

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 III LP</u> (Last) (First) (Middle) <u>C/O GENERAL CATALYST PARTNERS</u> <u>20 UNIVERSITY ROAD, 4TH FLOOR</u> (Street) <u>CAMBRIDGE MA 02138</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BRIGHTCOVE INC [BCOV]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/15/2012</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	08/15/2012		J ⁽¹⁾		884,178	D	\$0	3,536,711	D	
Common Stock	08/15/2012		J ⁽²⁾		31,990	D	\$0	127,960	D	
Common Stock	08/15/2012		J ⁽³⁾		205,255	D	\$0	821,018	D	
Common Stock	08/15/2012		J ⁽⁴⁾		5,446	D	\$0	21,781	D	
Common Stock	08/15/2012		J ⁽⁵⁾		9,002	A	\$0	9,002	D	
Common Stock	08/15/2012		J ⁽⁶⁾		2,080	A	\$0	2,080	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>GENERAL CATALYST GROUP III LP</u> (Last) (First) (Middle) <u>C/O GENERAL CATALYST PARTNERS</u> <u>20 UNIVERSITY ROAD, 4TH FLOOR</u> (Street) <u>CAMBRIDGE MA 02138</u> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

GC ENTREPRENEURS FUND III LP

(Last) (First) (Middle)

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

(Street)

CAMBRIDGE MA 01238

(City) (State) (Zip)

1. Name and Address of Reporting Person*

General Catalyst GP III, LLC

(Last) (First) (Middle)

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

(Street)

CAMBRIDGE MA 01238

(City) (State) (Zip)

1. Name and Address of Reporting Person*

General Catalyst Partners III, L.P.

(Last) (First) (Middle)

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

(Street)

CAMBRIDGE MA 01238

(City) (State) (Zip)

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 01238

(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 01238

(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	01238
(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	01238
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Fialkow David P		
(Last)	(First)	(Middle)
C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR		
(Street)		
CAMBRIDGE	MA	01238
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Cutler Joel E		
(Last)	(First)	(Middle)
C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR		
(Street)		
CAMBRIDGE	MA	01238
(City) (State) (Zip)		

Explanation of Responses:

- 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. Each of Joel Cutler and David Fialkow is a Managing Director of GP III LLC. Each of GP III LLC, GP III LP, Joel Cutler and David Fialkow may be deemed to share voting and investment power over the shares held of record by GCG III. Each of GP III LLC, GP III LP, Joel Cutler and David Fialkow disclaims beneficial ownership of all shares held by GCG III except to the extent of their pecuniary interest therein.
- 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. Each of Joel Cutler and David Fialkow is a Managing Director of GP III LLC. Each of GP III LLC, GP III LP, Joel Cutler and David Fialkow may be deemed to share voting and investment power over the shares held of record by GCEF III. Each of GP III LLC, GP III LP, Joel Cutler and David Fialkow disclaims beneficial ownership of all shares held by GCEF III except to the extent of their pecuniary interest therein.
- 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. Each of Joel Cutler and David Fialkow is a Managing Director of GP IV LLC. Each of GP IV LLC, GP IV LP, Joel Cutler and David Fialkow may be deemed to share voting and investment power over the shares held of record by GCG IV. Each of GP IV LLC, GP IV LP, Joel Cutler and David Fialkow disclaims beneficial ownership of all shares held by GCG IV except to the extent of their pecuniary interest therein.
- 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. Each of Joel Cutler and David Fialkow is a Managing Director of GP IV LLC. Each of GP IV LLC, GP IV LP, Joel Cutler and David Fialkow may be deemed to share voting and investment power over the shares held of record by GCEF IV. Each of GP IV LLC, GP IV LP, Joel Cutler and David Fialkow 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. Each of Joel Cutler and David Fialkow is a Managing Director of GP III LLC. Each of GP III LLC, Joel Cutler and David Fialkow may be deemed to share voting and investment power over the shares held of record by GP III LP. Each of GP III LLC, Joel Cutler and David Fialkow disclaims beneficial ownership of all shares held by GP III LP except to the extent of its 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. Each of Joel Cutler and David Fialkow is a Managing Director of GP IV LLC. Each of GP IV LLC, Joel Cutler and David Fialkow may be deemed to share voting and investment power over the shares held of record by GP IV LP. Each of GP IV LLC, Joel Cutler and David Fialkow disclaims beneficial ownership of all shares held by GP IV LP except to the extent of its pecuniary interest therein, if any.

/s/ William J. Fitzgerald,
Member and Chief Financial
Officer, General Catalyst GP
III, LLC, the General Partner
for General Catalyst Partners 08/17/2012
III, L.P., the General Partner for
General Catalyst Group III,
L.P. and GC Entrepreneurs
Fund III, L.P.

/s/ William J. Fitzgerald,
Member and Chief Financial
Officer, General Catalyst GP
III, LLC, the General Partner 08/17/2012
for General Catalyst Partners
III, L.P.

/s/ William J. Fitzgerald,
Member and Chief Financial
Officer, General Catalyst GP 08/17/2012
III, LLC

/s/ William J. Fitzgerald,
Member and Chief Financial
Officer, General Catalyst GP
IV, LLC, the General Partner
for General Catalyst Partners 08/17/2012
IV, L.P., the General Partner
for General Catalyst Group IV,
L.P. and GC Entrepreneurs
Fund IV, L.P.

/s/ William J. Fitzgerald,
Member and Chief Financial
Officer, General Catalyst GP 08/17/2012
IV, LLC, the General Partner
for General Catalyst Partners
IV, L.P.

/s/ William J. Fitzgerald,
Member and Chief Financial
Officer, General Catalyst GP 08/17/2012
IV, LLC

/s/ David P. Fialkow 08/17/2012

/s/ Joel E. Cutler 08/17/2012

** 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 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).

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.