

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <u>Orfao David J</u>  (Last) (First) (Middle) <u>C/O GENERAL CATALYST PARTNERS</u> <u>20 UNIVERSITY ROAD, 4TH FLOOR</u>  (Street) <u>CAMBRIDGE MA 02138</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BRIGHTCOVE INC [ BCOV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/23/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/23/2012		C		1,855,927	A	(1)	2,112,146	I	See footnote <sup>(5)</sup>
Common Stock	02/23/2012		C		856,230	A	(2)	2,968,376	I	See footnote <sup>(5)</sup>
Common Stock	02/23/2012		C		1,078,028	A	(3)	4,046,404	I	See footnote <sup>(5)</sup>
Common Stock	02/23/2012		C		374,485	A	(4)	4,420,889	I	See footnote <sup>(5)</sup>
Common Stock	02/23/2012		C		67,149	A	(1)	76,419	I	See footnote <sup>(6)</sup>
Common Stock	02/23/2012		C		30,980	A	(2)	107,399	I	See footnote <sup>(6)</sup>
Common Stock	02/23/2012		C		39,003	A	(3)	146,402	I	See footnote <sup>(6)</sup>
Common Stock	02/23/2012		C		13,548	A	(4)	159,950	I	See footnote <sup>(6)</sup>
Common Stock	02/23/2012		C		20,888	A	(2)	23,428	I	See footnote <sup>(7)</sup>
Common Stock	02/23/2012		C		2,600	A	(3)	26,028	I	See footnote <sup>(7)</sup>
Common Stock	02/23/2012		C		1,199	A	(4)	27,227	I	See footnote <sup>(7)</sup>
Common Stock	02/23/2012		C		787,270	A	(2)	883,036	I	See footnote <sup>(8)</sup>
Common Stock	02/23/2012		C		98,033	A	(3)	981,069	I	See footnote <sup>(8)</sup>
Common Stock	02/23/2012		C		45,204	A	(4)	1,026,273	I	See footnote <sup>(8)</sup>

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	02/23/2012		C			2,412,706	(1)	(1)	Common Stock	1,855,927	(1)	0	I	See footnote <sup>(5)</sup>

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Preferred Stock	(2)	02/23/2012		C			1,113,100	(2)	(2)	Common Stock	856,230	(2)	0	I	See footnote <sup>(5)</sup>
Series C Preferred Stock	(3)	02/23/2012		C			1,401,437	(3)	(3)	Common Stock	1,078,028	(3)	0	I	See footnote <sup>(5)</sup>
Series D Preferred Stock	(4)	02/23/2012		C			862,817	(4)	(4)	Common Stock	374,485	(4)	0	I	See footnote <sup>(5)</sup>
Series A Preferred Stock	(1)	02/23/2012		C			87,294	(1)	(1)	Common Stock	67,149	(1)	0	I	See footnote <sup>(6)</sup>
Series B Preferred Stock	(2)	02/23/2012		C			40,274	(2)	(2)	Common Stock	30,980	(2)	0	I	See footnote <sup>(6)</sup>
Series C Preferred Stock	(3)	02/23/2012		C			50,705	(3)	(3)	Common Stock	39,003	(3)	0	I	See footnote <sup>(6)</sup>
Series D Preferred Stock	(4)	02/23/2012		C			31,217	(4)	(4)	Common Stock	13,548	(4)	0	I	See footnote <sup>(6)</sup>
Series B Preferred Stock	(2)	02/23/2012		C			27,155	(2)	(2)	Common Stock	20,888	(2)	0	I	See footnote <sup>(7)</sup>
Series C Preferred Stock	(3)	02/23/2012		C			3,381	(3)	(3)	Common Stock	2,600	(3)	0	I	See footnote <sup>(7)</sup>
Series D Preferred Stock	(4)	02/23/2012		C			2,763	(4)	(4)	Common Stock	1,199	(4)	0	I	See footnote <sup>(7)</sup>
Series B Preferred Stock	(2)	02/23/2012		C			1,023,452	(2)	(2)	Common Stock	787,270	(2)	0	I	See footnote <sup>(8)</sup>
Series C Preferred Stock	(3)	02/23/2012		C			127,443	(3)	(3)	Common Stock	98,033	(3)	0	I	See footnote <sup>(8)</sup>
Series D Preferred Stock	(4)	02/23/2012		C			104,152	(4)	(4)	Common Stock	45,204	(4)	0	I	See footnote <sup>(8)</sup>

**Explanation of Responses:**

- The Series A Preferred Stock has no expiration date and converted into Common Stock upon the closing of Issuer's initial public offering. General Catalyst Group III, L.P. ("GCG III") was the holder of record of 2,412,706 shares of Series A Preferred Stock, which converted into 1,855,927 shares of Common Stock. GC Entrepreneurs Fund III, L.P. ("GCEF III") was the holder of record of 87,294 shares of Series A Preferred Stock, which converted into 67,149 shares of Common Stock.
- The Series B Preferred Stock has no expiration date and converted into Common Stock upon the closing of Issuer's initial public offering. GCG III was the holder of record of 1,113,100 shares of Series B Preferred Stock, which converted into 856,230 shares of Common Stock. GCEF III was the holder of record of 40,274 shares of Series B Preferred Stock, which converted into 30,980 shares of Common Stock. GC Entrepreneurs Fund IV, L.P. ("GCEF IV") was the holder of record of 27,155 shares of Series B Preferred Stock, which converted into 20,888 shares of Common Stock. General Catalyst Group IV, L.P. ("GCG IV") was the holder of record of 1,023,452 shares of Series B Preferred Stock, which converted into 787,270 shares of Common Stock.
- The Series C Preferred Stock has no expiration date and converted into Common Stock upon the closing of Issuer's initial public offering. GCG III was the holder of record of 1,401,437 shares of Series C Preferred Stock, which converted into 1,078,028 shares of Common Stock. GCEF III was the holder of record of 50,705 shares of Series C Preferred Stock, which converted into 39,003 shares of Common Stock. GCEF IV was the holder of record of 3,381 shares of Series C Preferred Stock, which converted into 2,600 shares of Common Stock. GCG IV was the holder of record of 127,443 shares of Series C Preferred Stock, which converted into 98,033 shares of Common Stock.
- The Series D Preferred Stock has no expiration date and converted into Common Stock upon the closing of Issuer's initial public offering. GCG III was the holder of record of 862,817 shares of Series D Preferred Stock, which converted into 374,485 shares of Common Stock. GCEF III was the holder of record of 31,217 shares of Series D Preferred Stock, which converted into 13,548 shares of Common Stock. GCEF IV was the holder of record of 2,763 shares of Series D Preferred Stock, which converted into 1,199 shares of Common Stock. GCG IV was the holder of record of 104,152 shares of Series D Preferred Stock, which converted into 45,204 shares of Common Stock.
- The securities are held by GCG III. General Catalyst GP III, LLC is the general partner of General Catalyst Partners III, L.P., which is the general partner of GCG III. Each of David Orfao, David Fialkow, John Simon, and Joel Cutler is a Managing Director of General Catalyst GP III, LLC, and may be deemed to share voting and investment power over the shares held of record by GCG III. Each of David Orfao, David Fialkow, John Simon, and Joel Cutler disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein.
- The securities are held by GCEF III. General Catalyst GP III, LLC is the general partner of General Catalyst Partners III, L.P., which is the general partner of GCEF III. Each of David Orfao, David Fialkow, John Simon, and Joel Cutler is a Managing Director of General Catalyst GP III, LLC and may be deemed to share voting and investment power over the shares held of record by GCEF III. Each of David Orfao, David Fialkow, John Simon, and Joel Cutler disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein.
- The securities are held by GCEF IV. General Catalyst GP IV, LLC is the general partner of General Catalyst Partners IV, L.P., which is the general partner of GCEF IV. Each of David Orfao, David Fialkow, John Simon, and Joel Cutler is a Managing Director of General Catalyst GP IV, LLC and may be deemed to share voting and investment power over the shares held of record by GCEF IV. Each of David Orfao, David Fialkow, John Simon, and Joel Cutler disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein.
- The securities are held by GCG IV. General Catalyst GP IV, LLC is the general partner of General Catalyst Partners IV, L.P., which is the general partner of GCEF IV. Each of David Orfao, David Fialkow, John Simon, and Joel Cutler is a Managing Director of General Catalyst GP IV, LLC and may be deemed to share voting and investment power over the shares held of record by GCG IV. Each of David Orfao, David Fialkow, John Simon, and Joel Cutler disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein.

/s/ David Orfao

02/14/2012

\*\* 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 4 (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.

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