

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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>08/14/2012</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	08/14/2012		J <sup>(1)</sup>		2,160,228	D	\$0	2,160,227	I	See footnote <sup>(2)</sup>
Common Stock	08/14/2012		J <sup>(1)</sup>		201,410	D	\$0	201,410	I	See footnote <sup>(3)</sup>
Common Stock	08/14/2012		J <sup>(1)</sup>		230,158	D	\$0	230,157	I	See footnote <sup>(4)</sup>
Common Stock	08/14/2012		J <sup>(1)</sup>		117,786	A	\$0	431,971	I	See footnote <sup>(5)</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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Transactions reported on this form represent pro rata distributions, and not a purchase or sale of securities, by Accel IX L.P. ("A9"), Accel Investors 2005 L.L.C. ("AI2005") and Accel IX Strategic Partners L.P. ("A9SP") to their respective general and limited partners or members without consideration.
- The securities are held by A9. James Breyer, a director of the Issuer, may be deemed to indirectly share ownership or control of 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 Mr. Breyer and A9A disclaims beneficial ownership of all shares held by A9 except to the extent of his or its pecuniary interest therein. In prior filings for the Issuer, certain individual managing members of A9A were included as reporting persons. These individuals are not beneficial owners of shares amounting to 10% or more of the Issuer's Common Stock and are therefore not required to report on this or future filings.
- The securities are held by AI2005. James Breyer, a director of the Issuer, may be deemed to indirectly share ownership or control of the shares held of record by AI2005. Mr. Breyer disclaims beneficial ownership of all shares held by AI2005 except to the extent of his pecuniary interest therein. In prior filings for the Issuer, certain individual managing members of AI2005 were included as reporting persons. These individuals are not beneficial owners of shares amounting to 10% or more of the Issuer's Common Stock and are therefore not required to report on this or future filings.
- The securities are held by A9SP. James Breyer, a director of the Issuer, may be deemed to indirectly share ownership or control of 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 Mr. Breyer and A9A disclaims beneficial ownership of all shares held by A9SP except to the extent of his or its pecuniary interest therein. In prior filings for the Issuer, certain individual managing members of A9A were included as reporting persons. These individuals are not beneficial owners of shares amounting to 10% or more of the Issuer's Common Stock and are therefore not required to report on this or future filings.
- The securities are held by James W. Breyer, Trustee of The James W. Breyer 2005 Trust, dated March 25, 2005 (the "Trust"). James Breyer, a director of the Issuer, is a trustee of the Trust. Mr. Breyer disclaims beneficial ownership of all shares held by the Trust except to the extent of his pecuniary interest therein.

/s/ Christopher Keenan, as attorney-in-fact 08/16/2012

\*\* 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.

**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.**