

BRIGHT HORIZONS FAMILY SOLUTIONS INC.

Form 4

May 20, 2016

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

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(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)
05/18/2016

____ 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	05/18/2016		S	1,776,021 D	\$ 65.42	14,508,838 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.

**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
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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 Repor 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 200 CLARENDON STREET BOSTON, MA 02116		X		
BCIP Trust Associates III-B JOHN HANCOCK TOWER 200 CLARENDON ST. BOSTON, MA 02116		X		
BCIP Associates-G JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116		X		

Signatures

BY: Bain Capital Investors, LLC, By: /s/ David Humphrey, Name: David Humphrey, Title: Managing Director 05/20/2016

__Signature of Reporting Person Date

BCIP Trust Associates III-B, By: Boylston Coinvestors, LLC, as Managing Partner, By: /s/ David Humphrey, Name: David Humphrey, Title: Authorized Signatory 05/20/2016

__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 05/20/2016

__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)

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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, BCP X may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Fund X. BCP X disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On May 18, 2016, Fund X sold 1,754,399 shares of Common Stock. Following such sale, Fund X held 14,341,243 shares of Common Stock.

- (2) On May 18, 2016, BCIP Associates III, LLC ("BCIP III"), whose manager is BCIP Associates III ("BCIPA III"), whose managing partner is Boylston Coinvestors, LLC ("Boylston"), sold 12,409 shares of Common Stock. Following such sale, BCIP III held 100,674 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 May 18, 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 18,277 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 May 18, 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 43,714 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 May 18, 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 3,027 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 May 18, 2016, BCIP Associates-G ("BCIP G" and together with Fund X, 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 1,903 shares of Common Stock.
- (7) The governance, investment strategy and decision-making process with respect to the investments held by all of 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.

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