

GENERAL CATALYST GROUP III LP
 Form 4
 September 11, 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 *
 GENERAL CATALYST GROUP III LP

(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)
 09/11/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X 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 | 09/11/2012 | | J ⁽¹⁾ | | 884,178 | D | \$ 0 2,652,533 |
| Common Stock | 09/11/2012 | | J ⁽²⁾ | | 31,990 | D | \$ 0 95,970 |
| Common Stock | 09/11/2012 | | J ⁽³⁾ | | 205,255 | D | \$ 0 615,763 |
| Common Stock | 09/11/2012 | | J ⁽⁴⁾ | | 5,446 | D | \$ 0 16,335 |
| Common Stock | 09/11/2012 | | J ⁽⁵⁾ | | 9,002 | A | \$ 0 18,004 |

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Common Stock 09/11/2012 J(6) 2,080 A \$ 0 4,160 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 Beneficially Owned Following Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GENERAL CATALYST GROUP III LP C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138 | | X | | |
| GC ENTREPRENEURS FUND III LP C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 01238 | | X | | |
| General Catalyst GP III, LLC C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 01238 | | X | | |
| General Catalyst Partners III, L.P. C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 01238 | | X | | |

GENERAL CATALYST GROUP IV LP
 C/O GENERAL CATALYST PARTNERS X
 20 UNIVERSITY ROAD, 4TH FLOOR
 CAMBRIDGE, MA 01238

GC ENTREPRENEURS FUND IV L P
 C/O GENERAL CATALYST PARTNERS X
 20 UNIVERSITY ROAD, 4TH FLOOR
 CAMBRIDGE, MA 01238

General Catalyst GP IV, LLC
 C/O GENERAL CATALYST PARTNERS X
 20 UNIVERSITY ROAD, 4TH FLOOR
 CAMBRIDGE, MA 01238

General Catalyst Partners IV, L.P.
 C/O GENERAL CATALYST PARTNERS X
 20 UNIVERSITY ROAD, 4TH FLOOR
 CAMBRIDGE, MA 01238

Fialkow David P
 C/O GENERAL CATALYST PARTNERS X
 20 UNIVERSITY ROAD, 4TH FLOOR
 CAMBRIDGE, MA 01238

Cutler Joel E
 C/O GENERAL CATALYST PARTNERS X
 20 UNIVERSITY ROAD, 4TH FLOOR
 CAMBRIDGE, MA 01238

Signatures

/s/ William J. Fitzgerald, Member and Chief Financial Officer, General Catalyst GP III, LLC,
 the General Partner for General Catalyst Partners III, L.P., the General Partner for General
 Catalyst Group III, L.P. and GC Entrepreneurs Fund III, L.P. 09/11/2012

__Signature of Reporting Person Date

/s/ William J. Fitzgerald, Member and Chief Financial Officer, General Catalyst GP III, LLC,
 the General Partner for General Catalyst Partners III, L.P. 09/11/2012

__Signature of Reporting Person Date

/s/ William J. Fitzgerald, Member and Chief Financial Officer, General Catalyst GP III, LLC 09/11/2012

__Signature of Reporting Person Date

/s/ William J. Fitzgerald, Member and Chief Financial Officer, General Catalyst GP IV, LLC,
 the General Partner for General Catalyst Partners IV, L.P., the General Partner for General
 Catalyst Group IV, L.P. and GC Entrepreneurs Fund IV, L.P. 09/11/2012

__Signature of Reporting Person Date

/s/ William J. Fitzgerald, Member and Chief Financial Officer, General Catalyst GP IV, LLC,
 the General Partner for General Catalyst Partners IV, L.P. 09/11/2012

__Signature of Reporting Person Date

/s/ William J. Fitzgerald, Member and Chief Financial Officer, General Catalyst GP IV, LLC 09/11/2012

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__Signature of Reporting Person

Date

/s/ David P. Fialkow

09/11/2012

__Signature of Reporting Person

Date

/s/ Joel E. Cutler

09/11/2012

__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).

Effective September 11, 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"),

- (1) 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 September 11, 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.

- (2)
- Effective September 11, 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"),
- (3) 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 September 11, 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.

- (4)
- 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.

- (5)
- 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.

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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