

BRIGHT HORIZONS FAMILY SOLUTIONS INC.
 Form 4
 November 30, 2016

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)
 200 CLARENDON STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/28/2016

____ 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 11/28/2016 | | S | 1,731,904 D \$ 71.11 | 12,511,406 | I | See Footnotes (1) (2) (3) (4) (5) (6) (7) |

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)

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| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAIN CAPITAL INVESTORS LLC 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP Trust Associates III-B 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP Associates-G 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BC BRIGHTNESS SPV GP, LLC 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BC Brightness SPV, LP 200 CLARENDON STREET BOSTON,, MA 02116 | | X | | |

Signatures

BCIP Trust Associates III-B, By: Boylston Coinvestors, LLC, as Managing Partner, By: /s/ David Humphrey, Name: David Humphrey, Title: Authorized Signatory 11/30/2016
 __Signature of Reporting Person Date

BCIP Associates-G, By: Boylston Coinvestors, LLC, as Managing Partner, By: /s/ David Humphrey, Name: David Humphrey, Title: Authorized Signatory 11/30/2016
 __Signature of Reporting Person Date

BC Brightness SPV GP, LLC, By: Bain Capital Investors, LLC, its Managing Member, By: /s/ David Humphrey, Name: David Humphrey, Title: Managing Director 11/30/2016
 __Signature of Reporting Person Date

BC Brightness SPV, LP, By: BC Brightness SPV GP, LLC, its general partner, By: Bain Capital Investors, LLC, its sole member, By: /s/ David Humphrey, Name: David Humphrey, Title: Managing Director 11/30/2016

__Signature of Reporting Person Date

Bain Capital Investors, LLC, By: /s/ David Humphrey, Name: David Humphrey, Title: Authorized Signatory 11/30/2016

__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) Bain Capital Investors, LLC ("BCI") is the sole member of BC Brightness SPV GP, LLC ("BC SPV GP"), which is the sole general partner of BC Brightness SPV, LP ("BC SPV"). BCI is also 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"). Fund X is a limited partner of BC SPV. As a result, BC SPV GP may be deemed to share voting and dispositive power with respect to shares of Common Stock held by BC SPV. In addition, BCP X may be deemed to share voting and dispositive power with respect to shares of Common Stock held by Fund X. Each of BC SPV GP and BCP X disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On November 28, 2016, Fund X sold 1,710,547 shares of Common Stock. Fund X's remaining 12,366,883 shares of Common Stock have been transferred to BC SPV in a transaction that is exempt from Section 16 pursuant to Rule 16a-13.

(2) On November 28, 2016, BCIP Associates III, LLC ("BCIP III"), whose manager is BCIP Associates III ("BCIPA III"), whose managing partner is Boylston Coinvestors, LLC ("Boylston"), sold 12,144 shares of Common Stock. Following such sale, BCIP III held 86,815 shares of Common Stock. BCIPA III may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP III. BCIPA III disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(3) On November 28, 2016, BCIP Associates III-B, LLC ("BCIP III-B"), whose manager is BCIP Associates III-B ("BCIPA III-B"), whose managing partner is Boylston, sold 2,516 shares of Common Stock. Following such sale, BCIP III-B held 15,761 shares of Common Stock. 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. BCIPA III-B disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(4) On November 28, 2016, BCIP T Associates III, LLC ("BCIPT III"), whose manager is BCIP Trust Associates III ("BCIPTA III"), whose managing partner is Boylston, sold 6,018 shares of Common Stock. Following such sale, BCIPT III held 37,696 shares of Common Stock. BCIPTA III may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIPT III. BCIPTA III disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(5) On November 28, 2016, BCIP T Associates III-B, LLC ("BCIPT III-B"), whose manager is BCIP Trust Associates III-B ("BCIPTA III-B"), whose managing partner is Boylston, sold 417 shares of Common Stock. Following such sale, BCIPT III-B held 2,610 shares of Common Stock. 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. BCIPTA III-B disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(6) On November 28, 2016, BCIP Associates-G ("BCIP G" and together with Fund X, BC SPV, BCIP III, BCIP III-B, BCIPT III and BCIPT III-B, the "Bain Capital Entities"), whose managing partner is Boylston, sold 262 shares of Common Stock. Following such sale, BCIP G held 1,641 shares of Common Stock.

(7) The governance, investment strategy and decision-making process with respect to the investments held by the Bain Capital Entities is directed by the Global Private Equity Board of BCI. As a result, BCI 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. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Remarks:

Form 2 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.