

BRIGHTCOVE INC
Form 8-K
May 16, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): May 16, 2018

BRIGHTCOVE INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of

incorporation)

001-35429
(Commission

File Number)

20-1579162
(I.R.S. Employer

Identification No.)

290 Congress Street,

Boston, MA

(Address of principal executive offices)

02210

(Zip Code)

(888) 882-1880

Registrant's telephone number, including area code

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 16, 2018, Brightcove Inc. (the Company) held its annual meeting of stockholders (the Annual Meeting) to consider and vote on the four proposals set forth below, each of which is described in greater detail in the Company's definitive proxy statement filed with the U.S. Securities and Exchange Commission on April 19, 2018. The final voting results are set forth below.

Proposal 1 Election of Directors

The stockholders elected each of the two persons named below to serve as a Class III director of the Company for a three-year term that expires at the Company's annual meeting of stockholders in 2021 and until his or her successor has been duly elected and qualified, subject to his or her earlier resignation or removal. The results of such vote were as follows:

| Director Name | Votes For | Votes Withheld | Broker Non-Votes | Percentage of Votes in Favor |
|----------------------|------------------|-----------------------|-------------------------|-------------------------------------|
| Gary Haroian | 23,664,288 | 312,485 | 7,968,061 | 74.1% |
| Diane Hessian | 23,550,604 | 426,169 | 7,968,061 | 73.7% |

Proposal 2 Ratification of Appointment of Independent Registered Public Accounting Firm

The stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018. The results of such vote were as follows:

| Votes For | Votes Against | Abstentions | Percentage of Votes in Favor |
|------------------|----------------------|--------------------|-------------------------------------|
| 31,656,369 | 276,641 | 11,824 | 99.1% |

Proposal 3 Approval on a Non-Binding, Advisory Basis the Compensation of the Company's Named Executive Officers

The stockholders approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers. The results of such vote were as follows:

| Votes For | Votes Against | Abstentions | Percentage of Votes in Favor |
|------------------|----------------------|--------------------|-------------------------------------|
| 20,853,059 | 2,415,984 | 707,730 | 89.6% |

Proposal 4 Approval on a Non-Binding, Advisory Basis the Submission by the Company of a Non-Binding, Advisory Resolution on the Compensation of the Company's named executive officers pursuant to Section 14A of the Exchange Act every one year

The stockholders approved, on a non-binding, advisory basis, the submission by the Company of a non-binding, advisory resolution on the compensation of the Company's named executive officers pursuant to Section 14A of the

Exchange Act every one year. The results of such vote were as follows:

| Votes For One Year | Votes For Two Years | Votes For Three Years | Abstentions | Percentage of Votes For One Year |
|-------------------------------|--------------------------------|----------------------------------|--------------------|---|
| 21,644,042 | 65,014 | 15,580 | 2,252,137 | 99.6% |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 16, 2018

Brightcove Inc.

By: /s/ Robert Noreck
Robert Noreck
Chief Financial Officer