

Orfao David J
Form 4
August 17, 2012

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 *
Orfao David J

(Last) (First) (Middle)

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

(Street)

CAMBRIDGE, MA 02138

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 08/15/2012 | | J ⁽¹⁾ | 884,178 D \$ 0 | 3,536,711 | I | See footnote |
| Common Stock | 08/15/2012 | | J ⁽²⁾ | 31,990 D \$ 0 | 127,960 | I | See footnote |
| Common Stock | 08/15/2012 | | J ⁽³⁾ | 205,255 D \$ 0 | 821,018 | I | See footnote |
| Common Stock | 08/15/2012 | | J ⁽⁴⁾ | 5,446 D \$ 0 | 21,781 | I | See footnote |
| Common Stock | 08/15/2012 | | J ⁽⁵⁾ | 9,002 A \$ 0 | 9,002 | I | See footnote |

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Common Stock 08/15/2012 J⁽⁶⁾ 2,080 A \$ 0 2,080 I See footnote

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

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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 Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Orfao David J C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138 | X | X | | |

Signatures

/s/ David J. 08/17/2012
Orfao

__Signature of Date
Reporting Person

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) Effective August 15, 2012, General Catalyst Group III, L.P. ("GCG III"), a venture capital partnership, distributed in-kind, without consideration, a total of 884,178 shares of Common Stock of the Issuer to its general and limited partners. The remaining securities are held by GCG III. General Catalyst GP III, LLC ("GP III LLC") is the general partner of General Catalyst Partners III, L.P. ("GP III LP"), which is the general partner of GCG III. David Orfao is a Managing Director of GP III LLC, and may be deemed to share voting and

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investment power over the shares held of record by GCG III. Each of David Orfao, GP III LLC and GP III LP disclaims beneficial ownership of all shares held by GCG III except to the extent of their pecuniary interest therein.

- (2) Effective August 15, 2012, GC Entrepreneurs Fund III, L.P. ("GCEF III"), a venture capital partnership, distributed in-kind, without consideration, a total of 31,990 shares of Common Stock of the Issuer to its general and limited partners. The remaining securities are held by GCEF III. GP III LLC is the general partner of GP III LP, which is the general partner of GCEF III. David Orfao is a Managing Director of 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, GP III LLC and GP III LP disclaims beneficial ownership of all shares held by GCEF III except to the extent of their pecuniary interest therein.

- (3) Effective August 15, 2012, General Catalyst Group IV, L.P. ("GCG IV"), a venture capital partnership, distributed in-kind, without consideration, a total of 205,255 shares of Common Stock of the Issuer to its general and limited partners. The remaining securities are held by GCG IV. General Catalyst GP IV, LLC ("GP IV LLC") is the general partner of General Catalyst Partners IV, L.P. ("GP IV LP"), which is the general partner of GCG IV. David Orfao is a Managing Director of 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, GP IV LLC and GP IV LP disclaims beneficial ownership of all shares held by GCG IV except to the extent of their pecuniary interest therein.

- (4) Effective August 15, 2012, GC Entrepreneurs Fund IV, L.P. ("GCEF IV"), a venture capital partnership, distributed in-kind, without consideration, a total of 5,446 shares of Common Stock of the Issuer to its general and limited partners. The remaining securities are held by GCEF IV. GP IV LLC is the general partner of GP IV LP, which is the general partner of GCEF IV. David Orfao is a Managing Director of 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, GP IV LLC and GP IV LP disclaims beneficial ownership of all shares held by GCEF IV except to the extent of their pecuniary interest therein.

- (5) Shares acquired through a distribution in-kind from GCG III and GCEF III by GP III LP. GP III LLC is the general partner of GP III LP. David Orfao is a Managing Director of GP III LLC, and may be deemed to share voting and investment power over the shares held of record by GP III LP. Each of David Orfao and GP III LLC disclaims beneficial ownership of all shares held by GP III LP except to the extent of their pecuniary interest therein, if any.

- (6) Shares acquired through a distribution in-kind from GCG IV and GCEF IV by GP IV LP. GP IV LLC is the general partner of GP IV LP. David Orfao is a Managing Director of GP IV LLC, and may be deemed to share voting and investment power over the shares held of record by GP IV LP. Each of David Orfao and GP IV LLC disclaims beneficial ownership of all shares held by GP IV LP except to the extent of their pecuniary interest therein, if any.

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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