

GENERAL CATALYST GROUP III LP
 Form 4
 November 02, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 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)
 11/02/2012

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			
Common Stock	11/02/2012		J ⁽¹⁾			2,652,533	D	\$ 0 0	D
Common Stock	11/02/2012		J ⁽²⁾			95,970	D	\$ 0 0	D
Common Stock	11/02/2012		J ⁽³⁾			615,763	D	\$ 0 0	D
Common Stock	11/02/2012		J ⁽⁴⁾			16,335	D	\$ 0 0	D
Common Stock	11/02/2012		J ⁽⁵⁾			27,005	A	\$ 0 45,009	D

Edgar Filing: GENERAL CATALYST GROUP III LP - Form 4

Common Stock 11/02/2012 J⁽⁶⁾ 63,835 A \$ 0 67,995 D

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

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 control number. SEC 1474 (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 (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
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 Partners IV, L.P. C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 01238	X
GC ENTREPRENEURS FUND IV L P C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 01238	X
General Catalyst GP IV, LLC C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 01238	X
GENERAL CATALYST GROUP IV LP C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 01238	X
Cutler Joel E C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 01238	X
Fialkow David P C/O GENERAL CATALYST PARTNERS 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 01238	X

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.	11/02/2012
__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.	11/02/2012
__Signature of Reporting Person	Date
/s/ William J. Fitzgerald, Member and Chief Financial Officer, General Catalyst GP III, LLC	11/02/2012
__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.	11/02/2012
__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.	11/02/2012
__Signature of Reporting Person	Date
/s/ William J. Fitzgerald, Member and Chief Financial Officer, General Catalyst GP IV, LLC	11/02/2012

