

BREYER JAMES
Form 4
September 11, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BREYER JAMES

2. Issuer Name and Ticker or Trading Symbol
BRIGHTCOVE INC [BCOV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O ACCEL PARTNERS, 428
UNIVERSITY AVENUE**

3. Date of Earliest Transaction
(Month/Day/Year)
09/10/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
PALO ALTO, CA 94301

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
				(A) or (D) Code V Amount Price			
Common Stock	08/30/2012		G	V 61,235 D \$ 0 370,736	I	See footnote (2)	
Common Stock	09/06/2012		G	V 39,002 D \$ 0 331,734	I	See footnote (2)	
Common Stock	09/07/2012		G	V 2,415 D \$ 0 329,319	I	See footnote (2)	
Common Stock	09/10/2012		J ⁽¹⁾	2,160,227 D \$ 0 0	I	See footnote	

									(3)
Common Stock	09/10/2012		<u>J(1)</u>	201,410	D	\$ 0	0	I	See footnote (4)
Common Stock	09/10/2012		<u>J(1)</u>	230,157	D	\$ 0	0	I	See footnote (5)
Common Stock	09/10/2012		<u>J(1)</u>	27,123	A	\$ 0	356,442	I	See footnote (2)

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BREYER JAMES C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301	X			

Signatures

/s/ Christopher Keenan, as
attorney-in-fact

09/11/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

Transactions reported on this form represent pro rata distributions, and not a purchase or sale of securities, by Accel IX L.P. ("A9"),

(1) 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 James W. Breyer, Trustee of The James W. Breyer 2005 Trust, dated March 25, 2005 (the "Trust"). James

(2) 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.

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.

(3)

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.

(4)

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.

(5)

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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