

BROWN ROGER H
Form 4
February 01, 2013

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 *
BROWN ROGER H

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)

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

C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC, 200 TALCOTT AVENUE SOUTH

01/11/2013

(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

WATERTOWN, MA 02472

(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	01/11/2013		J ⁽¹⁾		30,725	A	Ⓛ 34,712	I	By Roger H. Brown Trust, dated August 7, 1996
Common Stock	01/11/2013		J ⁽¹⁾		156,760	A	Ⓛ 177,103	I	By Linda A. Mason Trust, dated

August 7,
1996

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)	
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Class L Common Stock	<u>(1)</u>	01/11/2013		<u>J</u> ⁽¹⁾		873		<u>(1)</u>	<u>(1)</u>	Common Stock	30,722
Class L Common Stock	<u>(1)</u>	01/11/2013		<u>J</u> ⁽¹⁾		4,454		<u>(1)</u>	<u>(1)</u>	Common Stock	156,722
Option to purchase Common Stock	\$ 14.54	01/30/2013		A		8,622		<u>(2)</u>	09/02/2018	Common Stock	8,622
Option to purchase Common Stock	\$ 12	01/30/2013		A		1,119		<u>(3)</u>	09/02/2018	Common Stock	1,119
Option to purchase Common Stock	\$ 14.54	01/30/2013		A		28,684		<u>(4)</u>	09/02/2018	Common Stock	28,684
	\$ 12	01/30/2013		A		3,722		<u>(5)</u>	09/02/2018		3,722

Option to purchase Common Stock

Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN ROGER H C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC 200 TALCOTT AVENUE SOUTH WATERTOWN, MA 02472	X			

Signatures

/s/ John Casagrande, as attorney in fact for Roger H. Brown
Date: 02/01/2013

**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) On January 11, 2013, in connection with the Issuer's initial public offering, each share of the Issuer's Class L common stock was converted, in accordance with the terms of the Issuer's certificate of incorporation, into 35.1955 shares of common stock and had no expiration date. With respect to the reporting person, the conversion of the Class L common stock is exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 thereunder.

(2) On May 2, 2012, the reporting person was granted an option to purchase 8,622 shares of common stock in connection with the Issuer's option exchange program. The option vests based upon time (in accordance with the vesting schedule that was applicable to the option award that was exchanged for this award in the option exchange program such that this option is time vested as to 6,897 shares with the remaining 1,725 shares eligible to time vest on May 28, 2013) and performance (change of control of the Issuer or an initial public offering of the Issuer's common stock) criteria. As a result of the consummation of the Issuer's initial public offering, the performance criteria was met with respect to all 8,622 shares of common stock subject to this option award, resulting in vesting of the option as to 6,897 shares and an additional 1,725 shares eligible to vest on May 28, 2013.

(3) On May 2, 2012, the reporting person was granted an option to purchase 1,119 shares of common stock in connection with the Issuer's option exchange program. The option vests based upon time (in accordance with the vesting schedule that was applicable to the option award that was exchanged for this award in the option exchange program such that this option is time vested as to 895 shares with the remaining 224 shares eligible to time vest on May 28, 2013) and performance (change of control of the Issuer or an initial public offering of the Issuer's common stock) criteria. As a result of the consummation of the Issuer's initial public offering, the performance criteria was met with respect to all 1,119 shares of common stock subject to this option award, resulting in vesting of the option as to 895 shares and an additional 224 shares eligible to vest on May 28, 2013.

(4) On May 2, 2012, Linda Mason, the spouse of the reporting person, was granted an option to purchase 28,684 shares of common stock in connection with the Issuer's option exchange program. The option vests based upon time (in accordance with the vesting schedule that was applicable to the option award that was exchanged for this award in the option exchange program such that this option is time vested as to 22,947 shares with the remaining 5,737 shares eligible to time vest on May 28, 2013) and performance (change of control of the Issuer or an initial public offering of the Issuer's common stock) criteria. As a result of the consummation of the Issuer's initial public offering, the performance criteria was met with respect to all 28,684 shares of common stock subject to this option award, resulting in vesting of the option as to 22,947 shares and an additional 5,737 shares eligible to vest on May 28, 2013.

(5) On May 2, 2012, Linda Mason, the spouse of the reporting person, was granted an option to purchase 3,722 shares of common stock in connection with the Issuer's option exchange program. The option vests based upon time (in accordance with the vesting schedule that was applicable to the option award that was exchanged for this award in the option exchange program such that this option is time vested as to 2,977 shares with the remaining 745 shares eligible to time vest on May 28, 2013) and performance (change of control of the Issuer

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or an initial public offering of the Issuer's common stock) criteria. As a result of the consummation of the Issuer's initial public offering, the performance criteria was met with respect to all 3,722 shares of common stock subject to this option award, resulting in vesting of the option as to 2,977 shares and an additional 745 shares eligible to vest on May 28, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.