

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**BRIGHTCOVE INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**20-1579162**  
(I.R.S. Employer  
Identification No.)

**290 Congress Street**  
**Boston, MA 02210**  
(Address of Principal Executive Offices)

**Brightcove Inc. 2012 Stock Incentive Plan**  
(Full Title of the Plan)

**Jeff Ray**  
**Chief Executive Officer**  
**Brightcove Inc.**  
**290 Congress Street**  
**Boston, MA 02210**  
(Name and Address of Agent For Service)

**(888) 882-1880**  
(Telephone Number, Including Area Code, of Agent For Service)

*Copy to:*

**William J. Schnoor, Esq.**  
**Joseph C. Theis, Jr., Esq.**  
**Jared J. Fine, Esq.**  
**Goodwin Procter LLP**  
**100 Northern Avenue**  
**Boston, Massachusetts 02210**  
**(617) 570-1000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee <sup>(3)</sup>
Common Stock, \$0.001 par value per share	1,600,651 Shares	\$19.87	\$31,804,935.37	\$3,469.92

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also cover any additional shares of common stock which become issuable under the registrant’s 2012 Stock Incentive Plan (the “2012 Plan”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the registrant’s outstanding shares of common stock.
  - (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act on the basis of the average of the high and low sale prices of the registrant’s common stock, as quoted on the Nasdaq Global Market, on February 17, 2021.
  - (3) Calculated pursuant to Section 6(b) of the Securities Act.
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## EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed for the purposes of registering 1,600,651 additional shares of common stock, par value \$0.001 per share ("Common Stock") of Brightcove Inc. (the "Registrant") that may be issued pursuant to the Brightcove Inc. 2012 Stock Incentive Plan (the "2012 Plan"). The number of shares of Common Stock reserved and available for issuance under the 2012 Plan is subject to an automatic annual increase on each January 1, by an amount equal to 4% of the number of shares of the Registrant's Common Stock outstanding on the immediately preceding December 31, unless the Registrant's overhang exceeds 30% on such December 31. Accordingly, on January 1, 2021, the number of shares of Common Stock reserved and available for issuance under the 2012 Plan increased by 1,600,651. This Registration Statement hereby registers these additional 1,600,651 shares of Common Stock. The additional shares are of the same class as other securities relating to the 2012 Plan for which the Registrant's registration statement filed on Form S-8 on March 7, 2012 (SEC File No. 333-179966) is effective. The information contained in the Registrant's registration statement on Form S-8 (SEC File No. 333-179966) is hereby incorporated by reference pursuant to General Instruction E.

**Part I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information.\***

**Item 2. Registrant Information and Employee Plan Annual Information.\***

\* The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission.

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
5.1*	<a href="#">Opinion of Goodwin Procter LLP.</a>
23.1*	<a href="#">Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm.</a>
23.2	<a href="#">Consent of Goodwin Procter LLP (included in Exhibit 5.1).</a>
24.1	<a href="#">Power of attorney (included on signature page).</a>

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Commonwealth of Massachusetts, on the 24th day of February, 2021.

**BRIGHTCOVE INC.**

By: /s/ Jeff Ray

Jeff Ray

Chief Executive Officer

## POWER OF ATTORNEY

We, the undersigned officers and directors of Brightcove Inc., hereby severally constitute and appoint Robert Noreck and David Plotkin, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, place and stead, and in any and all capacities, to sign for us and in our names in the capacities indicated below any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated below on the 24th day of February, 2021.

<u>Signature</u>	<u>Title</u>
<u>/s/ Jeff Ray</u> Jeff Ray	Chief Executive Officer ( <i>Principal Executive Officer</i> ) and Director
<u>/s/ Robert Noreck</u> Robert Noreck	Chief Financial Officer ( <i>Principal Financial Officer and Principal Accounting Officer</i> )
<u>/s/ Deborah Besemer</u> Deborah Besemer	Chairperson of the Board of Directors
<u>/s/ Kristin Frank</u> Kristin Frank	Director
<u>/s/ Gary Haroian</u> Gary Haroian	Director
<u>/s/ Diane Hessian</u> Diane Hessian	Director
<u>/s/ Scott Kurnit</u> Scott Kurnit	Director
<u>/s/ Tsedal Neeley</u> Tsedal Neeley	Director
<u>/s/ Ritcha Ranjan</u> Ritcha Ranjan	Director
<u>/s/ Thomas E. Wheeler</u> Thomas E. Wheeler	Director



Goodwin Procter LLP  
100 Northern Avenue  
Boston, MA 02210

goodwinlaw.com  
+1 617 570 1000

February 24, 2021

Brightcove Inc.  
290 Congress Street  
Boston, MA 02210

**Re: Securities Being Registered under Registration Statement on Form S-8**

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 1,600,651 shares (the "Shares") of Common Stock, \$0.001 par value per share ("Common Stock"), of Brightcove Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2012 Stock Option and Incentive Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Brightcove Inc. 2012 Stock Incentive Plan of our reports dated February 24, 2021, with respect to the consolidated financial statements of Brightcove Inc. and the effectiveness of internal control over financial reporting of Brightcove Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts  
February 24, 2021