

BRIGHTCOVE INC
Form 4
September 08, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kapoor Chet

(Last) (First) (Middle)

C/O BRIGHTCOVE INC., 290
CONGRESS STREET, 4TH FLOOR

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BRIGHTCOVE INC [BCOV]

3. Date of Earliest Transaction
(Month/Day/Year)
09/06/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | 09/06/2016 | | S | | 104,925 | D | \$ 13.0786 (1) (4) |
| Common Stock | 09/06/2016 | | S | | 45,075 | D | \$ 13.0786 (1) (4) |
| Common Stock | 09/07/2016 | | S | | 52,463 | D | \$ 12.981 (4) |
| Common Stock | 09/07/2016 | | S | | 22,537 | D | \$ 12.981 (4) |

| Common Stock | 09/08/2016 | S | 50,645 | D | \$ 12.859 (5) | 1,029,594 | I | (3) See Footnote (2) |
|--------------|------------|---|--------|---|------------------|-----------|---|-------------------------|
| Common Stock | 09/08/2016 | S | 21,755 | D | \$ 12.859 (5) | 398,006 | I | See Footnote (3) |
| Common Stock | | | | | | 4,487 (6) | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Kapoor Chet C/O BRIGHTCOVE INC. 290 CONGRESS STREET, 4TH FLOOR BOSTON, MA 02210 | X | | | |

Signatures

/s/ Chet Kapoor 09/08/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) This transaction was executed in multiple trades at prices ranging from \$12.86 to \$13.39. The price reported above in Column 4 of Table I reflects the weighted average purchase price. The reporting persons hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer complete information regarding the number of shares and prices at which each of the individual transactions was effected.

(2) The securities are held by Tenzing Global Investors Fund I LP, a Delaware limited partnership ("Fund I"). Tenzing Global Management LLC, a Delaware limited liability company ("Tenzing Global Management"), is an investment advisor and Tenzing Global Investors LLC, a Delaware limited liability company ("Tenzing Global Investors"), serves as the general partner of Fund I. Chet Kapoor is a managing partner of each of Tenzing Global Management and Tenzing Global Investors and the portfolio manager of Fund I, and may be deemed to share voting and investment power over the shares held of record by Fund I. Mr. Kapoor 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 accounts managed by Tenzing Global Management on a discretionary basis (the "Parallel Account"). Chet Kapoor is the portfolio manager of the Parallel Account and may be deemed to share voting and investment power over the shares held of record by the Parallel Account. Mr. Kapoor disclaims beneficial ownership of all shares held by the Parallel Account except to the extent of his pecuniary interest therein.

(4) This transaction was executed in multiple trades at prices ranging from \$12.84 to \$13.08. The price reported above in Column 4 of Table I reflects the weighted average purchase price. The reporting persons hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer complete information regarding the number of shares and prices at which each of the individual transactions was effected.

(5) This transaction was executed in multiple trades at prices ranging from \$12.75 to \$13.05. The price reported above in Column 4 of Table I reflects the weighted average purchase price. The reporting persons hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer complete information regarding the number of shares and prices at which each of the individual transactions was effected.

(6) These shares were acquired pursuant to a restricted stock unit award under the Brightcove Inc. 2012 Stock Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of Brightcove Inc. common stock. The restricted stock units vest in full on May 18, 2017. The Reporting Person will assign to Tenzing Global Investors Fund I LP and other accounts managed on a discretionary basis any shares issuable pursuant to this award or any proceeds from the sale thereof.

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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