

# **BRIGHTCOVE INC**

Reported by  
**PLOTKIN DAVID**

## **FORM 3**

(Initial Statement of Beneficial Ownership)

Filed 08/02/17 for the Period Ending 07/24/17

Address 290 CONGRESS STREET  
BOSTON, MA 02210  
Telephone (888) 882-1880  
CIK 0001313275  
Symbol BCOV  
SIC Code 7374 - Computer Processing and Data Preparation and Processing Services  
Industry Software  
Sector Technology  
Fiscal Year 12/31

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
Plotkin David			7/24/2017		BRIGHTCOVE INC [BCOV]		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
C/O BRIGHTCOVE INC., 290 CONGRESS STREET			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>General Counsel, SVP /</b>				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
BOSTON, MA 02210					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)							

**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	17790	D	
Common Stock	3750 (1)	D	
Common Stock	7500 (2)	D	
Common Stock	2250 (3)	D	
Common Stock	5333 (4)	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	(5)	5/14/2020	Common Stock	2692	\$9.308	D	
Stock Option (right to buy)	(6)	5/14/2020	Common Stock	192	\$9.308	D	
Stock Option (right to buy)	(7)	3/8/2021	Common Stock	518	\$8.19	D	
Stock Option (right to buy)	(8)	2/17/2022	Common Stock	3846	\$11.00	D	
Stock Option (right to buy)	(9)	5/8/2022	Common Stock	2000	\$16.88	D	
Stock Option (right to buy)	(10)	7/30/2023	Common Stock	8000	\$10.61	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Stock Option (right to buy)</b>	<a href="#">(11)</a>	7/29/2024	<b>Common Stock</b>	<b>5000</b>	<b>\$5.97</b>	<b>D</b>	
<b>Stock Option (right to buy)</b>	<a href="#">(12)</a>	8/4/2025	<b>Common Stock</b>	<b>15000</b>	<b>\$5.53</b>	<b>D</b>	
<b>Stock Option (right to buy)</b>	<a href="#">(13)</a>	9/30/2025	<b>Common Stock</b>	<b>10000</b>	<b>\$4.92</b>	<b>D</b>	
<b>Stock Option (right to buy)</b>	<a href="#">(14)</a>	12/30/2025	<b>Common Stock</b>	<b>9000</b>	<b>\$6.35</b>	<b>D</b>	
<b>Stock Option (right to buy)</b>	<a href="#">(15)</a>	12/23/2026	<b>Common Stock</b>	<b>10667</b>	<b>\$8.00</b>	<b>D</b>	

**Explanation of Responses:**

- (1) Represents the unvested portion of a restricted stock unit award under the Brightcove Inc. 2012 Stock Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of Brightcove Inc. common stock. The restricted stock units vest in four equal annual installments beginning on August 4, 2016.
- (2) Represents the unvested portion of a restricted stock unit award under the Brightcove Inc. 2012 Stock Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of Brightcove Inc. common stock. The restricted stock units vest in four equal annual installments beginning on September 10, 2016.
- (3) Represents the unvested portion of a restricted stock unit award under the Brightcove Inc. 2012 Stock Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of Brightcove Inc. common stock. The restricted stock units vest in four equal annual installments beginning on December 10, 2016.
- (4) Represents the unvested portion of a restricted stock unit award under the Brightcove Inc. 2012 Stock Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of Brightcove Inc. common stock. The restricted stock units vest in four equal annual installments beginning on December 10, 2017.
- (5) This stock option was granted on May 14, 2010 and is fully vested.
- (6) This stock option was granted on May 14, 2010 and is fully vested.
- (7) This stock option was granted on March 8, 2011 and is fully vested.
- (8) This stock option was granted on February 17, 2012 and is fully vested.
- (9) This stock option was granted on May 8, 2012 and is fully vested.
- (10) This stock option was granted on July 30, 2013 and vests in four equal annual installments beginning on July 30, 2014.
- (11) This stock option was granted on July 29, 2014 and vests in four equal annual installments beginning on July 29, 2015.
- (12) This stock option was granted on August 4, 2015 and vests in four equal annual installments beginning on August 4, 2016.
- (13) This stock option was granted on September 30, 2015 and vests in four equal annual installments beginning on September 10, 2016.
- (14) This stock option was granted on December 30, 2015 and vests in four equal annual installments beginning on December 10, 2016.
- (15) This stock option was granted on December 23, 2016 and vests in four equal annual installments beginning on December 10, 2017.

**Remarks:**

Exhibit 24.1: Power of Attorney

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Plotkin David C/O BRIGHTCOVE INC. 290 CONGRESS STREET BOSTON, MA 02210</b>			<b>General Counsel, SVP</b>	

**Signatures**

/s/ David Plotkin

8/2/2017

\_\_\_\_\_  
\*\*Signature of Reporting Person

\_\_\_\_\_  
Date

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

\* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Christopher Keenan, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) Complete and execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or ten percent (10%) shareholder of Brightcove Inc., a Delaware corporation (the "Company") any and all instruments, certificates and documents required to be executed on behalf of the undersigned as an individual or on behalf of the undersigned's company or partnership, as the case may be, pursuant to Section 13 and Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or the rules and regulations thereunder;

(2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such instruments, certificates or documents required to be filed pursuant to Sections 13 and 16 of the Exchange Act or the rules or regulations thereunder and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act which is necessary, proper or desirable to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any such attorney-in-fact, or any such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Exchange Act or the rules or regulations thereunder. The undersigned hereby agrees to indemnify each attorney-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to such attorney-in fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any instruments, certificates and documents pursuant to Section 13 and 16 of the Exchange Act or the rules or regulations thereunder with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of August 2, 2017

/s/ David Plotkin  
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David Plotkin