

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): March 14, 2017

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

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))

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

(d) On March 14, 2017, the Board of Directors (the “Board”) of Brightcove Inc. (the “Company”) appointed Diane Hessian to the Board to fill a vacancy as a Class III director, to serve until the Company’s 2018 annual meeting of stockholders or until her successor is duly elected and qualified.

At the time of appointment, it was not determined whether Ms. Hessian would sit on any Board committee.

The Company expects to enter into an indemnification agreement with Ms. Hessian in connection with her appointment to the Board, which is expected to be in substantially the same form as that entered into with the other directors of the Company.

There is no arrangement or understanding pursuant to which Ms. Hessian was appointed to the Board. There are no family relationships between Ms. Hessian and any director or executive officer of the Company, and Ms. Hessian has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Ms. Hessian’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, Ms. Hessian will receive an annual cash retainer of \$30,000 for general availability and participation in meetings and conference calls of the Board. In connection with her initial election to the Board, Ms. Hessian will receive an initial equity award with an aggregate value of \$130,000, 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 the Company’s common stock on the grant date), that each vest in equal quarterly installments over three years, provided, however, that all vesting ceases if Ms. Hessian 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 Ms. Hessian 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, Ms. Hessian will receive annual equity awards with an aggregate target value of \$65,000, 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 the Company’s common stock on the grant date), that each vest in full after one year, provided, however, that all vesting ceases if Ms. Hessian 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 March 16, 2017, the Company issued a press release announcing Ms. Hessian’s appointment to the Board as discussed in Item 5.02(d) of this Report on Form 8-K. The full text of the press release is furnished as Exhibit 99.1 hereto. 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 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.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Press Release of Brightcove Inc. dated March 16, 2017. |

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.

BRIGHTCOVE INC.

Date: March 16, 2017

By: /s/ Kevin Rhodes
Kevin Rhodes
Chief Financial Officer

Diane Hessian Joins Brightcove's Board of Directors

*Successful entrepreneur and marketer brings extensive digital marketing experience
and strategic business acumen to online video platform leader*

BOSTON, MA—March 16, 2017—Brightcove (NASDAQ: BCOV), a leading provider of cloud services for video, today announced that Diane Hessian, successful business executive, marketing authority and serial entrepreneur, has been elected to Brightcove's board of directors.

Hessian is currently Chairman of C Space, an innovative market research company that was sold to Omnicom in 2011. During her 13 years as CEO, she led C Space in achieving exponential growth, building an organization of over 500 people with offices in 12 countries and "a Blue Chip client list that would make a Madison Avenue giant jealous," according to Advertising Age.

"Diane is the perfect choice for Brightcove at this stage of our company," said David Mendels, Brightcove's CEO. "Diane has a deep understanding of the challenges facing today's CMOs and their marketing teams. We believe that her expertise, together with her business operations and public company experience, will help us capture the incredible opportunities that the exponential growth of video offers us, especially with digital marketers and enterprises."

"Brightcove is looking to solve a big problem for marketers and enterprises," said Hessian. "And what's even more exciting for me are the rave reviews I've heard about the company in my conversations with customers, analysts, and tech industry insiders. It isn't often that you find a company that is delivering outstanding products, executing well in market, and continually innovating. Brightcove is doing all three."

Hessian earned an M.B.A from Harvard Business School and a B.A. in Economics from Tufts University. She has extensive experience serving on boards, including Panera, Eastern Bank, Beth Israel Deaconess Medical Center, Mass Challenge, and Tufts University. She co-authored the Business Week best seller *Customer-Centered Growth* with Richard Whiteley, which examined how today's successful companies are achieving explosive growth. She has received numerous business awards and, in her spare time, founded The Sound Bytes, an a cappella group that sings about business.

Brightcove on social media:

- [Brightcove Blog](#)
- [Twitter](#)
- [LinkedIn](#)
- [Facebook](#)

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 thousands of 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.

Press Contacts

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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. 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.