

BRIGHT HORIZONS FAMILY SOLUTIONS INC.

Form 4

June 03, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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

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

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

(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
X 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	06/01/2015		S		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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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 JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116	X
Bain Capital Partners X, L.P. JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116	X
Bain Capital Fund X LP JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116	X
BCIP Associates III JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116	X
BCIP Associates III, LLC JOHN HANCOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116	X
BCIP Associates III-B JOHN HANCOCK TOWER 200 CLARENDON STREET 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
BOSTON, MA 02116

X

BCIP Trust Associates III

JOHN HANCOCK TOWER
200 CLARENDON STREET
BOSTON, MA 02116

X

BCIP T Associates III-B, LLC

JOHN HANCOCK TOWER, 200 CLARENDON STREET
BOSTON, MA 02116

X

Signatures

/s/ Jordan Hitch

06/03/2015

**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).

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 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.

- (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 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.

- (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 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.

- (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 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.

- (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 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.

- (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.