

BRIGHT HORIZONS FAMILY SOLUTIONS INC.  
Form 4  
May 16, 2016

**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)

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

C/O BAIN CAPITAL INVESTORS, LLC, 200 CLARENDON STREET

05/12/2016

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 05/12/2016                           |  | J <sup>(3)</sup>               |   | 221,411 <sup>(3)</sup>  | D  | \$ 0  |
| Common Stock                    | 05/12/2016                           |  | G <sup>(4)</sup>               |   | 1,388   | D  | \$ 0  |
| Common Stock                    |                                      |  |                                |   | 1,000 <sup>(5)</sup>  | D  |   |

See Footnotes (1) (2)

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

Persons who respond to the collection of information contained in this form are not

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**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 Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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<br>C/O BAIN CAPITAL INVESTORS, LLC<br>200 CLARENDON STREET<br>BOSTON, MA 02116 | X             | X         |         |       |

## Signatures

/s/ David Humphrey 05/16/2016

\*\*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) Represents shares of Common Stock held directly Bain Capital Fund X, L.P., BCIP Associates III, LLC, BCIP Associates III-B, LLC, BCIP T Associates III, LLC, BCIP T Associates III-B, LLC and BCIP Associates- G (collectively, the "Bain Capital Entities").
- The governance, investment strategy and decision-making process with respect to investments held by the Bain Capital Entities is directed by the Global Private Equity Board of Bain Capital Investors, LLC ("BCI"). 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 all of the shares of Common Stock held by the Bain Capital Entities. Mr. Humphrey disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- On May 12, 2016 certain of the Bain Capital Entities distributed 221,411 shares of Common Stock to one or members or partners of the
- (3) Bain Capital Entities, including 1,388 shares of Common Stock to Mr. Humphrey in connection with certain charitable gifts made by such members or partners or their direct or indirect owners, including Mr. Humphrey, on May 12, 2016.

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- (4) Mr. Humphrey made a charitable gift of all 1,388 shares of Common Stock that he received in connection with the distribution described in footnote 3 above.
- (5) Each Restricted Stock Unit vests upon grant and represents the right to receive one share of Common Stock upon the earlier of 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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