BRIGHTCOVE INC
Form 3
March 27, 2014

FORM 3

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

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â GOETZ PAUL F
(Last) (First) (Middle)

C/O BRIGHTCOVE INC.,Â 290 CONGRESS STREET
(Street)

BOSTON,Â MAÂ 02210
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/25/2014

3. Issuer Name **and** Ticker or Trading Symbol
BRIGHTCOVE INC [BCOV]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
See Remarks

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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	61,538 (1)	D	Â
Common Stock	2,000 (2)	D	Â
Common Stock	25,000 (3)	D	Â
Common Stock	25,000 (4)	D	Â

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

SEC 1473 (7-02)

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

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

Reporting Owners

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

Signatures

/s/ Christopher Keenan, as attorney-in-fact	03/27/2014
**Signature of Reporting Person	Date

Explanation of Responses:

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

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares were acquired pursuant to 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 January 1, 2013.

(2) These shares were acquired pursuant to 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 May 8, 2013.

(3) These shares were acquired pursuant to 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 November 16, 2013.

(4) These shares were acquired pursuant to 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 February 5, 2014.

(5)

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

(6) This stock option was granted on May 8, 2012 and is fully vested.

(7) This stock option was granted on May 8, 2012 and vests in four equal annual installments beginning on May 8, 2013.

(8) This stock option was granted on February 4, 2014 and vests in four equal annual installments beginning on February 4, 2015.

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Remarks:

SVP,Â WorldwideÂ FieldÂ Operations

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