

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>BREYER JAMES</u> (Last) (First) (Middle) <u>C/O ACCEL PARTNERS</u> <u>428 UNIVERSITY AVENUE</u> (Street) <u>PALO ALTO CA 94301</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/16/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>BRIGHTCOVE INC [BCOV]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	278,958	I	See footnote ⁽¹⁾
Common Stock	26,011	I	See footnote ⁽²⁾
Common Stock	29,721	I	See footnote ⁽³⁾
Common Stock	29,103	I	See footnote ⁽⁴⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(6)	(6)	Common Stock	1,474,653	(6)	I	See footnote ⁽¹⁾
Series B Preferred Stock	(7)	(7)	Common Stock	1,300,011	(7)	I	See footnote ⁽¹⁾
Series C Preferred Stock	(8)	(8)	Common Stock	933,706	(8)	I	See footnote ⁽¹⁾
Series D Preferred Stock	(9)	(9)	Common Stock	333,127	(9)	I	See footnote ⁽¹⁾
Series A Preferred Stock	(6)	(6)	Common Stock	137,469	(6)	I	See footnote ⁽²⁾
Series B Preferred Stock	(7)	(7)	Common Stock	121,216	(7)	I	See footnote ⁽²⁾
Series C Preferred Stock	(8)	(8)	Common Stock	87,063	(8)	I	See footnote ⁽²⁾
Series D Preferred Stock	(9)	(9)	Common Stock	31,061	(9)	I	See footnote ⁽²⁾
Series A Preferred Stock	(6)	(6)	Common Stock	157,107	(6)	I	See footnote ⁽³⁾
Series B Preferred Stock	(7)	(7)	Common Stock	138,511	(7)	I	See footnote ⁽³⁾
Series C Preferred Stock	(8)	(8)	Common Stock	99,483	(8)	I	See footnote ⁽³⁾
Series D Preferred Stock	(9)	(9)	Common Stock	35,493	(9)	I	See footnote ⁽³⁾
Series B Preferred Stock	(7)	(7)	Common Stock	64,653	(7)	I	See footnote ⁽⁴⁾
Series C Preferred Stock	(8)	(8)	Common Stock	8,050	(8)	I	See footnote ⁽⁴⁾
Series D Preferred Stock	(9)	(9)	Common Stock	34,755	(9)	I	See footnote ⁽⁴⁾
Series A Preferred Stock	(6)	(6)	Common Stock	153,846	(6)	I	See footnote ⁽⁵⁾
Series B Preferred Stock	(7)	(7)	Common Stock	70,977	(7)	I	See footnote ⁽⁵⁾

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Andrew Feinberg, Christopher Menard, and Christopher Keenan, and each of them individually, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) Complete and execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or ten percent (10%) shareholder of Brightcove Inc., a Delaware corporation (the "Company") any and all instruments, certificates and documents required to be executed on behalf of the undersigned as an individual or on behalf of the undersigned's company or partnership, as the case may be, pursuant to Section 13 and Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or the rules and regulations thereunder;

(2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such instruments, certificates or documents required to be filed pursuant to Sections 13 and 16 of the Exchange Act or the rules or regulations thereunder and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act which is necessary, proper or desirable to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that any such attorney-in-fact, or any such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Exchange Act or the rules or regulations thereunder. The undersigned hereby agrees to indemnify each attorney-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to such attorney-in fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any instruments, certificates and documents pursuant to Section 13 and 16 of the Exchange Act or the rules or regulations thereunder with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of February 14, 2012.

/s/ James Breyer
James Breyer