

**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): August 17, 2020**

**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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	BCOV	The NASDAQ Global Market

Indicate by check mark whether the registrant is an emerging growth company 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 17, 2020, the Board of Directors (the “Board”) of Brightcove Inc. (the “Company”) appointed Dr. Tsedal Neeley to the Board to fill an existing vacancy as a Class II director, to serve until the Company’s 2023 annual meeting of stockholders or until her successor is duly elected and qualified. On the same day, the Board also approved a board size increase, from eight (8) to nine (9) members, and appointed Ms. Ritcha Ranjan to the newly created seat as a Class III director, to serve until the Company’s 2021 annual meeting of stockholders or until her successor is duly elected and qualified.

The Company has entered into an indemnification agreement with each of Dr. Neeley and Ms. Ranjan in connection with their appointments to the Board, which is in substantially the same form as that entered into with the other directors of the Company and is incorporated herein by reference.

There is no arrangement or understanding pursuant to which Dr. Neeley or Ms. Ranjan was appointed to the Board. There are no family relationships between Dr. Neeley or Ms. Ranjan and any director or executive officer of the Company, and neither Dr. Neeley nor Ms. Ranjan have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Dr. Neeley and Ms. Ranjan’s compensation will be consistent with that provided to all of the Company’s non-employee directors. Under the Company’s current non-employee director compensation policy, Dr. Neeley and Ms. Ranjan will each receive an annual cash retainer of \$45,000 for general availability and participation in meetings and conference calls of the Board. In connection with their initial appointments to the Board, Dr. Neeley and Ms. Ranjan will each receive an initial equity award with an aggregate value of \$200,000, split equally in value between restricted stock units and options to purchase shares of common stock (issued with an exercise price equal to the fair market value of our common stock on the grant date), that each vest in equal quarterly installments over three years, provided, however, that all vesting ceases if Dr. Neeley or Ms. Ranjan, respectively, resigns from the Board or otherwise ceases to serve as a director, unless the Board determines that the circumstances warrant continuation of vesting. The shares underlying the initial grant of restricted stock units and stock options may not be sold while Dr. Neeley or Ms. Ranjan, respectively, remains a Board member. At each annual meeting of our stockholders, so long as she has served as a director for at least the six months prior to such annual meeting of stockholders, Dr. Neeley and Ms. Ranjan, respectively, will receive an annual equity award in the form of restricted stock units, with an aggregate target value of \$100,000, that vest in full after one year, provided, however, that all vesting ceases if Dr. Neeley or Ms. Ranjan, respectively, resigns from the Board or otherwise ceases to serve as a director, unless the Board determines that the circumstances warrant continuation of vesting.

**Item 7.01. Regulation FD Disclosure.**

On August 19, 2020, the Company issued a press release announcing that Dr. Neeley and Ms. Ranjan have been appointed to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 attached hereto are intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release of Brightcove Inc. dated August 19, 2020.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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: August 19, 2020

Brightcove Inc.

By: /s/ Robert Noreck

Robert Noreck  
Chief Financial Officer

## **Tsedal Neeley and Ritcha Ranjan Join Brightcove's Board of Directors**

*Bringing expertise in remote work, digital transformation and technology, the new members will help guide Brightcove to the next stage of growth*

**BOSTON, August 19, 2020** - [Brightcove Inc.](#) (NASDAQ: BCOV), the world's leading video technology platform, today announced the appointment of two new members to its board of directors, [Tsedal Neeley](#) of Harvard Business School and [Ritcha Gupta Ranjan](#) of Google.

Dr. Tsedal Neeley has been a professor at the Harvard Business School since 2007 and has been the Naylor Fitzhugh Professor of Business Administration at the Harvard Business School since 2018. Dr. Neeley heads the required Leadership and Organizational Behavior course in the MBA program and co-chairs the executive offering, Leading Global Businesses. Dr. Neeley has also chaired faculty recruitment. She serves on the Board of Directors of Harvard Business Publishing, the Partnership Inc., and is a member of Rakuten Inc.'s Advisory Board. Dr. Neeley is the author of several books, articles, and cases focused on the virtualization of work, globalization, and digital transformation. She received her B.A. in Communication from Boston College, an Ed.M. in Human Development Psychology from Harvard University and a Ph.D. from Stanford University in Management Science and Engineering, specializing in Work, Technology, and Organizations.

Ritcha Ranjan is the Director of Product Management for Google Finance. While at Google, she has also worked on GSuite, Google Wallet, Adwords Editor, and Mobile search products. In particular, she was the director of the product management team that took Google Docs, Sheets, Slides, Sites and Keep from consumer and education-focused products to one used by enterprises all over the world, helping them with their digital transformation. Ritcha is a co-founder of an educational not for profit company, Five Pumpkins, and has previously worked at Microsoft in the Speech Group, leading the Speech SDK product management team and Yahoo! as a Product Marketing Manager. She holds several patents and has won a Google Founder's Award for her product work. Ritcha currently serves on the Product Management Hiring Committee and Promotion Committee at Google. She has an MBA from the Harvard Business School and a degree in Systems Engineering from the University of Waterloo in Canada.

"I am thrilled to join the Brightcove board of directors at a time when the opportunities for using video have never been more important," said Neeley. "With the unprecedented virtualization of the world and digital transformation of industries, Brightcove is poised to connect people with stellar digital tools at scale. I look forward to working alongside my fellow board members to ensure Brightcove continues to lead the way in connecting people globally."

"With Brightcove's established reputation, the breadth of its products and solutions, and broad customer base, it is set up for long-term success," said Ranjan. "Technology is rapidly evolving to connect people around the world and with video now engrained into our everyday lives through

entertainment, work, and education, we need to democratize it for the masses. I am delighted to join Brightcove's board of directors to help guide the company to deliver the best video technology products and solutions to the market, ensuring the best experience for all viewers."

"This is a pivotal moment in history where the world is undergoing a rapid digital transformation, and Brightcove is at the forefront, enabling companies to continue to work effectively through video," said Jeff Ray, CEO, Brightcove. "We are thrilled to add Tsedal and Ritcha to our board of directors. By bringing progressive, forward-thinking ideas and deep technical expertise, they both will help Brightcove build and scale, enabling our company to best serve our customers and the video industry."

#### **About Brightcove Inc. (NASDAQ: BCOV)**

We are the people behind the world's leading video technology platform. With our award-winning technology and services, we help organizations in more than 70 countries meet business challenges and create strategic opportunities by inspiring, entertaining, and engaging their audiences through video.

Since Brightcove was established in 2004, we have consistently pushed boundaries to create a platform for people who are serious about video: one that is robust, scalable, and intuitive. Benefiting from a global infrastructure, unrivalled customer support, an extensive partner ecosystem, and relentless investment in R&D, Brightcove video sets the standard for professional grade video management, distribution, and monetization. To learn more, visit [www.brightcove.com](http://www.brightcove.com).

#### **Forward-Looking Statements**

*This press release may include forward-looking statements regarding anticipated objectives, growth and/or expected product and service developments or enhancements. Such forward-looking statements may be identified by the use of the following words (among others): "believes," "expects," "may," "will," "plan," "should" or "anticipates," or comparable words and their negatives. These forward-looking statements are not guarantees but are subject to risks and uncertainties that could cause actual results to differ materially from the expectations contained in these statements. For a discussion of such risks and uncertainties, see "Risk Factors" in the Company's filings with the Securities and Exchange Commission, including its most recent annual report on Form 10-K and most recent quarterly report on Form 10-Q. Brightcove assumes no obligation to update any forward-looking statements contained in this press release in the event of changing circumstances or otherwise, and such statements are current only as of the date they are made.*

#### **Press Contact**

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