

BRIGHT HORIZONS FAMILY SOLUTIONS INC.  
 Form 4  
 June 03, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 BAIN CAPITAL INVESTORS LLC

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)  
 JOHN HANCOCK TOWER, 200  
 CLARENDON STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/01/2015

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

BOSTON, MA 02116

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

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 06/01/2015                           |  | S                              | V Amount (D) Price<br>2,996,148 D \$ 55.35                        | 23,047,860  | I  | See Footnotes (1) (2) (3) (4) (5) (6)                 |

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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (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 Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| BAIN CAPITAL INVESTORS LLC<br>JOHN HANCOCK TOWER<br>200 CLARENDON STREET<br>BOSTON, MA 02116    |               | X         |         |       |
| Bain Capital Partners X, L.P.<br>JOHN HANCOCK TOWER<br>200 CLARENDON STREET<br>BOSTON, MA 02116 |               | X         |         |       |
| Bain Capital Fund X LP<br>JOHN HANCOCK TOWER<br>200 CLARENDON STREET<br>BOSTON, MA 02116        |               | X         |         |       |
| BCIP Associates III<br>JOHN HANCOCK TOWER<br>200 CLARENDON STREET<br>BOSTON, MA 02116           |               | X         |         |       |
| BCIP Associates III, LLC<br>JOHN HANCOCK TOWER, 200 CLARENDON STREET<br>BOSTON, MA 02116        |               | X         |         |       |
| BCIP Associates III-B<br>JOHN HANCOCK TOWER<br>200 CLARENDON STREET<br>BOSTON, MA 02116         |               | X         |         |       |
| BCIP Associates III-B, LLC  |               | X         |         |       |

JOHN HANCOCK TOWER, 200 CLARENDON STREET  
BOSTON, MA 02116

BCIP T Associates III, LLC

JOHN HANCOCK TOWER, 200 CLARENDON STREET X  
BOSTON, MA 02116

BCIP Trust Associates III

JOHN HANCOCK TOWER X  
200 CLARENDON STREET  
BOSTON, MA 02116

BCIP T Associates III-B, LLC

JOHN HANCOCK TOWER, 200 CLARENDON STREET X  
BOSTON, MA 02116

## Signatures

/s/ Jordan Hitch 06/03/2015

\*\*Signature of Date  
Reporting Person

## 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).

Bain Capital Investors, LLC ("BCI") is the sole general partner of Bain Capital Partners X, L.P. ("BCP X"), which is the sole general partner of Bain Capital Fund X, L.P. ("Fund X"). As a result, each of BCI and BCP X may be deemed to share voting and dispositive

- (1) power with respect to the shares of Common Stock held by Fund X. Each of BCI and BCP X disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On June 1, 2015, Fund X sold 2,961,540 shares of Common Stock. Following such sale, Fund X held 22,781,632 shares of Common Stock.

BCI is also the managing partner of BCIP Associates III ("BCIPA III"), which is the manager of BCIP Associates III, LLC ("BCIP III"). As a result, each of BCI and BCIPA III may be deemed to share voting and dispositive power with respect to the shares of Common

- (2) Stock held by BCIP III. Each of BCI and BCIPA III disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On June 1, 2015, BCIP III sold 20,789 shares of Common Stock. Following such sale, BCIP III held 159,923 shares of Common Stock.

BCI is also the managing partner of BCIP Associates III-B ("BCIPA III-B"), which is the manager of BCIP Associates III-B, LLC ("BCIP III-B"). As a result, each of BCI and BCIPA III-B may be deemed to share voting and dispositive power with respect to the shares

- (3) of Common Stock held by BCIP III-B. Each of BCI and BCIPA III-B disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On June 1, 2015, BCIP III-B sold 3,774 shares of Common Stock. Following such sale, BCIP III-B held 29,034 shares of Common Stock.

BCI is also the managing partner of BCIP Trust Associates III ("BCIPTA III"), which is the manager of BCIP T Associates III, LLC ("BCIPT III"). As a result, each of BCI and BCIPTA III may be deemed to share voting and dispositive power with respect to the shares

- (4) of Common Stock held by BCIPT III. Each of BCI and BCIPTA III disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On June 1, 2015, BCIPT III sold 9,027 shares of Common Stock. Following such sale, BCIPT III held 69,441 shares of Common Stock.

BCI is also the managing partner of BCIP Trust Associates III-B ("BCIPTA III-B"), which is the manager of BCIP T Associates III-B, LLC ("BCIPT III-B"). As a result, each of BCI and BCIPTA III-B may be deemed to share voting and dispositive power with respect to

- (5) the shares of Common Stock held by BCIPT III-B. Each of BCI and BCIPTA III-B disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On June 1, 2015, BCIPT III-B sold 625 shares of Common Stock. Following such sale, BCIPT III-B held 4,808 shares of Common Stock.

BCI is also the managing partner of BCIP Associates-G ("BCIP G"). As a result, BCI may be deemed to share voting and dispositive

- (6) power with respect to the shares of Common Stock held by BCIP G. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On June 1, 2015, BCIP G sold 393 shares of Common Stock. Following such sale, BCIP G held 3,022 shares of Common Stock.

**Remarks:**

Form 1 of 2

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.