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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>GENERAL CATALYST GROUP</u> <u>IV LP</u> (Last) (First) (Middle) <u>C/O GENERAL CATALYST PARTNERS</u> <u>20 UNIVERSITY ROAD, 4TH FLOOR</u> (Street) <u>CAMBRIDGE MA</u> <u>02138</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/16/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>BRIGHTCOVE INC [BCOV]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	256,219	I	See footnote ⁽¹⁾
Common Stock	9,270	I	See footnote ⁽²⁾
Common Stock	2,540	I	See footnote ⁽³⁾
Common Stock	95,766 ⁽⁴⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(5)	(5)	Common Stock	1,855,927	(5)	I	See footnote ⁽¹⁾
Series B Preferred Stock	(6)	(6)	Common Stock	856,230	(6)	I	See footnote ⁽¹⁾
Series C Preferred Stock	(7)	(7)	Common Stock	1,078,028	(7)	I	See footnote ⁽¹⁾
Series D Preferred Stock	(8)	(8)	Common Stock	374,485	(8)	I	See footnote ⁽¹⁾
Series A Preferred Stock	(5)	(5)	Common Stock	67,149	(5)	I	See footnote ⁽²⁾
Series B Preferred Stock	(6)	(6)	Common Stock	30,980	(6)	I	See footnote ⁽²⁾
Series C Preferred Stock	(7)	(7)	Common Stock	39,003	(7)	I	See footnote ⁽²⁾
Series D Preferred Stock	(8)	(8)	Common Stock	13,548	(8)	I	See footnote ⁽²⁾
Series B Preferred Stock	(6)	(6)	Common Stock	20,888	(6)	I	See footnote ⁽³⁾
Series C Preferred Stock	(7)	(7)	Common Stock	2,600	(7)	I	See footnote ⁽³⁾
Series D Preferred Stock	(8)	(8)	Common Stock	1,199	(8)	I	See footnote ⁽³⁾
Series B Preferred Stock	(6)	(6)	Common Stock	787,270 ⁽⁴⁾	(6)	D	
Series C Preferred Stock	(7)	(7)	Common Stock	98,033 ⁽⁴⁾	(7)	D	
Series D Preferred Stock	(8)	(8)	Common Stock	45,204 ⁽⁴⁾	(8)	D	

1. Name and Address of Reporting Person*

[GENERAL CATALYST GROUP IV LP](#)

(Last) (First) (Middle)

C/O GENERAL CATALYST PARTNERS
20 UNIVERSITY ROAD, 4TH FLOOR

(Street)

CAMBRIDGE MA 02138

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[General Catalyst GP IV, LLC](#)

(Last) (First) (Middle)

C/O GENERAL CATALYST PARTNERS
20 UNIVERSITY ROAD, 4TH FLOOR

(Street)

CAMBRIDGE MA 02138

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[GC ENTREPRENEURS FUND IV L P](#)

(Last) (First) (Middle)

C/O GENERAL CATALYST PARTNERS
20 UNIVERSITY ROAD, 4TH FLOOR

(Street)

CAMBRIDGE MA 02138

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[General Catalyst Partners IV, L.P.](#)

(Last) (First) (Middle)

C/O GENERAL CATALYST PARTNERS
20 UNIVERSITY ROAD, 4TH FLOOR

(Street)

CAMBRIDGE MA 02138

(City) (State) (Zip)

Explanation of Responses:

1. The securities are held by General Catalyst Group III, L.P. ("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 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 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.
2. The securities are held by GC Entrepreneurs Fund III, L.P. ("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 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 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.
3. The securities are held by GC Entrepreneurs Fund IV, L.P. ("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 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 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.
4. The securities are held by General Catalyst Group IV, L.P. ("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 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 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.
5. GCG III is the holder of record of 2,412,706 shares of Series A Preferred Stock, which are convertible into 1,855,927 shares of Common Stock. GCEF III is the holder of record of 87,294 shares of Series A Preferred Stock, which are convertible into 67,149 shares of Common Stock. The Series A Preferred Stock will convert into Common Stock upon the closing of the Issuer's initial public offering, and has no expiration date.

6. GCG III is the holder of record of 1,113,100 shares of Series B Preferred Stock, which are convertible into 856,230 shares of Common Stock. GCEF III is the holder of record of 40,274 shares of Series B Preferred Stock, which are convertible into 30,980 shares of Common Stock. GCEF IV is the holder of record of 27,155 shares of Series B Preferred Stock, which are convertible into 20,888 shares of Common Stock. GCG IV is the holder of record of 1,023,452 shares of Series B Preferred Stock, which are convertible into 787,270 shares of Common Stock. The Series B Preferred Stock will convert into Common Stock upon the closing of the Issuer's initial public offering, and has no expiration date.

7. GCG III is the holder of record of 1,401,437 shares of Series C Preferred Stock, which are convertible into 1,078,028 shares of Common Stock. GCEF III is the holder of record of 50,705 shares of Series C Preferred Stock, which are convertible into 39,003 shares of Common Stock. GCEF IV is the holder of record of 3,381 shares of Series C Preferred Stock, which are convertible into 2,600 shares of Common Stock. GCG IV is the holder of record of 127,443 shares of Series C Preferred Stock, which are convertible into 98,033 shares of Common Stock. The Series C Preferred Stock will convert into Common Stock upon the closing of the Issuer's initial public offering, and has no expiration date.

8. GCG III is the holder of record of 862,817 shares of Series D Preferred Stock, which are convertible into 374,485 shares of Common Stock. GCEF III is the holder of record of 31,217 shares of Series D Preferred Stock, which are convertible into 13,548 shares of Common Stock. GCEF IV is the holder of record of 2,763 shares of Series D Preferred Stock, which are convertible into 1,199 shares of Common Stock. GCG IV is the holder of record of 104,152 shares of Series D Preferred Stock, which are convertible into 45,204 shares of Common Stock. The Series D Preferred Stock will convert into Common Stock upon the closing of the Issuer's initial public offering, and has no expiration date.

Remarks:

Exhibit 24.1: Power of Attorney Exhibit 24.2: Power of Attorney Exhibit 24.3: Power of Attorney Exhibit 24.4: Power of Attorney This is Part 2 of a two part filing. This Form 3 is being filed in two parts because of the ten person reporting limitation of the electronic filing system. Part 1 is being filed by the following reporting persons: General Catalyst Group III, L.P., GC Entrepreneurs Fund III, L.P., General Catalyst GP III, LLC, General Catalyst Partners III, L.P., David Fialkow, John Simon, and Joel Cutler.

[/s/ Andrew Feinberg, as
attorney-in-fact to each
Reporting Person](#) [02/16/2012](#)

** 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Andrew Feinberg, Christopher Menard, and Christopher Keenan, and each of them individually, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) Complete and execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or ten percent (10%) shareholder of Brightcove Inc., a Delaware corporation (the "Company") any and all instruments, certificates and documents required to be executed on behalf of the undersigned as an individual or on behalf of the undersigned's company or partnership, as the case may be, pursuant to Section 13 and Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or the rules and regulations thereunder;

(2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such instruments, certificates or documents required to be filed pursuant to Sections 13 and 16 of the Exchange Act or the rules or regulations thereunder and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act which is necessary, proper or desirable to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any such attorney-in-fact, or any such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Exchange Act or the rules or regulations thereunder. The undersigned hereby agrees to indemnify each attorney-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to such attorney-in fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any instruments, certificates and documents pursuant to Section 13 and 16 of the Exchange Act or the rules or regulations thereunder with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of February 14, 2012.

General Catalyst Group IV, L.P.

By: General Catalyst Partners IV, L.P.,
its General Partner

By: General Catalyst GP IV, LLC,
its General Partner

By: /s/ William J. Fitzgerald
Name: William J. Fitzgerald
Title: Member & CFO

LIMITED POWER OF ATTORNEY

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(1) Complete and execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or ten percent (10%) shareholder of Brightcove Inc., a Delaware corporation (the "Company") any and all instruments, certificates and documents required to be executed on behalf of the undersigned as an individual or on behalf of the undersigned's company or partnership, as the case may be, pursuant to Section 13 and Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or the rules and regulations thereunder;

(2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such instruments, certificates or documents required to be filed pursuant to Sections 13 and 16 of the Exchange Act or the rules or regulations thereunder and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act which is necessary, proper or desirable to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any such attorney-in-fact, or any such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

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GC Entrepreneurs Fund IV, L.P.

By: General Catalyst Partners IV, L.P.,
its General Partner

By: General Catalyst GP IV, LLC,
its General Partner

By: /s/ William J. Fitzgerald
Name: William J. Fitzgerald
Title: Member & CFO

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(2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such instruments, certificates or documents required to be filed pursuant to Sections 13 and 16 of the Exchange Act or the rules or regulations thereunder and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

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General Catalyst GP IV, LLC

By: /s/ William J. Fitzgerald
Name: William J. Fitzgerald
Title: Member & CFO

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(2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such instruments, certificates or documents required to be filed pursuant to Sections 13 and 16 of the Exchange Act or the rules or regulations thereunder and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

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General Catalyst Partners IV, L.P.

By: General Catalyst GP IV, LLC,
its General Partner

By: /s/ William J. Fitzgerald
Name: William J. Fitzgerald
Title: Member & CFO