks actual and statutory damages, costs and injunctive relief. Brightcove is being indemnified in this matter. The Company cannot yet determine whether it is probable that a loss will be incurred in connection with this complaint, nor can the Company reasonably estimate the potential loss, if any.

On July 30, 2016, a complaint was filed by Autumn Cloud LLC naming the Company as a defendant in a patent infringement case (Autumn Cloud LLC v. Brightcove Inc., United States District Court for the Eastern District of Texas). The complaint alleged that Brightcove infringed U.S. Patent 7,606,843 with an issue date of October 20, 2009, entitled System and Method for Customizing the Storage and Management of Device Data in a Networked Environment, and U.S. Patent 8,239,347 with an issue date of August 7, 2012, entitled System and Method for Customizing the Storage and Management of Device Data in a Networked Environment. The complaint sought monetary damages and declarations of infringement. Brightcove acquired a license to the patents-in-suit via a third-party and as a result the complaint has been dismissed with prejudice. Brightcove did not incur any loss in this matter.

Guarantees and Indemnification Obligations

The Company typically enters into indemnification agreements in the ordinary course of business. Pursuant to these agreements, the Company indemnifies and agrees to reimburse the indemnified party for losses and costs incurred by the indemnified party, generally the Company s customers, in connection with patent, copyright, trade secret, or other intellectual property or personal right infringement claim by third parties with respect to the Company s technology. The term of these indemnification agreements is generally perpetual after execution of the agreement. Based on when customers first subscribe for the Company s service, the maximum potential amount of future payments the Company could be required to make under certain of these indemnification agreements is unlimited, however, more recently the Company has typically limited the maximum potential value of such potential future payments in relation to the value of the contract. Based on historical experience and information known as of December 31, 2016, the Company has not incurred any costs for the above guarantees and indemnities. The Company has received requests for indemnification from customers in connection with patent infringement suits brought against the customer by a third party. To date, the Company has not agreed that the requested indemnification is required by the Company s contract with any such

customer.

In certain circumstances, the Company warrants that its products and services will perform in all material respects in accordance with its standard published specification documentation in effect at the time of delivery of

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the licensed products and services to the customer for the warranty period of the product or service. To date, the Company has not incurred significant expense under its warranties and, as a result, the Company believes the estimated fair value of these agreements is immaterial.

7. Stockholders Equity

Common Stock

Common stockholders are entitled to one vote per share. Holders of common stock are entitled to receive dividends, when and if declared by the Board.

Treasury Stock

The Company has recorded 135,000 shares as treasury stock as of December 31, 2016 and 2015 with a cost of $871. See Note 3 for additional information.

Equity Incentive Plans

At December 31, 2016, the Company had four stock-based compensation plans, the Amended and Restated 2004 Stock Option and Incentive Plan (the 2004 Plan), the 2012 Stock Incentive Plan (the 2012 Plan), the Brightcove Inc. 2012 RSU Inducement Plan (the RSU Plan), and the Brightcove Inc. 2014 Stock Option Inducement Plan (the 2014 Stock Inducement Plan).

The 2004 Plan provided for the issuance of incentive and non-qualified stock options, restricted stock, and other equity awards to the Company s employees, officers, directors, consultants and advisors, up to an aggregate of 7,397,843 shares of the Company s common stock. The Company also established a UK Sub-Plan of the 2004 Plan under which the Company was permitted to make grants of options to employees subject to tax in the United Kingdom. In conjunction with the effectiveness of the 2012 Plan, the Board voted that no further stock options or other equity-based awards may be granted under the 2004 Plan.

In 2012, the Board and stockholders adopted the 2012 Plan, which became effective on February 16, 2012. The 2012 Plan provides for the issuance of incentive and non-qualified stock options, restricted stock and other stock-based awards to the Company s officers, employees, non-employee directors and certain other key persons of the Company as are selected by the Board or the compensation committee thereof. In connection with the approval of the 2012 Plan, the Company reserved 1,700,000 shares of common stock for issuance under the 2012 Plan, and 124,703 shares were transferred from the 2004 Plan. The number of shares reserved and available for issuance under the 2012 Plan automatically increases each January 1, beginning in 2013, by 4% of the outstanding number of shares of the Company s common stock on the immediately preceding December 31 or such lesser number of shares as determined by the Company s compensation committee subject to an overall overhang limit of 30%. This number is subject to adjustment in the event of a stock split, stock dividend or other change in the Company s capitalization.

In 2012, the Company adopted the RSU Plan and made awards of restricted stock units pursuant to the RSU Plan to 15 new employees in connection with the acquisition of Zencoder. The awards of restricted stock units cover an aggregate of 77,100 shares of the Company s common stock and were made as a material inducement to the employees entering into employment with the Company in connection with the acquisition of Zencoder. The restricted stock units were settled in shares of the Company s common stock upon vesting.

In 2014, the Company adopted the 2014 Stock Inducement Plan and made awards of options pursuant to the 2014 Stock Inducement Plan to 61 new employees in connection with the asset purchase agreement. The awards of options cover an aggregate of 578,350 shares of the Company s common stock in the form of options to purchase shares of the Company s common stock as an inducement to the employees entering into employment with the Company in connection with the asset purchase agreement.

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At December 31, 2016, 945,238 shares were available for issuance under all stock-based compensation plans.

The following is a summary of the stock option activity for all stock option plans during the year ended December 31, 2016:

	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (In Years)	Aggregate Intrinsic Value [2]
Outstanding at December 31, 2015	4,622,886	$ 6.63		
Granted	816,902	8.83		
Exercised	(886,085)	5.14		$ 5,159
Cancelled	(403,119)	8.84		
Outstanding at December 31, 2016	4,150,584	$ 7.17	7.14	$ 7,107
Exercisable at December 31, 2016	1,923,596	$ 6.49	5.37	$ 4,867
Vested or expected to vest at December 31, 2016 [1]	3,612,724	$ 7.08	6.87	$ 6,577

(1) This represents the number of vested options as of December 31, 2016 plus the number of unvested options expected to vest as of December 31, 2016, based on the unvested options outstanding at December 31, 2016 and adjusted for the estimated forfeiture rate.

(2) The aggregate intrinsic value was calculated based on the positive difference between the estimated fair value of the Company s common stock on December 31, 2016 of $8.05 per share, or the date of exercise, as appropriate, and the exercise price of the underlying options.

The aggregate intrinsic value for options exercised during the years ended December 31, 2015 and 2014 was $281 and $1,499, respectively.

The Company has entered into restricted stock unit (RSU) agreements with certain of its employees pursuant to the 2012 Plan and the RSU Plan. Vesting occurs periodically at specified time intervals, ranging from three months to four years, and in specified percentages. Upon vesting, the holder will receive one share of the Company s common stock for each unit vested.

The following table summarizes the RSU activity during the year ended December 31, 2016:

	Shares	Weighted Average Grant Date Fair

		Value
Unvested by December 31, 2015	1,503,814	$ 6.69
Granted	1,061,958	9.77
Vested and issued	(425,898)	7.35
Cancelled	(237,297)	7.59
Unvested by December 31, 2016	1,902,577	$ 7.84

Warrants

In September 2006, the Company issued fully vested warrants to purchase an aggregate of 46,713 shares of Series B Preferred Stock, at a purchase price of $3.21 per share, to two lenders in connection with a line of credit agreement. The warrants were exercisable at any time up until the expiration date of August 31, 2016. The fair value of the warrants was recorded as a discount on the related debt, and was amortized to interest expense over the life of the debt. The debt was fully repaid in March 2007. The warrant liability was reported at fair value until

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completion of the Company s IPO in February 2012, whereupon the warrants automatically converted into warrants to purchase shares of the Company s common stock. At the time of conversion of the warrants in connection with the Company s IPO, the fair value of the warrants was $395, which was reclassified as a component of additional paid-in capital.

During 2012, 18,685 shares exercisable under the warrants were exercised pursuant to a net exercise provision, which resulted in the issuance of 15,781 common shares. In August 2016, the remaining 28,028 shares exercisable under the warrants were exercised pursuant to a net exercise provision, which resulted in the issuance of 20,528 common shares.

Common Stock Reserved for Future Issuance

At December 31, 2016, the Company has reserved the following shares of common stock for future issuance:

	December 31, 2016
Common stock options outstanding	4,150,584
Restricted stock unit awards outstanding	1,902,577
Shares available for issuance under all stock-based compensation plans	945,238
Total shares of authorized common stock reserved for future issuance	6,998,399

8. Income Taxes

Loss before the provision for income taxes consists of the following:

	Year Ended December 31,		
	2016	2015	2014
Domestic	$ (10,756)	$ (8,028)	$ (17,492)
Foreign	1,180	839	859
Total	$ (9,576)	$ (7,189)	$ (16,633)

The provision for income taxes in the accompanying consolidated financial statements consists of the following:

	Year Ended December 31,		
	2016	2015	2014
Current provision:			
Federal	$	$	$
State	33	29	41
Foreign	424	389	219
Total current	457	418	260

Deferred (benefit):			
Federal			
State			
Foreign	(47)	(27)	
Total deferred	(47)	(27)	
Total provision	$ 410	$ 391	$ 260

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A reconciliation of the U.S. federal statutory rate to the Company s effective tax rate is as follows:

	Year Ended December 31,		
	2016	2015	2014
Tax at statutory rates	(34.0)%	(34.0)%	(34.0)%
State income taxes	(6.1)	3.4	(2.0)
Change in tax rate	0.1	3.0	(1.6)
Permanent differences	11.7	34.7	16.2
Foreign rate differential	(1.1)	(1.2)	(0.4)
Research and development credits	(6.7)	(9.6)	(7.9)
Change in valuation allowance	40.8	7.7	31.2
Other, net	(0.3)	1.4	0.1
Effective tax rate	4.3%	5.4%	1.6%

The approximate income tax effect of each type of temporary difference and carryforward as of December 31, 2016 and 2015 is as follows:

	As of December 31,	
	2016	2015
Net operating loss carry-forwards	$ 45,850	$ 42,666
Tax credit carry-forwards	7,654	6,646
Stock-based compensation	2,236	2,283
Intangible assets	(5,962)	(5,799)
Fixed assets	154	49
Account receivable reserves	219	1,071
Accrued compensation	2,232	1,422
Capitalized start-up costs	279	346
Other temporary differences	761	777
Deferred tax assets	53,423	49,461
Valuation allowance	(53,302)	(49,398)
Net deferred tax assets	$ 121	$ 63

The Company is required to compute income tax expense in each jurisdiction in which it operates. This process requires the Company to project its current tax liability and estimate its deferred tax assets and liabilities, including net operating loss (NOL) and tax credit carry-forwards. In assessing the ability to realize the net deferred tax assets, management considers whether it is more likely than not that some portion or all of the net deferred tax assets will not be realized.

The Company has provided a valuation allowance against its remaining U.S. net deferred tax assets as of December 31, 2016 and 2015, as based upon the level of historical U.S. losses and future projections over the period in which the net deferred tax assets are deductible, at this time, management believes it is more likely than not that the

Company will not realize the benefits of these deductible differences. The increase in the valuation allowance from 2015 to 2016 of $3.9 million principally relates to the current year taxable loss.

Based upon the level of historical income in Japan and future projections, the Company believes it is probable it will realize the benefits of its future deductible differences. As such, the Company has not recorded a valuation allowance against its net deferred tax assets in Japan as of December 31, 2016 and 2015.

As of December 31, 2016, the Company had federal and state net operating losses of approximately $155.5 million and $57.4 million, respectively, which are available to offset future taxable income, if any,

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through 2035. Included in the federal and state net operating losses are deductions attributable to excess tax benefits from the exercise of non-qualified stock options of $16.9 million and $10.2 million, respectively. The Company also had federal and state research and development tax credits of $5.4 million and $3.5 million, respectively, which expire in various amounts through 2035. The net operating loss and tax credit amounts are subject to annual limitations under Section 382 change of ownership rules under the U.S. Internal Revenue Code of 1986, as amended. Through June 30, 2014, the Company completed an assessment to determine whether there may have been a Section 382 ownership change and determined that it is more-likely-than-not that the Company s net operating and tax credit amounts as disclosed are not subject to any material Section 382 limitations.

On January 1, 2009, the Company adopted the provision for uncertain tax positions under ASC 740, *Income Taxes*. The adoption did not have an impact on the Company s retained earnings balance. At December 31, 2016 and 2015, the Company had no recorded liabilities for uncertain tax positions.

At December 31, 2016 and 2015, the Company had no accrued interest or penalties related to uncertain tax positions.

The Company files income tax returns in the U.S. federal tax jurisdiction, various state and various foreign jurisdictions. The Company is currently open to examination under the statute of limitations by the Internal Revenue Service and state jurisdictions for the tax years ended 2012 through 2016. Since the Company is in a U.S. loss carryforward position, carryforward tax attributes generated in prior years may still be adjusted upon future examination if they have or will be used in a future period. Additionally, certain non-U.S. jurisdictions are no longer subject for income tax examinations by authorities for tax years before 2010.

The Company s current intention is to reinvest the total amount of its unremitted earnings in the local international tax jurisdiction or to repatriate the earnings only when tax effective. As such, the Company has not provided for U.S. taxes on the unremitted earnings of its international subsidiaries. Upon repatriation of those earnings, in the form of dividends or otherwise, the Company may be subject to U.S. income taxes (subject to an adjustment for foreign tax credits) and withholding taxes payable to the various foreign countries. Determination of the amount of the unrecognized deferred U.S. income tax liability is not practical due to the complexity associated with this hypothetical calculation.

9. Debt

On November 19, 2015, the Company entered into an amended and restated loan and security agreement with a lender (the Loan Agreement) providing for up to a $20.0 million asset based line of credit (the Line of Credit). Under the Line of Credit, the Company can borrow up to $20.0 million. Borrowings under the Line of Credit are secured by substantially all of the Company s assets, excluding intellectual property. Outstanding amounts under the Line of Credit accrue interest at a rate equal to the prime rate or the LIBOR rate plus 2.5%. Under the Loan Agreement, the Company must comply with certain financial covenants, including maintaining a minimum asset coverage ratio. If the outstanding principal during any month is at least $15.0 million, the Company must also maintain a minimum net income threshold based on non-GAAP operating measures. Failure to comply with these covenants, or the occurrence of an event of default, could permit the lender under the Line of Credit to declare all amounts borrowed under the Line of Credit, together with accrued interest and fees, to be immediately due and payable. The Company was in compliance with all covenants under the Line of Credit as of December 31, 2016. As the Company has not drawn on the Line of Credit, there are no amounts outstanding as of December 31, 2016.

On December 31, 2015, the Company entered into an equipment financing agreement with a lender (the December 2015 Equipment Financing Agreement) to finance the purchase of $604 in computer equipment. In February 2016, the Company drew down $604 under the December 2015 Equipment Financing Agreement, and the liability was recorded

at fair value using a market interest rate. The Company is repaying its obligation over a two year period through January 2018, and the amount outstanding was $333 as of December 31, 2016.

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10. Accrued Expenses

Accrued expenses consist of the following:

	December 31,	
	2016	2015
Accrued payroll and related benefits	$ 7,089	$ 5,393
Accrued sales and other taxes	2,275	1,728
Accrued professional fees and outside contractors	1,082	1,023
Accrued content delivery	2,013	2,112
Accrued other liabilities	3,246	2,593
Total	$ 15,705	$ 12,849

11. Segment Information

Disclosure requirements about segments of an enterprise and related information establishes standards for reporting information regarding operating segments in annual financial statements and requires selected information of those segments to be presented in interim financial reports issued to stockholders. Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision-maker, or decision-making group, in making decisions on how to allocate resources and assess performance. The Company s chief decision maker is its chief executive officer. The Company and the chief decision maker view the Company s operations and manage its business as one operating segment.

Geographic Data

Total revenue to unaffiliated customers by geographic area, based on the location of the customer, was as follows:

	Year Ended December 31,		
	2016	2015	2014
Revenue:			
North America	$ 92,912	$ 86,106	$ 75,419
Europe	25,196	25,380	30,624
Japan	15,230	9,061	7,902
Asia Pacific	15,617	12,380	10,109
Other	1,311	1,779	963
Total revenue	$ 150,266	$ 134,706	$ 125,017

North America is comprised of revenue from the United States, Canada and Mexico. Revenue from customers located in the United States was $87,302, $80,455 and $69,778 during the years ended December 31, 2016, 2015 and 2014, respectively. Revenue from customers located in Japan was $15,230, $9,061 and $7,902 during the years ended December 31, 2016, 2015 and 2014, respectively. During the years ended December 31, 2016 and 2015, no other country contributed more than 10% of the Company s total revenue.

As of December 31, 2016 and December 31, 2015, property and equipment at locations outside the U.S. was not material.

12. 401(k) Savings Plan

The Company maintains a defined contribution savings plan covering all eligible U.S. employees under Section 401(k) of the Internal Revenue Code. Company contributions to the plan may be made at the discretion of the Board. During the years ended December 31, 2016, 2015 and 2014, the Company has made contributions to the plan of $336, $276 and $199, respectively.

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13. Quarterly Financial Data (unaudited)

	For the three months ended:							
	Dec. 31, 2016	Sep. 30, 2016	Jun. 30, 2016	Mar. 31, 2016	Dec. 31, 2015	Sep. 30, 2015	Jun. 30, 2015	Mar. 31, 2015
Revenue	$ 38,625	$ 38,389	$ 36,960	$ 36,292	$ 35,136	$ 33,837	$ 32,848	$ 32,885
Gross profit	23,272	24,612	23,507	23,028	23,321	22,325	21,290	21,293
Loss from operations	(3,684)	(1,552)	(2,211)	(1,531)	(214)	(1,025)	(3,151)	(2,541)
Net income (loss)	(4,363)	(1,618)	(2,398)	(1,607)	172	(1,275)	(3,646)	(2,831)
Basic net income (loss) per share	(0.13)	(0.05)	(0.07)	(0.05)	0.01	(0.04)	(0.11)	(0.09)
Diluted net income (loss) per share	(0.13)	(0.05)	(0.07)	(0.05)	0.01	(0.04)	(0.11)	(0.09)

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)), as of the end of the period covered by this Annual Report on Form 10-K. Based on such evaluation, our principal executive officer and principal financial officer have concluded that as of such date, our disclosure controls and procedures were effective.

Management s Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) or 15d-15(f) of the Exchange Act. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become

inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2016 using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in its Internal Control-Integrated Framework (2013). Based on this assessment and those criteria, management concluded that our internal control over financial reporting was effective as of December 31, 2016.

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The effectiveness of our internal control over financial reporting as of December 31, 2016 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which is included herein.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of

Brightcove Inc.

We have audited Brightcove Inc. s internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Brightcove Inc. s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management s Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Brightcove Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive loss, stockholders equity and cash flows for each of the three years in the period ended December 31, 2016 of Brightcove Inc. and our report dated February 21, 2017 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Boston, Massachusetts

February 21, 2017

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Item 9B. Other Information
None.

PART III

Item 10. Directors, Executive Officers, and Corporate Governance
Incorporated by reference from the information in our Proxy Statement for our 2017 Annual Meeting of Stockholders, which we will file with the SEC within 120 days of the end of the fiscal year to which this Annual Report on Form 10-K relates.

Item 11. Executive Compensation
Incorporated by reference from the information in our Proxy Statement for our 2017 Annual Meeting of Stockholders, which we will file with the SEC within 120 days of the end of the fiscal year to which this Annual Report on Form 10-K relates.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters
Incorporated by reference from the information in our Proxy Statement for our 2017 Annual Meeting of Stockholders, which we will file with the SEC within 120 days of the end of the fiscal year to which this Annual Report on Form 10-K relates.

Item 13. Certain Relationships and Related Transactions and Director Independence
Incorporated by reference from the information in our Proxy Statement for our 2017 Annual Meeting of Stockholders, which we will file with the SEC within 120 days of the end of the fiscal year to which this Annual Report on Form 10-K relates.

Item 14. Principal Accountant Fees and Services
Incorporated by reference from the information in our Proxy Statement for our 2017 Annual Meeting of Stockholders, which we will file with the SEC within 120 days of the end of the fiscal year to which this Annual Report on Form 10-K relates.

PART IV

Item 15. Exhibits, Financial Statements and Schedules
(a)(1) Financial Statements.

The response to this portion of Item 15 is set forth under Item 8 above.

(a)(2) Financial Statement Schedules.

All schedules have been omitted because they are not required or because the required information is given in the Consolidated Financial Statements or Notes thereto set forth under Item 8 above.

(a)(3) Exhibits.

See the Exhibit Index immediately following the signature page of this Annual Report on Form 10-K. The exhibits listed in the Exhibit Index below are filed or incorporated by reference as part of this Annual Report on Form 10-K.

Item 16. Form 10-K Summary

Not applicable.

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Signatures

Pursuant to the requirements of Section 13 or 15(d) 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.

BRIGHTCOVE INC.

By: /s/ David Mendels

David Mendels
Chief Executive Officer

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POWER OF ATTORNEY

Each person whose individual signature appears below hereby constitutes and appoints Kevin R. Rhodes and David Plotkin, and each of them, with full power of substitution and resubstitution and full power to act without the other, as his or her true and lawful attorney-in-fact and agent to act in his or her name, place and stead and to execute in the name and on behalf of each person, individually and in each capacity stated below, and to file any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing, ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ David Mendels David Mendels	Chief Executive Officer and Director *(Principal Executive Officer)*	February 21, 2017
/s/ Kevin R. Rhodes Kevin R. Rhodes	Chief Financial Officer *(Principal Financial Officer)*	February 21, 2017
/s/ Christopher Stagno Christopher Stagno	Chief Accounting Officer *(Principal Accounting Officer)*	February 21, 2017
/s/ Gary Haroian Gary Haroian	Chairman of the Board of Directors	February 21, 2017
/s/ Deborah Besemer Deborah Besemer	Director	February 21, 2017
/s/ Derek Harrar Derek Harrar	Director	February 21, 2017
/s/ Chet Kapoor Chet Kapoor	Director	February 21, 2017
/s/ Scott Kurnit	Director	February 21, 2017

Scott Kurnit		
/s/ David Orfao	Director	February 21, 2017
David Orfao		

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EXHIBIT INDEX

Exhibits

2.1* (1)	Agreement and Plan of Merger, dated as of July 26, 2012, by and among the Registrant, Zebra Acquisition Corporation, Zencoder Inc. and the Securityholders Representative named therein.
2.2* (2)	Asset Purchase Agreement and Plan of Reorganization, dated as of January 6, 2014, by and among the Registrant, Cacti Acquisition LLC, Unicorn Media, Inc., Unicorn Media of Arizona, Inc., U Media Limited and the Securityholders Representative named therein.
3.1* (3)	Eleventh Amended and Restated Certificate of Incorporation.
3.2* (4)	Amended and Restated By-Laws.
4.1* (5)	Form of Common Stock certificate of the Registrant.
4.2* (6)	Second Amended and Restated Investor Rights Agreement dated January 17, 2007, by and among the Registrant, the investors listed therein, and Jeremy Allaire, as amended.
4.3* (7)	Warrant to Purchase Stock dated August 31, 2006 issued by the Registrant to TriplePoint Capital LLC.
4.4* (8)	Brightcove Inc. RSU Inducement Plan.
4.5* (9)	Form of Restricted Stock Unit Award Agreement under the Brightcove Inc. 2012 RSU Inducement Plan.
10.1* (10)	Form of Indemnification Agreement between the Registrant and its directors and executive officers.
10.2 * (11)	Amended and Restated 2004 Stock Option and Incentive Plan of the Registrant, together with forms of award agreement.
10.3 * (12)	2012 Stock Incentive Plan of the Registrant.
10.4 * (13)	Form of Incentive Stock Option Agreement under the 2012 Stock Incentive Plan.
10.5 (14)	Form of Non-Qualified Stock Option Agreement for Company Employees under the 2012 Stock Incentive Plan.
10.6* (15)	Lease dated February 28, 2007 between Mortimer B. Zuckerman, Edward H. Linde and Michael A. Cantalupa, as Trustees of One Cambridge Center Trust and Brightcove Inc., as amended.
10.7* (16)	Lease dated June 15, 2011 between BP Russia Wharf LLC and Brightcove Inc.
10.8* (17)	Loan and Security Agreement dated March 30, 2011 between Silicon Valley Bank and Brightcove Inc., as amended.
10.9* (18)	Second Loan Modification Agreement dated April 29, 2013 between Silicon Valley Bank and Brightcove Inc.
10.10* (19)	Third Loan Modification Agreement dated October 3, 2014 between Silicon Valley Bank and Brightcove Inc.
10.11* (20)	Loan and Security Agreement dated November 19, 2015 between Silicon Valley Bank and

Brightcove Inc.

10.12	* (21)	Employment Agreement dated August 8, 2011 between the Registrant and Jeremy Allaire.
10.13	* (22)	Employment Agreement dated August 8, 2011 between the Registrant and David Mendels.
10.14	* (23)	Employment Agreement dated August 8, 2011 between the Registrant and Edward Godin.
10.15	* (24)	Employment Agreement dated August 8, 2011 between the Registrant and Andrew Feinberg.

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Exhibits

10.16* (25)	Employment Separation Agreement dated January 2, 2013 between the Registrant and Edward Godin.
10.17 * (26)	Amended and Restated Employment Agreement dated July 25, 2013 between Brightcove Inc. and Jeremy Allaire
10.18 * (27)	Letter Agreement dated August 25, 2014 between the Registrant and Christopher Menard related to Mr. Menard s resignation and separation from employment with the Registrant.
10.19 * (28)	Employment Agreement dated October 1, 2014 between the Registrant and Jon Corley.
10.20 * (29)	Employment Agreement dated October 1, 2014 between the Registrant and Paul Goetz.
10.21 * (30)	Employment Agreement dated November 3, 2014 between the Registrant and Kevin R. Rhodes.
10.22 * (31)	Non-Employee Director Compensation Policy.
10.23 * (32)	Senior Executive Incentive Bonus Plan.
10.24 * (33)	Form of Restricted Stock Unit Award Agreement under the 2012 Stock Incentive Plan.
10.25 * (34)	Form of Restricted Stock Unit Award Agreement for Company Employees under the 2012 Stock Incentive Plan.
10.26 * (35)	Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under the 2012 Stock Incentive Plan.
10.27* (36)	Form of Non-Qualified Stock Option Agreement for Non-Employee Directors under the 2012 Stock Incentive Plan.
21.1**	Subsidiaries of the Registrant.
23.1**	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
24.1**	Power of Attorney (included on signature page).
31.1**	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2**	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS**	XBRL Instance Document.
101.SCH**	XBRL Taxonomy Extension Schema Document.
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document.

(1) Filed as Exhibit 2.1 to the Registrant s Current Report on Form 8-K filed with the Securities and Exchange Commission on July 26, 2012.

(2) Filed as Exhibit 2.1 to the Registrant s Current Report on Form 8-K filed with the Securities and Exchange Commission on January 6, 2014.

(3) Filed as Exhibit 3.2 to Amendment No. 5 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on February 6, 2012.

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(4) Filed as Exhibit 3.3 to Amendment No. 5 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on February 6, 2012.
(5) Filed as Exhibit 4.1 to Amendment No. 5 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on February 6, 2012.
(6) Filed as Exhibit 4.2 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 24, 2011.
(7) Filed as Exhibit 4.4 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 24, 2011.
(8) Filed as Exhibit 4.4 to the Registrant s Registration Statement on Form S-8 filed with the Securities and Exchange Commission on August 14, 2012.
(9) Filed as Exhibit 4.5 to the Registrant s Registration Statement on Form S-8 filed with the Securities and Exchange Commission on August 14, 2012.
(10) Filed as Exhibit 10.1 to Amendment No. 5 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on February 6, 2012.
(11) Filed as Exhibit 10.2 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 24, 2011.
(12) Filed as Exhibit 10.3 to Amendment No. 5 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on February 6, 2012.
(13) Filed as Exhibit 10.4 to Amendment No. 5 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on February 6, 2012.
(14) Filed as Exhibit 10.5 to Amendment No. 5 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on February 6, 2012.
(15) Filed as Exhibit 10.6 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 24, 2011.
(16) Filed as Exhibit 10.7 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 24, 2011.
(17) Filed as Exhibit 10.8 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 24, 2011.
(18) Filed as Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed with the Securities and Exchange Commission on April 30, 2013.
(19) Filed as Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed with the Securities and Exchange Commission on October 7, 2014.
(20) Filed as Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 20, 2015.
(21) Filed as Exhibit 10.9 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 24, 2011.
(22) Filed as Exhibit 10.10 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 24, 2011.
(23) Filed as Exhibit 10.11 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 24, 2011.
(24) Filed as Exhibit 10.13 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 24, 2011.
(25) Filed as Exhibit 10.14 to the Registrant s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 5, 2013.
(26) Filed as Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed with the Securities and Exchange Commission on July 25, 2013.
(27) Filed as Exhibit 10.1 to the Registrant s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 3, 2014.

(28) Filed as Exhibit 10.2 to the Registrant s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 3, 2014.
(29) Filed as Exhibit 10.3 to the Registrant s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 3, 2014.

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(30) Filed as Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed with the Securities and Exchange Commission on November 10, 2014.
(31) Filed as Exhibit 10.14 to Amendment No. 5 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on February 6, 2012.
(32) Filed as Exhibit 10.15 to Amendment No. 5 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on February 6, 2012.
(33) Filed as Exhibit 10.16 to Amendment No. 5 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on February 6, 2012.
(34) Filed as Exhibit 10.17 to Amendment No. 5 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on February 6, 2012.
(35) Filed as Exhibit 10.18 to Amendment No. 5 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on February 6, 2012.
(36) Filed as Exhibit 10.19 to Amendment No. 5 to the Registrant s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on February 6, 2012.

* Incorporated herein by reference.

** Filed herewith.

The certifications furnished in Exhibit 32.1 hereto are deemed to accompany this Annual Report on Form 10-K and will not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended. Such certifications will not be deemed to be incorporated by reference into any filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Registrant specifically incorporates it by reference.

Indicates a management contract or any compensatory plan, contract or arrangement.