

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Bright Horizons Family Solutions Inc		2 Issuer's employer identification number (EIN) 80-0188269	
3 Name of contact for additional information Bright Horizons Tax Department	4 Telephone No. of contact 617-673-8000	5 Email address of contact tax@brighthorizons.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 200 Talcott Ave		7 City, town, or post office, state, and Zip code of contact Watertown, MA 02472	
8 Date of action 05/8/2017	9 Classification and description Debt - Amendment Agreement		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol BFAM	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ See attached.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ See attached.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See attached.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attached.

Blank lines for listing Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ See attached.

Blank lines for providing information on loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶

Blank lines for providing other necessary information.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ Christine Ferrick Date ▶ 6/6/17

Print your name ▶ Christine Ferrick Title ▶ Director of Tax

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

ATTACHMENT TO FORM 8937
DEBT – AMENDMENT AGREEMENT

Part II Line 14 – On May 8, 2017, the Company modified its Existing Credit Agreement by entering into an Amendment Agreement, which amended its Existing Credit Agreement and refinanced all of its existing Term and Revolving Credit loans. The term loans maintain their same maturity date of November 7, 2023 and maturity date of the revolving credit facility has been extended to July 31, 2022. This event is referred to as the “Refinancing Amendment,” or the “Agreement”.

Part II line 15 – The Existing Credit Agreement interest rate was amended. Existing Term Lenders principal amounts were either kept the same or increased/decreased into new term loans.

To the extent that the amendment was considered a Significant Modification, each Existing Term Lenders aggregate tax basis in the Existing Credit Agreement generally equals its aggregate tax basis in the Amended Credit Agreement except for any changes to loan principle amounts.

Existing Term Lenders should consult their tax advisors to determine the tax consequences of the transaction to them.

Part II line 16 – To the extent that the Amendment was considered a Significant Modification, each Refinancing Term Lenders tax basis of its interest in the Amended Agreement received in the transaction generally should equal that lenders / holders tax basis from its interest in the original interest surrendered in the transaction.

Part II line 17 – Section 1001

Part II line 18 – To the extent that the amendment was considered a Significant Modification, the transaction should not result in a loss to the holders of interests in the Existing Term Loans nor the amended debt facility since they constitute Tax Securities. In effect, the existing facility has been satisfied in full and replaced with a new facility.

Part II line 19 – The reportable taxable year is 2017.