

BRIGHT HORIZONS FAMILY SOLUTIONS INC.

Form 4

August 18, 2015

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 *
Humphrey David

2. Issuer Name and Ticker or Trading Symbol
BRIGHT HORIZONS FAMILY SOLUTIONS INC. [BFAM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2015

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

C/O BAIN CAPITAL INVESTORS, LLC, JOHN HANCOCK TOWER, 200 CLARENDON STREET

(Street)

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

BOSTON, MA 02116

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/14/2015		S		2,830,231	D	\$ 61.01
Common Stock ⁽⁸⁾					1,000 ⁽⁸⁾	D	

See Footnotes (1) (2) (3) (4) (5) (6) (7)

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Beneficially Owned (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
Humphrey David C/O BAIN CAPITAL INVESTORS, LLC JOHN HANCOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116	X	X		

Signatures

/s/ David Humphrey 08/18/2015

**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).
- (1) Bain Capital Investors, LLC ("BCI") is the sole general partner of Bain Capital Partners X, L.P., which is the sole general partner of Bain Capital Fund X, L.P. ("Fund X"). On August 14, 2015, Fund X sold 2,798,852 shares of Common Stock. Following such sale, Fund X held 19,899,066 shares of Common Stock.
 - (2) BCI is also the managing partner of BCIP Associates III, which is the manager of BCIP Associates III, LLC ("BCIP III"). On August 14, 2015, BCIP III sold 17,929 shares of Common Stock. Following such sale, BCIP III held 139,688 shares of Common Stock.
 - (3) BCI is also the managing partner of BCIP Associates III-B, which is the manager of BCIP Associates III-B, LLC ("BCIP III-B"). On August 14, 2015, BCIP III-B sold 3,674 shares of Common Stock. Following such sale, BCIP III-B held 25,360 shares of Common Stock.
 - (4) BCI is also the managing partner of BCIP Trust Associates III, which is the manager of BCIP T Associates III, LLC ("BCIPT III"). On August 14, 2015, BCIPT III sold 8,786 shares of Common Stock. Following such sale, BCIPT III held 60,655 shares of Common Stock.

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(5) BCI is also the managing partner of BCIP Trust Associates III-B, which is the manager of BCIP T Associates III-B, LLC ("BCIPT III-B"). On August 14, 2015, BCIPTA III-B sold 608 shares of Common Stock. Following such sale, BCIPTA III-B held 4,200 shares of Common Stock.

(6) BCI is also the managing partner of BCIP Associates-G ("BCIP G" and together with Fund X, BCIP III, BCIP III-B, BCIPT III and BCIPT III-B, the "Bain Entities"). On August 14, 2015, BCIP-G sold 382 shares of Common Stock. Following such sale, BCIP-G held 2,640 shares of Common Stock.

(7) David Humphrey is a Managing Director of BCI. By virtue of the relationships described in these footnotes, Mr. Humphrey may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by the Bain Entities. Mr. Humphrey disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(8) Each Restricted Stock Unit vests upon grant and represents the right to receive one share of Common Stock upon the earlier May 11, 2020 or Mr. Humphrey's termination of service.

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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