
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**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 1, 2019

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)

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

Not Applicable
(Former name or former address, if changed since last report)

Check 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 provisions:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.01. Completion of Acquisition or Disposition of Assets.

On April 1, 2019 (the “Closing Date”), pursuant to an Asset Purchase and Sale Agreement (the “Purchase Agreement”) by and among Brightcove Inc. (the “Company”), Othello Acquisition Corporation, a Delaware corporation and wholly-owned subsidiary of the Company (“U.S. Sub”), Brightcove, S. de R.L. de C.V., a Mexico *sociedad de responsabilidad limitada de capital variable* and wholly-owned subsidiary of the Company (“Mexico Sub”), Ooyala, Inc., a Delaware corporation (“Ooyala”), Ooyala Global, Inc., a Delaware corporation (“Seller Parent”) and Ooyala México S. de R.L. de C.V., a Mexico *sociedad de responsabilidad limitada de capital variable* (the “Seller Subsidiary”, and together with Ooyala and Seller Parent, the “Sellers”), the Company completed its previously announced acquisition of the Sellers’ online video platform (OVP) assets in exchange for common stock of the Company and cash (the “Acquisition”). At the closing, the Company issued 1,056,763 unregistered shares of common stock of the Company and paid approximately \$5.91 million in cash, which includes approximately \$155,000 as a reimbursement of Seller’s audit fees incurred in connection with the Acquisition. Pursuant to the Purchase Agreement, approximately \$2.65 million of the cash consideration was placed into an escrow account to secure payment of any claims of indemnification for breaches or inaccuracies in the Sellers’ representations and warranties, covenants and agreements.

A copy of the Purchase Agreement is attached as Exhibit 2.1 to the Company’s Current Report on Form 8-K filed on February 13, 2019. The foregoing description of the Purchase Agreement is not complete and is qualified in its entirety by reference to the full text of the Purchase Agreement.

Item 3.02. Unregistered Sale of Equity Securities.

The information related to the issuance of shares of the Company’s common stock set forth in Item 2.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.02. The shares of the Company’s common stock issued pursuant to the Purchase Agreement were offered and sold in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), afforded by Rule 506 promulgated thereunder. The Acquisition was a privately negotiated transaction, and no more than 35 recipients of the shares of the Company’s common stock issued pursuant to the Purchase Agreement are not “accredited investors” as defined in Regulation D under the Securities Act.

Item 7.01. Regulation FD Disclosure.

On April 1, 2019, the Company issued a press release announcing the closing of the Acquisition. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of 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 or the Exchange Act, except as expressly set forth by specific reference in such filing.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
2.1*	<u>Asset Purchase and Sale Agreement, dated as of February 13, 2019, by and among Brightcove Inc., Othello Acquisition Corporation, Brightcove, S. de R.L. de C.V., Ooyala, Inc., Ooyala Global, Inc., and Ooyala México S. de R.L. de C.V. (incorporated by reference to Exhibit 2.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on February 13, 2019)</u>
99.1	<u>Press Release of Brightcove Inc. dated April 1, 2019, furnished herewith.</u>

* Previously Filed

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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 1, 2019

Brightcove Inc.

By: /s/ Robert Noreck
Robert Noreck
Chief Financial Officer

**Brightcove Completes Acquisition
of Ooyala's Online Video Platform Business**

BOSTON - April 1, 2019 - Brightcove Inc. (NASDAQ: BCOV), the leading provider of cloud services for video, today announced it has completed the acquisition of the online video platform business of Ooyala, a provider of cloud video technology.

The strategic acquisition strengthens Brightcove's position as the market leader in the online video industry. Ooyala OVP customers join an already impressive list of companies working with Brightcove.

"This is an exciting time for the company as we integrate Ooyala's OVP business into Brightcove. We are thrilled to welcome Ooyala's OVP customers to the family, along with our new team members in Guadalajara and around the globe. We look forward to providing a world-class experience for all of our new, future, and existing customers and employees" said Jeff Ray, CEO, Brightcove. "The addition of our new team members further positions Brightcove to accelerate our speed of innovation and provide deeper support for all of our customers. We are living in the age of video and are 100% committed to ensuring that our customers reap the power and value of video technology to help propel their businesses forward."

Since its inception, Brightcove has been dedicated to building a best-in-class global video platform with solutions to support media, entertainment, marketing, and enterprise companies. Aspects of Ooyala's technology will be integrated into the Brightcove platform to provide a best in class offering for all customers.

To learn more about Brightcove solutions, contact us directly, join video enthusiasts and Brightcove users from around the world at the only video conference of its kind at PLAY 2019, May 14-16, in Boston, or visit booth #SU1920 at NAB Show from April 8-11, in Las Vegas.

About Brightcove

Brightcove Inc. (NASDAQ:BCOV) is the leading global provider of powerful cloud solutions for managing, delivering, and monetizing video experiences on every screen. A pioneering force in the world of online video since the company's founding in 2004, Brightcove's award-winning technology, unparalleled services, extensive partner ecosystem, and proven global scale have helped thousands of companies in over 70 countries achieve better business results with video. 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 position to execute on our growth strategy, the successful integration of Ooyala's online video platform (OVP) business, customers and personnel, 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 ability to integrate the technologies, products, operations, contracts and personnel of Ooyala’s OVP business and realize the anticipated benefits of the acquisition; expectations regarding the widespread adoption of customer demand for our products; the effects of increased competition and commoditization of services we offer, including data delivery and storage; 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 and support existing customers; our ability to manage our growth and organizational change; and other risks set forth under the caption “Risk Factors” in our most recently filed Annual Report on Form 10-K and our other SEC filings. We assume no obligation to update any forward-looking statements contained in this document as a result of new information, future events or otherwise.

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