UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): April 28, 2016

BRIGHTCOVE INC.

(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation) 001-35429 (Commission File Number) 20-1579162 (I.R.S. Employer Identification No.)

290 Congress Street, Boston, MA (Address of principal executive offices)

02210 (Zip Code)

Registrant's telephone number, including area code (888) 882-1880

 $\label{eq:Notable} Not \ Applicable \\ \text{(Former name or former address, if changed since last report)}$

k the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following sions:
Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On April 28, 2016, Brightcove Inc. (the "Company") issued a press release announcing certain financial and other information for the quarter ended March 31, 2016. The full text of the press release and the related attachments are furnished as Exhibit 99.1 hereto and incorporated herein by reference.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Director; Appointment of Chairman of the Board

On April 28, 2016, Jeremy Allaire resigned from the Company's Board of Directors (the "Board") and as Chairman of the Board. Mr. Allaire's resignation was not due to any disagreement with the Company or any matter relating to the Company's operations, policies or practices.

Gary Haroian, a member of the Board, will succeed Mr. Allaire as Chairman.

Item 7.01. Regulation FD Disclosure.

On April 28, 2016, the Company issued a press release announcing the changes to the Board discussed in Item 5.02 of this Report on Form 8-K. The full text of the press release is furnished as Exhibit 99.2 hereto and incorporated herein by reference.

The information in this Report on Form 8-K and Exhibits 99.1 and 99.2 attached hereto is intended to be furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release of Brightcove Inc. dated April 28, 2016, including attachments.
99.2	Press Release of Brightcove Inc. dated April 28, 2016.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 28, 2016 Brightcove Inc.

By: /s/ Kevin R. Rhodes

Kevin R. Rhodes Chief Financial Officer



Brightcove Announces Financial Results for First Quarter 2016

Company reports first quarter revenue of \$36.3 million and adjusted EBITDA of \$2.0 million

BOSTON, MA (April 28, 2016) – Brightcove Inc. (Nasdaq: BCOV), a leading global provider of cloud services for video, today announced financial results for the quarter ended March 31, 2016.

"Brightcove delivered strong first quarter results that met or exceeded our expectations across the top and bottom lines," said David Mendels, Chief Executive Officer of Brightcove. "The product and go-to-market transformation we've made in recent years is paying off, with accelerating product innovation and leadership, customer wins and improved revenue retention."

Mendels continued, "It is an exciting time in the world of online video and we see significant opportunities in both our media and digital marketing businesses. We are executing well and are confident in our ability to deliver consistent double-digit revenue growth and strong profitability over time, which we believe will generate enhanced long-term shareholder value."

First Quarter 2016 Financial Highlights:

- Revenue for the first quarter of 2016 was \$36.3 million, an increase of 10% compared to \$32.9 million for the first quarter of 2015. Subscription and support revenue was \$34.7 million, an increase of 9% compared with \$31.8 million for the first quarter of 2015.
- Gross profit for the first quarter of 2016 was \$23.0 million, compared to \$21.3 million for the first quarter of 2015, representing a gross margin of 63% for the first quarter of 2016. Non-GAAP gross profit for the first quarter of 2016 was \$23.6 million, representing a year-over-year increase of 8% and a non-GAAP gross margin of 65%. Non-GAAP gross profit and non-GAAP gross margin exclude stock-based compensation expense and the amortization of acquired intangible assets.
- Loss from operations was \$1.5 million for the first quarter of 2016, compared to a loss of \$2.5 million for the first quarter of 2015. Non-GAAP income from operations, which excludes stock-based compensation expense, the amortization of acquired intangible assets and merger-related expenses, was \$714,000 for the first quarter of 2016, an improvement compared to a non-GAAP loss of \$284,000 during the first quarter of 2015.
- Net loss was \$1.6 million, or \$0.05 per diluted share, for the first quarter of 2016. This compares to a net loss of \$2.8 million, or \$0.09 per diluted share, for the first quarter of 2015. Non-GAAP net income, which excludes stock-based compensation expense, the amortization of acquired intangible assets and merger-related expenses, was \$638,000 for the first quarter of 2016, or \$0.02 per diluted share, compared to a non-GAAP net loss of \$574,000 for the first quarter of 2015, or \$0.02 per diluted share.
- Adjusted EBITDA was \$2.0 million for the first quarter of 2016, compared to \$1.4 million for the first quarter of 2015. Adjusted EBITDA excludes stock-based compensation expense, the amortization of acquired intangible assets, merger-related expenses, depreciation expense, other income/expense and the provision for income taxes.



- Cash flow from operations was \$3.0 million for the first quarter of 2016, compared to cash flow from operations of \$46,000 for the first quarter of 2015.
- Free cash flow was \$1.3 million after the company invested \$1.7 million in capital expenditures and capitalization of internal-use software during the first quarter of 2016. Free cash flow was negative \$692,000 for the first quarter of 2015.
- Cash and cash equivalents were \$29.3 million as of March 31, 2016 compared to \$27.6 million at December 31, 2015.

A Reconciliation of GAAP to Non-GAAP results has been provided in the financial statement tables included at the end of this press release. An explanation of these measures is also included below under the heading "Non-GAAP Financial Measures."

Other First Quarter and Recent Highlights:

- Average revenue per premium customer was \$69,000 in the first quarter of 2016. This is an increase of 10% from \$63,000 in the comparable period in 2015.
- Recurring dollar retention rate was 98% in the first quarter of 2016, which was above our historical target in the low to mid 90% range.
- Ended the quarter with 4,915 customers, of which 1,910 were premium.
- New media customers and media customers who expanded their relationship during the quarter included: About.com, Barstool Sports,
 DraftKings, Jukin Media, PostMedia, Readers Digest Association Inc., Singapore Press Holdings, Stan, Vox Media, Wenner Media LLC, and one
 of the top ten broadcasters in viewership in the United States.
- New digital marketing customers and digital marketing customers who expanded their relationship during the quarter included: Avnet, Edmunds, EMC, Hanover Insurance, Hess Corporation, Mary Kay Cosmetics, QVC Italia, Sage, Skillshare, University of Pennsylvania and Yale University.
- Appointed Mark Blair as Vice President of EMEA to lead the company's sales and marketing operations in Europe, Middle East and Africa. Mark
 was previously the Vice President of Asia-Pacific where he was successful in driving business growth in that region.
- Introduced Brightcove OTT Flow, a turnkey OTT solution that was developed in partnership with Accedo, an industry leader in user experience and multi-platform applications for video. OTT Flow allows media companies and content owners to rapidly deploy high-quality, direct-to-consumer, live and on-demand video services across platforms.
- Announced cloud transcoding for Ultra High-Definition (UHD) video through Zencoder. The new UHD features provide support for HEVC and VP9 video codecs and supports 10-bit color workflows and wide gamut BT.2020 color space, providing media companies with the ability to deliver 4K UHD video across devices.

Business Outlook

Based on information as of today, April 28, 2016, the Company is issuing the following financial guidance:

Second Ouarter 2016:

• Revenue is expected to be in the range of \$35.8 million to \$36.3 million.



- Non-GAAP income/loss from operations is expected to be in the range of breakeven to a loss of \$500,000, which excludes stock-based compensation, the amortization of acquired intangible assets and merger-related expenses totaling approximately \$2.2 million.
- Adjusted EBITDA in the second quarter is expected to be in the range of \$800,000 to \$1.3 million, which excludes stock-based compensation, the amortization of acquired intangible assets, merger-related expenses, depreciation, other income/expense and taxes totaling approximately \$3.7 million.
- Non-GAAP net income/loss per diluted share is expected to be breakeven to a loss of \$0.02, which excludes stock-based compensation, the amortization of acquired intangible assets and merger-related expenses totaling approximately \$2.2 million, and assumes approximately 34.0 million shares outstanding.

Full Year 2016:

- **Revenue** is expected to be in the range of \$145.8 million to \$147.8 million.
- Non-GAAP income from operations is expected to be in the range of \$2 million to \$3.5 million, which excludes stock-based compensation, the amortization of acquired intangible assets and merger-related expenses totaling approximately \$9.5 million to \$9.9 million.
- Adjusted EBITDA for the full year is expected to be in the range of \$8.0 to \$9.5 million, which excludes stock-based compensation, the
 amortization of acquired intangible assets, merger-related expenses, depreciation, other income/expense and taxes totaling approximately \$15.8
 million to \$16.2 million.
- Non-GAAP net income per diluted share is expected to be \$0.02 to \$0.07, which excludes stock-based compensation, the amortization of
 acquired intangible assets and merger-related expenses totaling approximately \$9.5 million to \$9.9 million, and assumes approximately 34.1
 million shares outstanding.

Conference Call Information

Brightcove will host a conference call today, April 28, 2016, at 5:00 p.m. (Eastern Time) to discuss the Company's financial results and current business outlook. To access the call, dial 877-407-3982 (domestic) or 201-493-6780 (international). A replay of this conference call will be available for a limited time at 877-870-5176 (domestic) or 858-384-5517 (international). The replay conference ID is 13634340. A replay of the webcast will also be available for a limited time at http://investor.brightcove.com.

About Brightcove

Brightcove Inc. (NASDAQ:BCOV) is the leading global provider of powerful cloud solutions for delivering and monetizing video across connected devices. The company offers a full suite of products and services that reduce the cost and complexity associated with publishing, distributing, measuring and monetizing video across devices. Brightcove has nearly 5,000 customers in over 70 countries that rely on the company's cloud solutions to successfully publish high-quality video experiences to audiences everywhere. To learn more, visit www.brightcove.com.

Forward-Looking Statements

This press release includes certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including statements concerning our financial guidance for the



second fiscal quarter of 2016 and full year 2016, our position to execute on our growth strategy, and our ability to expand our leadership position and market opportunity. These forward-looking statements include, but are not limited to, plans, objectives, expectations and intentions and other statements contained in this press release that are not historical facts and statements identified by words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates" or words of similar meaning. These forward-looking statements reflect our current views about our plans, intentions, expectations, strategies and prospects, which are based on the information currently available to us and on assumptions we have made. Although we believe that our plans, intentions, expectations, strategies and prospects as reflected in or suggested by those forward-looking statements are reasonable, we can give no assurance that the plans, intentions, expectations or strategies will be attained or achieved. Furthermore, actual results may differ materially from those described in the forward-looking statements and will be affected by a variety of risks and factors that are beyond our control including, without limitation: our history of losses; our limited operating history; expectations regarding the widespread adoption of customer demand for our products; our ability to expand the sales of our products to customers located outside the U.S.; keeping up with the rapid technological change required to remain competitive in our industry; our ability to retain existing customers; our ability to manage our growth effectively and successfully recruit additional highly-qualified personnel; the price volatility of our common stock; and other risks set forth under the caption "Risk Factors" in our most recently filed Annual Report on Form 10-K, as updated by our subsequently filed Quarterly Reports on Form 10-Q and our other SEC filings. We assume no obligation to update any forward-looking statements contained in this doc

Non-GAAP Financial Measures

Brightcove has provided in this release the non-GAAP financial measures of non-GAAP gross profit, non-GAAP gross margin, non-GAAP income (loss) from operations, non-GAAP net income (loss), adjusted EBITDA, adjusted EBITDA margin and non-GAAP diluted net loss per share. Brightcove uses these non-GAAP financial measures internally in analyzing its financial results and believes they are useful to investors, as a supplement to GAAP measures, in evaluating Brightcove's ongoing operational performance. Brightcove believes that the use of these non-GAAP financial measures provides an additional tool for investors to use in evaluating ongoing operating results and trends and in comparing its financial results with other companies in Brightcove's industry, many of which present similar non-GAAP financial measures to investors. As noted, the non-GAAP financial results discussed above of non-GAAP gross profit, non-GAAP gross margin, non-GAAP income (loss) from operations, non-GAAP net income (loss) and non-GAAP diluted net income (loss) per share exclude stock-based compensation expense, the amortization of acquired intangible assets and merger-related expenses. The non-GAAP financial results discussed above of adjusted EBITDA is defined as consolidated net income (loss), plus stock-based compensation expense, the amortization of acquired intangible assets, merger-related expenses, depreciation expense, other income/expense, including interest expense and interest income, and the provision for income taxes. Merger-related expenses include fees incurred in connection with closing an acquisition in addition to fees associated with the retention of key employees. Adjusted EBITDA margin is defined as adjusted EBITDA as a percentage of total revenue. Non-GAAP financial measures have limitations as an analytical tool and should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. Investors are encouraged to review the reconciliation of these non-GAAP measures to their most directly comparable GAAP financial measures. As previously mentioned, a reconciliation of our non-GAAP financial measures to their most directly comparable GAAP measures has been provided in the financial statement tables included below in this press release. The Company's earnings press releases containing such non-GAAP reconciliations can be found on the Investors section of the Company's web site at http://www.brightcove.com.



Investor Contact:

Brian Denyeau ICR for Brightcove brian.denyeau@icrinc.com 646-277-1251

Media Contact:

Phil LeClareBrightcove, Inc
pleclare@brightcove.com
617-674-6510



Brightcove Inc. Condensed Consolidated Balance Sheets (in thousands) (unaudited)

	March 31, 2016	December 31, 2015	
Assets			
Current assets:			
Cash and cash equivalents	\$ 29,292	\$ 27,637	
Accounts receivable, net of allowance	20,675	21,213	
Prepaid expenses and other current assets	6,356	4,579	
Total current assets	56,323	53,429	
Property and equipment, net	9,189	8,689	
Intangible assets, net	13,321	13,786	
Goodwill	50,776	50,776	
Deferred tax asset	80	63	
Restricted cash	201	201	
Other assets	881	724	
Total assets	\$ 130,771	\$ 127,668	
Liabilities and stockholders' equity	· · · · · · · · · · · · · · · · · · ·		
Current liabilities:			
Accounts payable	\$ 2,786	\$ 3,302	
Accrued expenses	13,149	12,849	
Capital lease liability	726	850	
Equipment financing	298	_	
Deferred revenue	32,877	29,836	
Total current liabilities	49,836	46,837	
Deferred revenue, net of current portion	132	95	
Other liabilities	2,688	2,601	
Total liabilities	52,656	49,533	
Stockholders' equity:			
Common stock	33	33	
Additional paid-in capital	221,903	220,458	
Treasury stock, at cost	(871)	(871)	
Accumulated other comprehensive loss	(746)	(888)	
Accumulated deficit	(142,204)	(140,597)	
Total stockholders' equity	78,115	78,135	
Total liabilities and stockholders' equity	\$ 130,771	\$ 127,668	



Brightcove Inc. Condensed Consolidated Statements of Operations (in thousands, except per share amounts) (unaudited)

	Th	Three Months Ended March 31,		
		2016		2015
Revenue:				
Subscription and support revenue	\$	34,653	\$	31,811
Professional services and other revenue	<u> </u>	1,639	_	1,074
Total revenue		36,292		32,885
Cost of revenue: (1) (2)				
Cost of subscription and support revenue		11,675		10,346
Cost of professional services and other revenue		1,589		1,246
Total cost of revenue		13,264		11,592
Gross profit		23,028		21,293
Operating expenses: (1)(2)				
Research and development		7,426		7,820
Sales and marketing		12,535		10,839
General and administrative		4,577		5,161
Merger-related		21		14
Total operating expenses		24,559		23,834
Loss from operations		(1,531)		(2,541)
Other expense, net		(31)		(224)
Net loss before income taxes		(1,562)		(2,765)
Provision for income taxes		45		66
Net loss	\$	(1,607)	\$	(2,831)
Net income (loss) per share—basic and diluted	\$	(0.05)	\$	(0.09)
Weighted-average shares—basic and diluted		32,725		32,496
(1) Stock-based compensation included in above line items:				
Cost of subscription and support revenue	\$	42	\$	20
Cost of professional services and other revenue		57		33
Research and development		389		434
Sales and marketing		482		458
General and administrative		489		508
(2) Amortization of acquired intangible assets included in the above line items:				
Cost of subscription and support revenue	\$	508	\$	507
Research and development		31		32
Sales and marketing		226		251



Brightcove Inc. Condensed Consolidated Statements of Cash Flows (in thousands) (unaudited)

	Three Months Er	nded March 31,
	2016	2015
Operating activities		
Net loss	\$ (1,607)	\$ (2,831)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	2,014	2,429
Stock-based compensation	1,459	1,453
Provision for reserves on accounts receivable	91	76
Changes in assets and liabilities:		
Accounts receivable	541	1,993
Prepaid expenses and other current assets	(2,069)	(534)
Other assets	(156)	(226)
Accounts payable	(1,039)	789
Accrued expenses	844	(2,540)
Deferred revenue	2,917	(563)
Net cash provided by operating activities	2,995	46
Investing activities		
Cash paid for purchase of intangible asset	(125)	_
Purchases of property and equipment, net of returns	(843)	(581)
Capitalization of internal-use software costs	(810)	(157)
Net cash used in investing activities	(1,778)	(738)
Financing activities		
Proceeds from exercise of stock options	43	46
Payments of withholding tax on RSU vesting	(86)	_
Proceeds from equipment financing	604	_
Payments on equipment financing	(48)	_
Payments under capital lease obligation	(278)	(319)
Net cash provided by (used in) financing activities	235	(273)
Effect of exchange rate changes on cash and cash equivalents	203	(44)
Net increase (decrease) in cash and cash equivalents	1,655	(1,009)
Cash and cash equivalents at beginning of period	27,637	22,916
Cash and cash equivalents at end of period	\$ 29,292	\$ 21,907



Brightcove Inc.

Reconciliation of GAAP Gross Profit, GAAP Loss From Operations, GAAP Net Loss and GAAP Net Loss Per Share to
Non-GAAP Gross Profit, Non-GAAP Income (Loss) From Operations, Non-GAAP Net Income (Loss) and Non-GAAP Net Income (Loss) Per Share
(in thousands, except per share amounts)
(unaudited)

	Th	Three Months Ended March 31,		
		2016		2015
GROSS PROFIT:				
GAAP gross profit	\$	23,028	\$	21,293
Stock-based compensation expense		99		53
Amortization of acquired intangible assets		508		507
Non-GAAP gross profit	\$	23,635	\$	21,853
LOSS FROM OPERATIONS:				
GAAP loss from operations	\$	(1,531)	\$	(2,541)
Stock-based compensation expense		1,459		1,453
Merger-related expenses		21		14
Amortization of acquired intangible assets		765		790
Non-GAAP income (loss) from operations	\$	714	\$	(284)
NET LOSS:				
GAAP net loss	\$	(1,607)	\$	(2,831)
Stock-based compensation expense		1,459		1,453
Merger-related expenses		21		14
Amortization of acquired intangible assets		765		790
Non-GAAP net income (loss)	\$	638	\$	(574)
GAAP diluted net loss per share	\$	(0.05)	\$	(0.09)
Non-GAAP diluted net income (loss) per share	\$	0.02	\$	(0.02)
Shares used in computing GAAP diluted net loss per share		32,725		32,496
Shares used in computing Non-GAAP diluted net income (loss) per share		33,630		32,496

Brightcove Inc. Calculation of Adjusted EBITDA and Adjusted EBITDA Margin (in thousands) (unaudited)

	Three Months E	Three Months Ended March 31,	
	2016	2015	
Net loss		\$ (2,831)	
Other expense, net	31	224	
Provision for income taxes	45	66	
Merger-related expenses	21	14	
Depreciation and amortization	2,014	2,429	
Stock-based compensation expense	1,459	1,453	
Adjusted EBITDA	\$ 1,963	\$ 1,355	
Adjusted EBITDA margin	5.4%	4.1%	

Brightcove Appoints Gary Haroian as Chairman of the Board of Directors

BOSTON, Mass. (April 28, 2016) – Brightcove Inc. (NASDAQ: BCOV), the leading provider of cloud services for video, today announced that Gary Haroian has been named Chairman of the Board of Directors, effective today. Mr. Haroian has served as the Chief Executive Officer and Chief Financial Officer for several public software companies, as well as serving on the board of numerous technology companies, over his 30 year career.

David Mendels, Chief Executive Officer of Brightcove, said "I welcome and congratulate Gary on his new role of Chairman of the Board. Since joining the board in 2014, Gary has been a valued board member, and his insight and counsel has helped make Brightcove a better company. With a long and distinguished technology career that includes extensive operational and public company board experience, Gary has brought valuable perspective and expertise to Brightcove's board. I look forward to his continued contribution in this new role."

Haroian has held numerous senior executive positions throughout his career, including serving as the chief financial officer of Bowstreet and Concord Communications and as chief executive officer of Stratus Computer. In addition, he currently serves on the board of directors of Aspen Technologies and EnerNOC, and has previously served on the boards of directors of A123 Systems, Network Engines, Unica Corporation, Phase Forward, Authorize.Net Holdings and Embarcadero Technologies.

Jeremy Allaire, Brightcove's current board chairman, is stepping down from the board effective today in order to devote greater time to his role as founder and CEO of a privately-held digital financial service provider.

Mendels added, "On behalf the Board of Directors and everyone at Brightcove, I would like to thank Jeremy for all that he has done for the company since founding it in 2004. As CEO, Jeremy was instrumental in establishing Brightcove as the leader in the online video platform market and scaling the business to \$100 million in annual revenue. I wish him the best of luck with his current venture."

Allaire commented, "I am proud to have helped to build Brightcove into a global, profitable and broadly adopted platform for online video. When I founded the company in 2004, it was with a vision that new open Internet TV platforms would emerge that allow any person or company to distribute video and would transform TV distribution into an app on TVs and internet devices. 12 years later that world is fully upon us and Brightcove stands as a clear technology leader in this market. I have great confidence in the company's leadership and their ability to continue to build a world class company."

About Brightcove

Brightcove Inc. (NASDAQ:BCOV) is the leading global provider of powerful cloud solutions for delivering and monetizing video across connected devices. The company offers a full suite of products and services that reduce the cost and complexity associated with publishing, distributing, measuring and monetizing video across devices. Brightcove has nearly 5,000 customers in over 70 countries that rely on the company's cloud solutions to successfully publish high-quality video experiences to audiences everywhere. To learn more, visit www.brightcove.com.

Investor Contact:

Brian Denyeau ICR for Brightcove brian.denyeau@icrinc.com 646-277-1251

Media Contact:

Phil LeClare

Brightcove, Inc pleclare@brightcove.com 617-674-6510