

BRIGHT HORIZONS FAMILY SOLUTIONS INC.  
 Form 4  
 March 27, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**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)  
**03/25/2014**

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ 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  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 03/25/2014                           |  | J(7)                           |   | 141,984 (7)   | D  | \$ 0                              |
|                                 |                                      |  |                                |   | 41,899,781  | 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.

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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 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         |         |       |
| BCIP Associates III-B, LLC<br>JOHN HANCOCK TOWER, 200 CLARENDON STREET<br>BOSTON, MA 02116   |               | X         |         |       |
| BCIP T Associates III, LLC<br>JOHN HANCOCK TOWER, 200 CLARENDON STREET<br>BOSTON, MA 02116   |               | X         |         |       |
| BCIP T Associates III-B, LLC<br>JOHN HANCOCK TOWER, 200 CLARENDON STREET<br>BOSTON, MA 02116 |               | X         |         |       |
| BCIP Associates-G<br>JOHN HANCOCK TOWER, 200 CLARENDON ST.<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         |         |       |



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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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