
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)

Andrew W. Feinberg
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, 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.

(Check one):

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

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(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(3)
Common Stock, \$0.001 par value per share	1,391,474 Shares	\$7.11	\$9,886,422.77	\$1,231

- (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 Rule 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 22, 2018.
- (3) Calculated pursuant to Section 6(b) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed for the purposes of registering 1,391,474 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, 2018, the number of shares of Common Stock reserved and available for issuance under the 2012 Plan increased by 1,391,474. This Registration Statement hereby registers these additional 1,391,474 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.

See the Exhibit Index on the following page for a list of exhibits filed as part of this registration statement, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

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

* 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 28th day of February, 2018.

BRIGHTCOVE INC.

By: /s/ Andrew W. Feinberg
Andrew W. Feinberg
Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Brightcove Inc., hereby severally constitute and appoint Kevin Rhodes 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 28th day of February, 2018.

<u>Signature</u>	<u>Title</u>
<u>/s/ Andrew W. Feinberg</u> Andrew W. Feinberg	Chief Executive Officer (Principal Executive Officer)
<u>/s/ Kevin Rhodes</u> Kevin Rhodes	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Christopher Stagno</u> Christopher Stagno	Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Gary Haroian</u> Gary Haroian	Chairman of the Board of Directors
<u>/s/ Deborah Besemer</u> Deborah Besemer	Director
<u>/s/ Derek Harrar</u> Derek Harrar	Director
<u>/s/ Diane Hessian</u> Diane Hessian	Director
<u>/s/ Scott Kurnit</u> Scott Kurnit	Director
<u>/s/ David Orfao</u> David Orfao	Director

February 28, 2018

Brightcove Inc.
290 Congress Street
Boston, MA 02210

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

Ladies and Gentlemen:

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 1,391,474 shares (the "Shares") of common stock, \$0.001 par value per share (the "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 a sufficient number of authorized but unissued shares of the Company's Common Stock will be available for issuance when the Shares are issued.

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 28, 2018, 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, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
February 28, 2018