

BRIGHTCOVE INC
Form SC 13G/A
October 11, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2) *

Brightcove Inc.
(Name of Issuer)

Common Shares, Par Value .001
(Title of Class of Securities)

10921T101
(CUSIP Number)

September 30, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule 13G is filed:

- ☒ Rule 13d-1(b)
☐ Rule 13d-1(c)
☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be filed for the purpose of Section 18 of the Securities Exchange
Act of 1934 (Act) or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see
the Notes).

CUSIP No. 10921T101

(1) Names of Reporting Persons. I.R.S. Identification Nos. of Above
Persons (entities only):

Edgar Filing: BRIGHTCOVE INC - Form SC 13G/A

AWM Investment Company, Inc.
(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a)____ (b)____
(3) SEC Use Only
(4) Citizenship or Place of Organization: Delaware, United States
Number of Shares Beneficially
Owned by Each Reporting
Person With

(5) Sole Voting Power:
0

(6) Shared Voting Power:
1,518,442**

(7) Sole Dispositive Power:
0

(8) Shared Dispositive Power:
1,518,442**
(9) Aggregate Amount Beneficially Owned by Each Reporting
Person:
1,518,442**
(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See
Instructions):
(11) Percent of Class Represented by Amount in Row (9): 4.6%**
(12) Type of Reporting Person (See Instructions): IA
**AWM Investment Company, Inc., a Delaware corporation (AWM), is the
investment adviser to Special Situations Cayman Fund, L.P. (CAYMAN), Special
Situations Fund III QP, L.P. (SSFQP), Special Situations Technology Fund,
L.P. (TECH) and Special Situations Technology Fund II, L.P. (TECH II).
(CAYMAN, SSFQP, TECH and TECH II, will hereafter be referred to as the
Funds.) As the investment adviser to the Funds, AWM holds sole voting and
investment power over 172,418 shares of common stock of the Issuer (the
Shares) held by CAYMAN, 511,922 Shares held by SSFQP, 116,666 Shares held by
TECH and 717,436 Shares held by TECH II. See Items 2 and 4 of this Schedule
for additional information.

Item 1(a). Name Of Issuer: Brightcove Inc.

Item 1(b). Address of Issuer's Principal Executive Offices: 290 Congress
Street, Boston, MA 02210

Item 2(a). Name of Person Filing:

The person filing this report is AWM Investment Company, Inc., a
Delaware corporation (AWM), which is the investment adviser to Special
Situations Cayman Fund, L.P., a Cayman Islands Limited Partnership
(CAYMAN), Special Situations Fund III QP, L.P., a Delaware limited
partnership (SSFQP), Special Situations Technology Fund, L.P., a
Delaware limited partnership (TECH) and Special Situations Technology
Fund II, L.P., a Delaware limited partnership (TECH II). (CAYMAN,
SSFQP, TECH and TECH II, will hereafter be referred to as the Funds.)
The principal business of each Fund is to invest in equity and equity-
related securities and other securities of any kind or nature.

Austin W. Marx (Marx), David M. Greenhouse (Greenhouse) and Adam C.
Stettner (Stettner) are members of: SSCayman, L.L.C., a Delaware

Edgar Filing: BRIGHTCOVE INC - Form SC 13G/A

limited liability company (SSCAY), the general partner of CAYMAN; MGP Advisers Limited Partnership, a Delaware limited partnership (MGP), the general partner of SSFQP; and SST Advisers, L.L.C., a Delaware limited liability company (SSTA), the general partner of TECH and TECH II. Marxe, Greenhouse and Stettner are also controlling principals of AWM.

Item 2(b). Address of Principal Business Office or, if None, Residence: The principal business address for AWM is c/o Special Situations Funds, 527 Madison Avenue, Suite 2600, New York, NY 10022.

Item 2(c). Citizenship:

AWM is a Delaware corporation.

Item 2(d). Title of Class of Securities: Common Stock, Par Value .001

Item 2(e). CUSIP No.: 10921T101

Item 3. If This Statement Is Filed Pursuant to ??240.13d-1(b) or 240.13d-2(b) or (c), check whether the Person Filing is a:

Not Applicable.

Item 4. Ownership

(a)	Amount Beneficially Owned	1,518,442**	
(b)	Percent of Class:	4.6%**	
(c)	Number of Shares as to which the person has:		
	(i) sole power to vote or to direct the vote		0
	(ii) shared power to vote or to direct the vote	1,518,442**	
	(iii) sole power to dispose or to direct the disposition of		0
	(iv) shared power to dispose or to direct the disposition of	1,518,442**	

—
** AWM is the investment adviser to each of the Funds. As the investment adviser to the Funds, AWM holds sole voting and investment power over 172,418 shares of common stock of the Issuer (the Shares) held by CAYMAN, 511,922 Shares held by SSFQP, 116,666 Shares held by TECH and 717,436 Shares held by TECH II. Marxe, Greenhouse and Stettner are members of: SSCAY, the general partner of CAYMAN; MGP, the general partner of SSFQP; and SSTA, the general partner of TECH and TECH II. Marxe, Greenhouse and Stettner are also controlling principals of AWM.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. X

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Edgar Filing: BRIGHTCOVE INC - Form SC 13G/A

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 10, 2016

AWM INVESTMENT COMPANY, INC.

By:

Name: David M. Greenhouse

Title: Executive Vice President

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

-3-