

BRIGHTCOVE INC
Form 3
February 17, 2015

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Kapoor Chet | | (Month/Day/Year) | BRIGHTCOVE INC [BCOV] | |
| (Last) | (First) | 02/05/2015 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O BRIGHTCOVE INC.,Â 290 | | | (Check all applicable) | |
| CONGRESS STREET, 4TH | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| FLOOR | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (Street) | | | (specify below) | |
| BOSTON,Â MAÂ 02210 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 1,321,200 | I | See footnote <u>(1)</u> |
| Common Stock | 403,800 | I | See footnote <u>(2)</u> |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|------------|----------------------------|------------------------------|---|
| | | Title | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Kapoor Chet C/O BRIGHTCOVE INC. 290 CONGRESS STREET, 4TH FLOOR BOSTON, MA 02210 | X | X | X | X |

Signatures

/s/ Christopher Keenan, as attorney-in-fact 02/17/2015

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The securities are held by Tenzing Global Investors Fund I LP, a Delaware limited partnership ("Fund I"). Tenzing Global Management LLC, a Delaware limited liability company ("Tenzing Global Management"), is an investment advisor and Tenzing Global Investors LLC, a Delaware limited liability company ("Tenzing Global Investors"), serves as the general partner of Fund I. Chet Kapoor is a managing partner of each of Tenzing Global Management and Tenzing Global Investors and the portfolio manager of Fund I, and may be deemed to share voting and investment power over the shares held of record by Fund I. Mr. Kapoor disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein.
- (2) The securities are held by accounts managed by Tenzing Global Management on a discretionary basis (the "Parallel Account"). Chet Kapoor is the portfolio manager of the Parallel Account and may be deemed to share voting and investment power over the shares held of record by the Parallel Account. Mr. Kapoor disclaims beneficial ownership of all shares held by the Parallel Account except to the extent of his pecuniary interest therein.

Remarks:
Exhibit 24.1 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.