

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BAIN CAPITAL INVESTORS LLC</u> (Last) (First) (Middle) <u>200 CLARENDON STREET</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>BRIGHT HORIZONS FAMILY SOLUTIONS INC. [BFAM]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/12/2016</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) Form filed by One Reporting Person X Form filed by More than One Reporting Person
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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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/12/2016		J ⁽¹⁾⁽²⁾		221,411 ⁽¹⁾⁽²⁾	D	\$0.00	16,284,859	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>BAIN CAPITAL INVESTORS LLC</u> (Last) (First) (Middle) <u>200 CLARENDON STREET</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)		
1. Name and Address of Reporting Person* <u>Bain Capital Fund X LP</u> (Last) (First) (Middle) <u>200 CLARENDON STREET</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)		

1. Name and Address of Reporting Person *

[Bain Capital Partners X, L.P.](#)

(Last) (First) (Middle)
[200 CLARENDON STREET](#)

(Street)
[BOSTON](#) [MA](#) [02116](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[BCIP Associates III, LLC](#)

(Last) (First) (Middle)
[200 CLARENDON STREET](#)

(Street)
[BOSTON](#) [MA](#) [02116](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[BCIP Associates III](#)

(Last) (First) (Middle)
[200 CLARENDON STREET](#)

(Street)
[BOSTON](#) [MA](#) [02116](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[BCIP Associates III-B, LLC](#)

(Last) (First) (Middle)
[200 CLARENDON STREET](#)

(Street)
[BOSTON](#) [MA](#) [02116](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[BCIP Associates III-B](#)

(Last) (First) (Middle)
[200 CLARENDON STREET](#)

(Street)
[BOSTON](#) [MA](#) [02116](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
BCIP T Associates III, LLC		
(Last)	(First)	(Middle)
200 CLARENDON STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
BCIP Trust Associates III		
(Last)	(First)	(Middle)
200 CLARENDON STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
BCIP T Associates III-B, LLC		
(Last)	(First)	(Middle)
200 CLARENDON STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)

Explanation of Responses:

1. 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 12, 2016, Fund X distributed 219,961 shares of Common Stock to one or more members or partners in connection with certain charitable gifts made on May 12, 2016. Following such distribution, Fund X held 16,095,642 shares of Common Stock.
2. On May 12, 2016, BCIP Associates III, LLC ("BCIP III"), whose manager is BCIP Associates III ("BCIPA III"), whose managing partner is Boylston Coinvestors, LLC ("Boylston"), distributed 1,450 shares of Common Stock to one or more of its members or partners in connection with certain charitable gifts made on May 12, 2016. Following such distribution, BCIP III held 113,083 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. As of May 12, 2016, BCIP Associates III-B, LLC ("BCIP III-B"), whose manager is BCIP Associates III-B ("BCIPA III-B"), whose managing partner is Boylston, held 20,793 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. As of May 12, 2016, BCIP T Associates III, LLC ("BCIPT III"), whose manager is BCIP Trust Associates III ("BCIPTA III"), whose managing partner is Boylston, held 49,732 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. As of May 12, 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, held 3,444 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. As of May 12, 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, held 2,165 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 1 of 2

[BAIN CAPITAL FUND X,
L.P., BY: Bain Capital
Partners X, L.P., its general
partner, BY: Bain Capital
Investors, LLC, its general
partner, By: /s/ David
Humphrey, Name: David
Humphrey, Title: Managing
Director](#) 05/16/2016

<u>BAIN CAPITAL PARTNERS</u> <u>X, L.P., BY: Bain Capital</u> <u>Investors, LLC, its general</u> <u>partner, By: /s/ David</u> <u>Humphrey, Name: David</u> <u>Humphrey, Title: Managing</u> <u>Director</u>	<u>05/16/2016</u>
<u>BCIP Associates III, LLC, By:</u> <u>BCIP Associates III, its</u> <u>Manager, By: Boylston</u> <u>Coinvestors, LLC, as</u> <u>Managing Partner, By: /s/</u> <u>David Humphrey, Name:</u> <u>David Humphrey, Title:</u> <u>Authorized Signatory</u>	<u>05/16/2016</u>
<u>BCIP Associates III, By:</u> <u>Boylston Coinvestors, LLC, as</u> <u>Managing Partner, By: /s/</u> <u>David Humphrey, Name:</u> <u>David Humphrey, Title:</u> <u>Authorized Signatory</u>	<u>05/16/2016</u>
<u>BCIP Associates III-B, LLC,</u> <u>By: BCIP Associates III-B, its</u> <u>Manager, By: Boylston</u> <u>Coinvestors, LLC, as</u> <u>Managing Partner, By: /s/</u> <u>David Humphrey, Name:</u> <u>David Humphrey, Title:</u> <u>Authorized Signatory</u>	<u>05/16/2016</u>
<u>BCIP Associates III-B, By:</u> <u>Boylston Coinvestors, LLC, as</u> <u>Managing Partner, By: /s/</u> <u>David Humphrey, Name:</u> <u>David Humphrey, Title:</u> <u>Authorized Signatory</u>	<u>05/16/2016</u>
<u>BCIP T Associates III, LLC,</u> <u>By: BCIP Trust Associates III,</u> <u>its Manager, By: Boylston</u> <u>Coinvestors, LLC, as</u> <u>Managing Partner, By: /s/</u> <u>David Humphrey, Name:</u> <u>David Humphrey, Title:</u> <u>Authorized Signatory</u>	<u>05/16/2016</u>
<u>Bain Capital Investors, LLC,</u> <u>By: /s/ David Humphrey,</u> <u>Name: David Humphrey,</u> <u>Title: Managing Director</u>	<u>05/16/2016</u>
<u>BCIP Trust Associates III, By:</u> <u>Boylston Coinvestors, LLC, as</u> <u>Managing Partner, By: /s/</u> <u>David Humphrey, Name:</u> <u>David Humphrey, Title:</u> <u>Authorized Signatory</u>	<u>05/16/2016</u>
<u>BCIP T Associates III-B, LLC,</u> <u>By: BCIP Trust Associates III-</u> <u>B, its Manager, By: Boylston</u> <u>Coinvestors, LLC, as</u> <u>Managing Partner, By: /s/</u> <u>David Humphrey, Name:</u> <u>David Humphrey, Title:</u> <u>Authorized Signatory</u>	<u>05/16/2016</u>

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.