

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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* <b>BREYER JAMES</b>  (Last) (First) (Middle) <b>C/O ACCEL PARTNERS</b> <b>428 UNIVERSITY AVENUE</b>  (Street) <b>PALO ALTO CA 94301</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>BRIGHTCOVE INC [ BCOV ]</b>	5. 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)
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/23/2012</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/23/2012		C		1,474,653	A	(1)	1,753,611	I	See footnote <sup>(5)</sup>
Common Stock	02/23/2012		C		1,300,011	A	(2)	3,053,622	I	See footnote <sup>(5)</sup>
Common Stock	02/23/2012		C		933,706	A	(3)	3,987,328	I	See footnote <sup>(5)</sup>
Common Stock	02/23/2012		C		333,127	A	(4)	4,320,455	I	See footnote <sup>(5)</sup>
Common Stock	02/23/2012		C		137,469	A	(1)	163,480	I	See footnote <sup>(6)</sup>
Common Stock	02/23/2012		C		121,216	A	(2)	284,696	I	See footnote <sup>(6)</sup>
Common Stock	02/23/2012		C		87,063	A	(3)	371,759	I	See footnote <sup>(6)</sup>
Common Stock	02/23/2012		C		31,061	A	(4)	402,820	I	See footnote <sup>(6)</sup>
Common Stock	02/23/2012		C		157,107	A	(1)	186,828	I	See footnote <sup>(7)</sup>
Common Stock	02/23/2012		C		138,511	A	(2)	325,339	I	See footnote <sup>(7)</sup>
Common Stock	02/23/2012		C		99,483	A	(3)	424,822	I	See footnote <sup>(7)</sup>
Common Stock	02/23/2012		C		35,493	A	(4)	460,315	I	See footnote <sup>(7)</sup>
Common Stock	02/23/2012		C		64,653	A	(2)	93,756	I	See footnote <sup>(8)</sup>
Common Stock	02/23/2012		C		8,050	A	(3)	101,806	I	See footnote <sup>(8)</sup>
Common Stock	02/23/2012		C		34,755	A	(4)	136,561	I	See footnote <sup>(8)</sup>
Common Stock	02/23/2012		C		153,846	A	(1)	153,846	I	See footnote <sup>(9)</sup>

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/23/2012		C		70,977	A	(2)	224,823	I	See footnote <sup>(9)</sup>
Common Stock	02/23/2012		C		89,362	A	(3)	314,185	I	See footnote <sup>(9)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A Preferred Stock	(1)	02/23/2012		C		1,917,050		(1)	(1)	Common Stock	1,474,653	(1)	0	I	See footnote <sup>(5)</sup>
Series B Preferred Stock	(2)	02/23/2012		C		1,690,015		(2)	(2)	Common Stock	1,300,011	(2)	0	I	See footnote <sup>(5)</sup>
Series C Preferred Stock	(3)	02/23/2012		C		1,213,818		(3)	(3)	Common Stock	933,706	(3)	0	I	See footnote <sup>(5)</sup>
Series D Preferred Stock	(4)	02/23/2012		C		767,528		(4)	(4)	Common Stock	333,127	(4)	0	I	See footnote <sup>(5)</sup>
Series A Preferred Stock	(1)	02/23/2012		C		178,710		(1)	(1)	Common Stock	137,469	(1)	0	I	See footnote <sup>(6)</sup>
Series B Preferred Stock	(2)	02/23/2012		C		157,582		(2)	(2)	Common Stock	121,216	(2)	0	I	See footnote <sup>(6)</sup>
Series C Preferred Stock	(3)	02/23/2012		C		113,182		(3)	(3)	Common Stock	87,063	(3)	0	I	See footnote <sup>(6)</sup>
Series D Preferred Stock	(4)	02/23/2012		C		71,567		(4)	(4)	Common Stock	31,061	(4)	0	I	See footnote <sup>(6)</sup>
Series A Preferred Stock	(1)	02/23/2012		C		204,240		(1)	(1)	Common Stock	157,107	(1)	0	I	See footnote <sup>(7)</sup>
Series B Preferred Stock	(2)	02/23/2012		C		180,065		(2)	(2)	Common Stock	138,511	(2)	0	I	See footnote <sup>(7)</sup>
Series C Preferred Stock	(3)	02/23/2012		C		129,328		(3)	(3)	Common Stock	99,483	(3)	0	I	See footnote <sup>(7)</sup>
Series D Preferred Stock	(4)	02/23/2012		C		81,788		(4)	(4)	Common Stock	35,493	(4)	0	I	See footnote <sup>(7)</sup>
Series B Preferred Stock	(2)	02/23/2012		C		84,049		(2)	(2)	Common Stock	64,653	(2)	0	I	See footnote <sup>(8)</sup>
Series C Preferred Stock	(3)	02/23/2012		C		10,466		(3)	(3)	Common Stock	8,050	(3)	0	I	See footnote <sup>(8)</sup>
Series D Preferred Stock	(4)	02/23/2012		C		80,076		(4)	(4)	Common Stock	34,755	(4)	0	I	See footnote <sup>(8)</sup>
Series A Preferred Stock	(1)	02/23/2012		C		200,000		(1)	(1)	Common Stock	153,846	(1)	0	I	See footnote <sup>(9)</sup>
Series B Preferred Stock	(2)	02/23/2012		C		92,271		(2)	(2)	Common Stock	70,977	(2)	0	I	See footnote <sup>(9)</sup>
Series C Preferred Stock	(3)	02/23/2012		C		116,171		(3)	(3)	Common Stock	89,362	(3)	0	I	See footnote <sup>(9)</sup>

**Explanation of Responses:**

1. The Series A Preferred Stock has no expiration date and converted into Common Stock upon the closing of Issuer's initial public offering. Accel IX L.P. ("A9") is the holder of record of 1,917,050 shares of Series A Preferred Stock, which are convertible into 1,474,653 shares of Common Stock. Accel Investors 2005 L.L.C. ("AI2005") is the holder of record of 178,710 shares of Series A Preferred Stock, which are convertible into 137,469 shares of Common Stock. Accel IX Strategic Partners L.P. ("A9SP") is the holder of record of 204,240 shares of Series A Preferred Stock, which are convertible into 157,107 shares of Common Stock. James W. Breyer, Trustee of The James W. Breyer 2005 Trust, dated March 25, 2005 (the "Trust") is the holder of record of 200,000 shares of Series A Preferred Stock, which are convertible into 153,846 shares of Common Stock.

2. The Series B Preferred Stock has no expiration date and converted into Common Stock upon the closing of Issuer's initial public offering. A9 is the holder of record of 1,690,015 shares of Series B Preferred Stock, which are convertible into 1,300,011 shares of Common Stock. AI2005 is the holder of record of 157,582 shares of Series B Preferred Stock, which are convertible into 121,216 shares of Common Stock. A9SP is the holder of record of 180,065 shares of Series B Preferred Stock, which are convertible into 138,511 shares of Common Stock. Breyer Capital L.L.C. is the holder of record of 84,049 shares of Series B Preferred Stock, which are convertible into 64,653 shares of Common Stock. The Trust is the holder of record of 92,271 shares of Series B Preferred Stock, which are convertible into 70,977 shares of Common Stock.

3. The Series C Preferred Stock has no expiration date and converted into Common Stock upon the closing of Issuer's initial public offering. A9 is the holder of record of 1,213,818 shares of Series C Preferred Stock, which are convertible into 933,706 shares of Common Stock. AI2005 is the holder of record of 113,182 shares of Series C Preferred Stock, which are convertible into 87,063 shares of Common Stock. A9SP is the holder of record of 129,328 shares of Series C Preferred Stock, which are convertible into 99,483 shares of Common Stock. Breyer Capital L.L.C. is the holder of record of 10,466 shares of Series C Preferred Stock, which are convertible into 8,050 shares of Common Stock. The Trust is the holder of record of 116,171 shares of Series C Preferred Stock, which are convertible into 89,362 shares of Common Stock.
4. The Series D Preferred Stock has no expiration date and converted into Common Stock upon the closing of Issuer's initial public offering. A9 is the holder of record of 767,528 shares of Series D Preferred Stock, which are convertible into 333,127 shares of Common Stock. AI2005 is the holder of record of 71,567 shares of Series D Preferred Stock, which are convertible into 31,061 shares of Common Stock. A9SP is the holder of record of 81,778 shares of Series D Preferred Stock, which are convertible into 35,493 shares of Common Stock. Breyer Capital L.L.C. is the holder of record of 80,076 shares of Series D Preferred Stock, which are convertible into 34,755 shares of Common Stock.
5. The securities are held by A9. James Breyer, a director of the Issuer, is deemed to indirectly own or control the shares held of record by A9. Accel IX Associates L.L.C. ("A9A") is the general partner of A9 and has sole voting and investment power over the shares held by A9. Each of Kevin Efrusy, Ping Li, Arthur Patterson, Theresia Gouw Ranzetta and James Breyer is a managing member of A9A and may be deemed to share voting and investment power over the shares held of record by A9. Each of Kevin Efrusy, Ping Li, Arthur Patterson, Theresia Gouw Ranzetta and James Breyer disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his or her pecuniary interest therein.
6. The securities are held by AI2005. James Breyer, a director of the Issuer, is deemed to indirectly own or control the shares held of record by AI2005. Each of Kevin Efrusy, Ping Li, Arthur Patterson, Theresia Gouw Ranzetta and James Breyer is a managing member of AI2005 and may be deemed to share voting and investment power over the shares held of record by AI2005. Each of Kevin Efrusy, Ping Li, Arthur Patterson, Theresia Gouw Ranzetta and James Breyer disclaims beneficial ownership of all shares held by AI2005 except to the extent of his or her pecuniary interest therein.
7. The securities are held by A9SP. James Breyer, a director of the Issuer, is deemed to indirectly own or control the shares held of record by A9SP. A9A is the general partner of A9SP and has sole voting and investment power over the shares held by A9SP. Each of Kevin Efrusy, Ping Li, Arthur Patterson, Theresia Gouw Ranzetta and James Breyer is a managing member of A9A and may be deemed to share voting and investment power over the shares held of record by A9SP. Each of Kevin Efrusy, Ping Li, Arthur Patterson, Theresia Gouw Ranzetta and James Breyer disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his or her pecuniary interest therein.
8. The securities are held by Breyer Capital L.L.C. James Breyer, a director of the Issuer, is a managing member of Breyer Capital L.L.C.
9. The securities are held by The Trust. James Breyer, a director of the Issuer, is a trustee of the Trust.

/s/ James Breyer

02/14/2012

\*\* Signature of Reporting Person      Date

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

\* 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).

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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