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): February 11, 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

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

ck 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 isions:
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 February 11, 2016, Brightcove Inc. issued a press release announcing certain financial and other information for the quarter and year ended December 31, 2015. The full text of the press release and the related attachments are furnished as Exhibit 99.1 hereto and incorporated herein by reference.

The information in this Item 2.02 of this Report on Form 8-K and Exhibit 99.1 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 February 11, 2016, including attachments.

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: February 11, 2016 Brightcove Inc.

By: /s/ Kevin R. Rhodes

Kevin R. Rhodes Chief Financial Officer

Brightcove Announces Financial Results for Fourth Quarter and Fiscal Year 2015

Company reports fourth quarter revenue growth of 12% and adjusted EBITDA of \$3.3 million

BOSTON, MA (February 11, 2016) – Brightcove Inc. (Nasdaq: BCOV), a leading global provider of cloud services for video, today announced financial results for the fourth quarter and fiscal year ended December 31, 2015.

"Brightcove's strong fourth quarter financial results, which exceeded expectations on both the top and bottom lines, were a good finish to an important year for the company," said David Mendels, Chief Executive Officer of Brightcove. "In recent quarters we have validated that the enhanced product portfolio we brought to market in 2015 and our targeted go-to-market approach focused on driving improved business performance for media companies and digital marketers can drive accelerated revenue growth."

Mendels added, "In 2016 we will make additional investments in the business to expand our sales capacity. The results we delivered in 2015 and the positive productivity trends from our existing sales organization give us confidence these investments will drive improved revenue growth and profitability in the future. We are increasingly confident in our ability to achieve our long-term financial objectives and deliver significant value to our shareholders."

Fourth Quarter 2015 Financial Highlights:

- Revenue for the fourth quarter of 2015 was \$35.1 million, an increase of 12% compared to \$31.4 million for the fourth quarter of 2014. Subscription and support revenue was \$34.1 million, an increase of 12% compared with \$30.6 million for the fourth quarter of 2014.
- Gross profit for the fourth quarter of 2015 was \$23.3 million, representing a gross margin of 66%, compared to a gross profit of \$20.2 million for the fourth quarter of 2014. Non-GAAP gross profit for the fourth quarter of 2015 was \$24.0 million, representing a year-over-year increase of 15% and a non-GAAP gross margin of 68%. 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 \$214,000 for the fourth quarter of 2015, compared to a loss from operations of \$3.4 million for the fourth quarter of 2014. Non-GAAP income from operations, which excludes stock-based compensation expense, the amortization of acquired intangible assets and merger-related expenses, was \$2.3 million for the fourth quarter of 2015, an improvement compared to a non-GAAP loss from operations of \$980,000 during the fourth quarter of 2014.
- Net income was \$172,000, or \$0.01 per diluted share, for the fourth quarter of 2015. This compares to a net loss of \$3.9 million, or \$0.12 per diluted share, for the fourth quarter of 2014. Non-GAAP net income, which excludes stock-based compensation expense, the amortization of acquired intangible assets, merger-related expenses and gain from settlement of escrow claim, was \$1.8 million for the fourth quarter of 2015, or \$0.05 per diluted share, compared to a non-GAAP net loss of \$1.5 million for the fourth quarter of 2014, or \$0.05 per diluted share.

- Adjusted EBITDA was \$3.3 million for the fourth quarter of 2015, up 375% as compared to \$703,000 for the fourth quarter of 2014. 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 \$4.8 million, compared to \$3.1 million for the fourth quarter of 2014.
- Free cash flow was \$5.5 million, including \$1.2 million related to the return of previously purchased equipment. Free cash flow was \$2.0 million for the fourth quarter of 2014.
- Cash and cash equivalents were \$27.6 million as of December 31, 2015 compared to \$23.8 million at September 30, 2015.

Full Year 2015 Financial Highlights:

- Revenue for the full year 2015 was \$134.7 million, an increase of 8% compared to \$125.0 million for 2014. Subscription and support revenue for 2015 was \$131.0 million, an increase of 9% compared with \$120.3 million for 2014.
- Gross Profit was \$88.2 million for 2015, compared to \$81.3 million for 2014, representing a gross margin of 65% for 2015. Non-GAAP gross profit was \$90.6 million for 2015, representing a year-over-year increase of 8% and a non-GAAP gross margin of 67%. 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 \$6.9 million for 2015, compared to a loss from operations of \$15.2 million for 2014. Non-GAAP income from operations, which excludes stock-based compensation expense, the amortization of acquired intangible assets and merger-related expenses, was \$2.4 million for 2015, compared to a non-GAAP loss from operations of \$2.5 million for 2014.
- Net loss was \$7.6 million, or \$0.23 per diluted share, for 2015. This compares to a net loss of \$16.9 million, or \$0.53 per diluted share, for 2014. Non-GAAP net income, which excludes stock-based compensation expense, the amortization of acquired intangible assets, merger-related expenses and gain from settlement of escrow claim, was \$876,000 for 2015, or \$0.03 per diluted share, compared to a non-GAAP net loss of \$4.2 million for 2014, or \$0.13 per diluted share.
- Adjusted EBITDA was \$8.0 million for 2015, compared to \$2.9 million for 2014. 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 \$9.1 million for 2015, compared to \$1.5 million for 2014.
- Free cash flow was \$6.2 million after we invested \$2.9 million in capital expenditures and capitalization of internal-use software during 2015. Free cash flow was (\$3.1) million for 2014.

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 Fourth Quarter and Recent Highlights:

- Average revenue per premium customer was \$69,000 in the fourth quarter of 2015. This is an increase of 15% from \$60,000 in the comparable period in 2014.
- · Recurring dollar retention rate was 98% in the fourth quarter of 2015, which was above our historical target in the low to mid 90% range.
- Ended the quarter with 5,047 customers, of which 1,863 were premium.
- New media customers and media customers who expanded their relationship during the quarter included: Azubu, CatchPlay, a Taiwan-based distributor of independent films, CBS Shows including *Entertainment Tonight*, *The Insider*, and *The Jeff Probst Show*; Australia's National Rugby League, Publishers Clearing House, Reader's Digest, RLJ Entertainment, Sony Digital Audio Disc Corp, Tennis Australia, and Yomiuri TV, a sister company of Nippon Television.
- New digital marketing customers and digital marketing customers who expanded their relationship during the quarter included: AMC Entertainment, Amgen, BAFTA, Baxter Healthcare, Cars.com, Cargill, Consumer Reports, Demandware, Ford, IHS, Northern Trust, Sapporo Breweries, Starwood, Tribeca Film Festival, University of Pittsburgh Medical Center, and Weight Watchers

Business Outlook

Based on information as of today, February 11, 2016, the Company is issuing the following financial guidance:

First Quarter 2016:

- Revenue is expected to be in the range of \$34.7 million to \$35.2 million, including \$1.3 million of professional services revenue.
- Non-GAAP income from operations is expected to be in the range of breakeven to \$500,000, which excludes stock-based compensation, the amortization of acquired intangible assets and merger-related expenses totaling approximately \$2.2 million.
- Adjusted EBITDA is expected to be in the range of \$1.4 million to \$1.9 million, which excludes stock-based compensation, the amortization of acquired intangible assets, merger-related expenses, depreciation expense, other income/expense and taxes totaling approximately \$3.9 million.
- Non-GAAP net income/loss per diluted share is expected to be a loss of \$0.01 to income of \$0.01, which excludes stock-based compensation, the amortization of acquired intangible assets and merger-related expenses totaling approximately \$2.2 million, and assumes approximately 33.8 million shares outstanding.

Full Year 2016:

- **Revenue** is expected to be in the range of \$145.0 million to \$147.0 million.
- Non-GAAP income from operations is expected to be in the range of \$2.0 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 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 \$16.7 million to \$17.1 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 34.2 million shares outstanding.

Conference Call Information

Brightcove will host a conference call today, February 11, 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 13629168. 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 a 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 more than 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 first 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 document as a result of new information, future events or otherwise.

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, merger-related expenses and gain from settlement of escrow claim. 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. The gain from settlement of escrow claim represents the value of shares settled from escrow claims in connection with the purchase of substantially all the assets of Unicorn Media, Inc. and subsidiaries. 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:

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Media Contact:

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

	December :	31, 2015	Decemb	er 31, 2014
Assets				
Current assets:				
Cash and cash equivalents	\$	27,637	\$	22,916
Accounts receivable, net of allowance		21,213		21,463
Prepaid expenses and other current assets		4,579		4,342
Total current assets		53,429		48,721
Property and equipment, net		8,689		10,372
Intangible assets, net		13,786		16,898
Goodwill		50,776		50,776
Deferred tax asset		63		109
Restricted cash		201		201
Other assets		724		507
Total assets	<u>\$ 1</u>	127,668	\$	127,584
Liabilities and stockholders' equity				_
Current liabilities:				
Accounts payable	\$	3,302	\$	1,618
Accrued expenses		12,849		11,722
Capital lease liability		850		1,159
Deferred revenue		29,836		29,640
Total current liabilities		46,837		44,139
Deferred revenue, net of current portion		95		64
Other liabilities		2,601		2,618
Total liabilities		49,533		46,821
Stockholders' equity:				
Common stock		33		32
Additional paid-in capital	2	220,458		214,524
Treasury stock, at cost		(871)		_
Accumulated other comprehensive loss		(888)		(776)
Accumulated deficit	(1	140,597)		(133,017)
Total stockholders' equity		78,135		80,763
Total liabilities and stockholders' equity	<u>\$ 1</u>	127,668	\$	127,584

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

	Three Months Ended December 31,			cember 31,	Twelve Months Ended December 31,			
		2015		2014		2015		2014
Revenue:								
Subscription and support revenue	\$	34,098	\$	30,570	\$	131,010	\$	120,324
Professional services and other revenue		1,038		812		3,696		4,693
Total revenue		35,136		31,382		134,706		125,017
Cost of revenue: (1) (2)								
Cost of subscription and support revenue		10,718		9,919		41,735		38,015
Cost of professional services and other revenue		1,097		1,304		4,742		5,718
Total cost of revenue		11,815		11,223		46,477		43,733
Gross profit		23,321		20,159		88,229		81,284
Operating expenses: (1)(2)								
Research and development		6,982		7,704		29,302		28,252
Sales and marketing		11,389		11,300		45,795		46,014
General and administrative		5,101		4,539		19,862		19,136
Merger-related		63		64		201		3,075
Total operating expenses		23,535		23,607		95,160		96,477
Loss from operations		(214)		(3,448)		(6,931)		(15,193)
Other income (expense), net		522		(420)		(258)		(1,440)
Net income (loss) before income taxes		308		(3,868)		(7,189)	-	(16,633)
Provision for income taxes		136		56		391		260
Net income (loss)	\$	172	\$	(3,924)	\$	(7,580)	\$	(16,893)
Net income (loss) per share—basic								
Basic	\$	0.01	\$	(0.12)	\$	(0.23)	\$	(0.53)
Diluted		0.01		(0.12)		(0.23)		(0.53)
Weighted-average shares								
Basic		32,709		32,349		32,598		31,949
Diluted		33,682		32,349		32,598		31,949
(1) Stock-based compensation included in above line items:								
Cost of subscription and support revenue	\$	80	\$	71	\$	181	\$	218
Cost of professional services and other revenue		50		20		181		141
Research and development		332		449		1,392		1,399
Sales and marketing		391		515		2,155		2,193
General and administrative		849		559		2,105		2,436
(2) Amortization of acquired intangible assets included in the above line items:								
Cost of subscription and support revenue	\$	508	\$	507	\$	2,031	\$	1,946
Research and development		32		32		126		140
Sales and marketing		219		251		955		1,114

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

	Twelve Months	s Ended December 31,
	2015	2014
Operating activities		
Net loss	\$ (7,580)	\$ (16,893)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	8,687	8,587
Stock-based compensation	6,014	6,387
Provision for reserves on accounts receivable	408	118
Amortization of premium on investments		1
Loss on disposal of equipment	68	86
Gain from settlement of escrow claim	(871)	_
Changes in assets and liabilities:		100
Accounts receivable	(157)	
Prepaid expenses and other current assets	680	(199)
Other assets	(283)	/
Accounts payable	1,751	(2,324)
Accrued expenses	137	(1,902)
Deferred revenue	227	6,075
Net cash provided by operating activities	9,081	1,485
Investing activities		
Cash paid for acquisition, net of cash acquired	_	(9,100)
Maturities of investments	_	3,060
Purchases of property and equipment, net of returns	(1,390)	
Capitalization of internal-use software costs	(1,456)	(1,034)
Decrease in restricted cash		121
Net cash used in investing activities	(2,846)	(10,471)
Financing activities		
Proceeds from exercise of stock options	129	597
Payments of withholding tax on RSU vesting	(209)	_
Proceeds from equipment financing	1,704	_
Repayment of equipment financing	(1,704)	_
Payments under capital lease obligation	(1,332)	(1,399)
Net cash used in financing activities	(1,412)	(802)
Effect of exchange rate changes on cash and cash equivalents	(102)	(343)
Net increase (decrease) in cash and cash equivalents	4,721	(10,131)
Cash and cash equivalents at beginning of period	22,916	33,047
Cash and cash equivalents at end of period	\$ 27,637	\$ 22,916
•		

Brightcove Inc.

Reconciliation of GAAP Gross Profit, GAAP Loss From Operations, GAAP Net Income (Loss) and GAAP Net Income (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)

	Three Months Ended December 31,				Tw	Twelve Months Ended December 31,			
	2015			2014		2015		2014	
GROSS PROFIT:									
GAAP gross profit	\$	23,321	\$	20,159	\$	88,229	\$	81,284	
Stock-based compensation expense		130		91		362		359	
Amortization of acquired intangible assets		508		507		2,031		1,946	
Non-GAAP gross profit	\$	23,959	\$	20,757	\$	90,622	\$	83,589	
LOSS FROM OPERATIONS:									
GAAP loss from operations	\$	(214)	\$	(3,448)	\$	(6,931)	\$	(15,193)	
Stock-based compensation expense		1,702		1,614		6,014		6,387	
Merger-related expenses		63		64		201		3,075	
Amortization of acquired intangible assets		759		790		3,112		3,200	
Non-GAAP income (loss) from operations	\$	2,310	\$	(980)	\$	2,396	\$	(2,531)	
NET INCOME (LOSS):									
GAAP net income (loss)	\$	172	\$	(3,924)	\$	(7,580)	\$	(16,893)	
Stock-based compensation expense		1,702		1,614		6,014		6,387	
Merger-related expenses		63		64		201		3,075	
Amortization of acquired intangible assets		759		790		3,112		3,200	
Gain from settlement of escrow claim		(871)		<u> </u>		(871)			
Non-GAAP net income (loss)	\$	1,825	\$	(1,456)	\$	876	\$	(4,231)	
GAAP diluted net income (loss) per share	\$	0.01	\$	(0.12)	\$	(0.23)	\$	(0.53)	
Non-GAAP diluted net income (loss) per share	\$	0.05	\$	(0.05)	\$	0.03	\$	(0.13)	
Shares used in computing GAAP diluted net income (loss) per share		32,709		32,349		32,598		31,949	
Shares used in computing Non-GAAP diluted net income (loss) per share		33,682		32,349		33,591		31,949	

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

	Three Months Ended December 31,					Twelve Months Ended December			
		2015	2014			2015		2014	
Net income (loss)	\$	172	\$	(3,924)	\$	(7,580)	\$	(16,893)	
Other (income) expense, net		(522)		420		258		1,440	
Provision for income taxes		136		56		391		260	
Merger-related expenses		63		64		201		3,075	
Depreciation and amortization		1,789		2,473		8,687		8,587	
Stock-based compensation expense		1,702		1,614		6,014		6,387	
Adjusted EBITDA	\$	3,340	\$	703	\$	7,971	\$	2,856	
Adjusted EBITDA margin		9.5%	<u> </u>	2.2%		5.9%		2.3%	