
**UNITED STATES
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.)

**281 Summer Street
Boston, MA 02210**
(Address of Principal Executive Offices)

Brightcove Inc. 2021 Stock Incentive Plan
(Full Title of the Plan)

**Marc DeBevoise
Chief Executive Officer
Brightcove Inc.
281 Summer 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.
Jared J. Fine, Esq.
Aaron Berman, 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, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer
Non-accelerated filer

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.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement on Form S-8 is being filed to register an additional 7,000,000 shares of common stock, \$0.001 par value per share (the “Common Stock”), of Brightcove Inc. (the “Registrant”), to be issued under the Registrant’s 2021 Stock Incentive Plan (the “2021 Plan”). On May 10, 2023, pursuant to an amendment to the 2021 Plan, the number of shares of Common Stock reserved and available for issuance under the 2021 Plan increased by 7,000,000 shares. This Registration Statement registers these additional 7,000,000 shares of Common Stock.

The additional shares described above are of the same class as other securities relating to the 2021 Plan for which the Registrant’s registration statement filed on Form S-8, File No. [333-256204](#) (filed with the Securities and Exchange Commission (the “SEC”) on May 17, 2021) is effective. Pursuant to General Instruction E to Form S-8, the contents of the Registrant’s prior registration statement on Form S-8, File No. [333-256204](#) (filed with the SEC on May 17, 2021), relating to the 2021 Plan, are incorporated herein by reference, except to the extent supplemented or amended or superseded by the information set forth herein.

Part II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8

Exhibit No.	Description
4.1	<u>Specimen common stock certificate (incorporated by reference to Exhibit 4.1 to Amendment No. 5 to the Registrant's Registration Statement on Form S-1 filed with the SEC on February 6, 2012 (File No. 333-176444)).</u>
4.2	<u>Eleventh Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to Amendment No. 5 to the Registrant's Registration Statement on Form S-1 filed with the SEC on February 6, 2012 (File No. 333-176444)).</u>
4.3	<u>Amended and Restated Bylaws (incorporated by reference to Exhibit 3.3 to Amendment No. 5 to the Registrant's Registration Statement on Form S-1 filed with the SEC on February 6, 2012 (File No. 333-176444)).</u>
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>
99.1	<u>Brightcove Inc. 2021 Stock Incentive Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 filed with the SEC on May 17, 2021 (File No. 333-256204)).</u>
99.2	<u>Form of Incentive Stock Option Agreement under the Brightcove Inc. 2021 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on July 28, 2021).</u>
99.3	<u>Form of Non-Qualified Stock Option Agreement for Brightcove Employees under the Brightcove Inc. 2021 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on July 28, 2021).</u>
99.4	<u>Form of Non-Qualified Stock Option Agreement for Non-U.S. Employees under the Brightcove Inc. 2021 Stock Incentive Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on July 28, 2021).</u>
99.5	<u>Form of Non-Qualified Stock Option Agreement for Non-Employee Directors under the Brightcove Inc. 2021 Stock Incentive Plan (incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on July 28, 2021).</u>
99.6	<u>Form of Restricted Stock Unit Agreement for Brightcove Employees under the Brightcove Inc. 2021 Stock Incentive Plan (incorporated by reference to Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on July 28, 2021).</u>
99.7	<u>Form of Restricted Stock Unit Agreement for Non-U.S. Employees under the Brightcove Inc. 2021 Stock Incentive Plan (incorporated by reference to Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on July 28, 2021).</u>
99.8	<u>Form of Restricted Stock Unit Agreement for Non-Employee Directors under the Brightcove Inc. 2021 Stock Incentive Plan (incorporated by reference to Exhibit 10.8 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on July 28, 2021).</u>
99.9	<u>Amendment No. 1 to the Brightcove Inc. 2021 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on May 11, 2023).</u>
107*	<u>Filing Fee Table.</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 17th day of May, 2023.

BRIGHTCOVE INC.

By: /s/ Marc DeBevoise

Marc DeBevoise

Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Brightcove Inc., hereby severally constitute and appoint Marc DeBevoise, 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 17th day of May, 2023.

<u>Signature</u>	<u>Title</u>
<u>/s/ Marc DeBevoise</u> Marc DeBevoise	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/ Diane Hessian</u> Diane Hessian	Chairman of the Board of Directors
<u>/s/ Kristin Frank</u> Kristin Frank	Director
<u>/s/ Gary Haroian</u> Gary Haroian	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

May 17, 2023

Brightcove Inc.
281 Summer 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 7,000,000 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 2021 Stock 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.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in 74 Business Lawyer 815 (Summer 2019).

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 amendment of the Brightcove Inc. 2021 Stock Incentive Plan of our report dated February 23, 2023, 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, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
May 17, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Brightcove Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Share (2)	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee (3)
Equity	2021 Plan Common Stock, \$0.001 par value per share	457(h)	7,000,000 shares (4)	\$3.38	\$23,660,000.00	.0001102	\$2,607.34
Total Offering Amounts					\$23,660,000.00		\$2,607.34
Total Fee Offsets							\$0
Net Fee Due							\$2,607.34

- (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 2021 Stock Incentive Plan (the "2021 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 May 12, 2023.
- (3) Calculated pursuant to Section 6(b) of the Securities Act.
- (4) Consists of 7,000,000 shares of Common Stock that may become issuable under the registrant's 2021 Plan pursuant to its terms.

Table 2: Fee Offset Claims and Sources

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)											
Fee Offset Claims	—	—	—	—		—	—	—	—	—	
Fee Offset Sources	—	—	—		—						—