

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Godin Edward</u>  (Last) (First) (Middle) <u>C/O BRIGHTCOVE INC.</u> <u>ONE CAMBRIDGE CENTER</u>  (Street) <u>CAMBRIDGE MA</u> <u>02142</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief People Officer</u>	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 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)
---------------------------------	---	--	---

**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			
Stock Option (right to buy)	(1)	11/12/2017	Common Stock	96,153	0.81	D	
Stock Option (right to buy)	(2)	07/31/2018	Common Stock	28,846	0.96	D	
Stock Option (right to buy)	(3)	05/08/2019	Common Stock	38,461	1.25	D	
Stock Option (right to buy)	(4)	05/12/2021	Common Stock	38,460	8.19	D	
Stock Option (right to buy)	(5)	05/12/2021	Common Stock	38,460	8.19	D	

**Explanation of Responses:**

- This stock option was granted on November 12, 2007 and vested over four years, with 25% vesting on May 14, 2008 and the remainder vesting in 36 equal monthly installments thereafter.
- This stock option was granted on July 31, 2008 and vests over four years, with 25% vesting on July 31, 2009 and the remainder vesting in 36 equal monthly installments thereafter.
- This stock option was granted on May 8, 2009 and vests over four years, with 25% vesting on May 8, 2010 and the remainder vesting in 36 equal monthly installments thereafter.
- This stock option was granted on May 12, 2011 and vests over four years, with 25% vesting on April 1, 2012 and the remainder vesting in 36 equal monthly installments thereafter.
- This stock option was granted on May 12, 2011 and vests over four years, with 25% vesting on May 12, 2012 and the remainder vesting in 36 equal monthly installments thereafter.

/s/ Edward Godin 02/15/2012

\*\* 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 5 (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.

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 Number.