

BRIGHT HORIZONS FAMILY SOLUTIONS INC.
 Form 4
 August 18, 2015

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 *
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)
08/14/2015

___ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---------------------------------------|
| Common Stock | 08/14/2015 | | S | 2,830,231 D | \$ 61.01 20,131,609 | 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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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 Fund X LP 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 | | |

Signatures

/s/ Jordan Hitch 08/18/2015

**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 August 14, 2015, Fund X sold 2,798,852 shares of Common Stock. Following such sale, Fund X held 19,899,066 shares of Common Stock.

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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 August 14, 2015, BCIP III sold 17,929 shares of Common Stock. Following such sale, BCIP III held 139,688 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 August 14, 2015, BCIP III-B sold 3,674 shares of Common Stock. Following such sale, BCIP III-B held 25,360 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 August 14, 2015, BCIPT III sold 8,786 shares of Common Stock. Following such sale, BCIPT III held 60,655 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 August 14, 2015, BCIPTA III-B sold 608 shares of Common Stock. Following such sale, BCIPTA III-B held 4,200 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

- (6) extent of its pecuniary interest therein. On August 14, 2015, BCIP-G sold 382 shares of Common Stock. Following such sale, BCIP-G held 2,640 shares of Common Stock.

Remarks:

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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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