
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

BRIGHT HORIZONS FAMILY SOLUTIONS INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

80-0188269
(I.R.S. Employer
Identification No.)

200 Talcott Avenue
Watertown, Massachusetts
(Address of Principal Executive Offices)

02472
(Zip Code)

2012 Omnibus Long-Term Incentive Plan, as Amended and Restated
(Full Title of the Plan)

Elizabeth J. Boland
Chief Financial Officer
Bright Horizons Family Solutions Inc.
200 Talcott Avenue
Watertown, Massachusetts 02472
(Name and Address of Agent for Service)

(617) 673-8000
(Telephone Number, Including Area Code, of Agent for Service)

With copies to:

Laurie A. Cervený
Morgan, Lewis & Bockius LLP
One Federal Street
Boston, Massachusetts 02110-1726
(617) 341-7700

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered(1)(2)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price(3)	Amount of registration fee
Common Stock, \$0.001 par value	2,940,082	\$135.84	\$399,380,738.88	\$48,404.95

- (1) Represents 2,940,082 shares of common stock, \$0.001 par value (the “Common Stock”) of Bright Horizons Family Solutions Inc. (the “Company”) being registered hereon that are issuable pursuant to the 2012 Omnibus Long-Term Incentive Plan, as Amended and Restated, effective May 29, 2019 (the “Plan”).
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers any additional shares of Common Stock that may be offered or issued in respect of the shares identified in the above table by reason of stock splits, stock dividends or similar transactions.
- (3) Estimated solely for the purpose of determining the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act, based on the average of the high and low prices of Common Stock as reported on the New York Stock Exchange on May 31, 2019.
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PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information*

Item 2. Registrant Information and Employee Plan Annual Information*

* Documents containing the information required by Part I of this Registration Statement on Form S-8 (this “Registration Statement”) will be sent or given to participants in the Plan as specified by Rule 428(b)(1) under the Securities Act. Such documents are not being filed herewith or incorporated herein by reference in accordance with the rules and regulations of the Securities and Exchange Commission (the “Commission”). Such documents and the documents incorporated by reference herein pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Company with the Commission are incorporated herein by reference into this Registration Statement:

- (a) The Company’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2018 filed with the Commission on February 27, 2019 (Commission File No. 001-35780);
- (b) portions of the [Definitive Proxy Statement](#) on Schedule 14A filed with the Commission on April 12, 2019 (Commission File No. 001-35780) that are incorporated by reference into Part III of our Annual Report on Form 10-K for the year ended December 31, 2018, filed with the Commission on February 27, 2019;
- (c) The Company’s Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2019 filed with the Commission on May 9, 2019 (Commission File No. 001-35780);
- (d) The Company’s Current Reports on Form 8-K filed with the Commission on [February 12, 2019](#) (solely with respect to information contained in Item 5.02 therein), [March 28, 2019](#), and [May 30, 2019](#); and
- (e) The description of the Company’s Common Stock, \$0.001 par value per share, contained in the Company’s Registration Statement on [Form 8-A](#), filed with the Commission pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on January 14, 2013 (Commission File No. 001-35780), as updated by the Company’s Registration Statement on [Form S-3ASR](#), filed with the Commission on May 10, 2017 (Commission File No. 333-217847), and any other amendments or reports filed for the purpose of updating such description.

To the extent that any information contained in any Current Report on Form 8-K, or any exhibit thereto, was furnished to, rather than filed with, the Commission, such information or exhibit is specifically not incorporated by reference.

All reports and other documents that the Company subsequently files with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that the Company has sold all of the securities offered under this Registration Statement or deregisters the distribution of all such securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date that the Company files such report or document.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a

statement contained herein or in any other subsequently filed document that also is, or is deemed to be, incorporated by reference herein modifies or replaces such statement. Any such statement so modified or replaced shall not be deemed, except as so modified or replaced, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Delaware law provides that directors of a corporation will not be personally liable to the corporation or its stockholders for monetary damages for breach of their fiduciary duties as directors, except for liability:

- for any breach of their duty of loyalty to the corporation or its stockholders;
- for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- under Section 174 of the Delaware General Corporation Law (the “DGCL”) relating to unlawful payments of dividends or unlawful stock repurchases or redemptions; or
- for any transaction from which the director derived an improper personal benefit.

The limitation of liability does not apply to liabilities arising under the federal or state securities laws and does not affect the availability of equitable remedies, such as injunctive relief or rescission.

As permitted by the DGCL, Article VI of the Company’s Second Restated Certificate of Incorporation (the “Certificate”) limits the personal liability of its directors for monetary damages for breach of their fiduciary duties as directors to the fullest extent permitted by the DGCL or any other law of the State of Delaware. In addition, Section 6 of the Company’s Amended and Restated Bylaws (the “Bylaws”) provides that the Company will indemnify, defend and hold harmless, to the fullest extent permitted by applicable law, any person who was or is made, or is threatened to be made, a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “Proceeding”), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or an officer of the Company or, while a director or an officer of the Company, is or was serving at the request of the Company as a director, officer, employee, member, trustee or agent of another corporation or of a partnership, joint venture, trust, nonprofit entity or other enterprise (including, but not limited to, service with respect to employee benefit plans), against all liability and loss suffered (including, but not limited to, expenses (including, but not limited to, attorneys’ fees and expenses), judgments, fines and amounts paid in settlement actually and reasonably incurred by such indemnitee in connection with such Proceeding). However, the Company will only be required to indemnify such person in connection with a Proceeding commenced by such person if the commencement of such Proceeding by such person was authorized by the Company’s Board of Directors or the Proceeding relates to the enforcement of the Company’s indemnification obligations under Section 6.1 of the Bylaws. The Bylaws further provide for the advancement of expenses incurred by any such person in connection with the defense of a Proceeding.

The Company has entered into indemnification agreements with its directors and officers. These agreements provide broader indemnity rights than those provided under the DGCL and under the Company’s Certificate and Bylaws. The indemnification agreements are not intended to deny or otherwise limit third-party or derivative suits against the Company or its directors or officers, but to the extent a director or officer were entitled to indemnity or contribution under the indemnification agreement, the financial burden of a third-party suit would be borne by the Company, and the Company would not benefit from derivative recoveries against the director or officer. Such recoveries would accrue to the Company’s benefit but would be offset by its obligations to the director or officer under the indemnification agreement.

As permitted by the Company's Bylaws, the Company maintains directors' and officers' liability insurance for the benefit of its directors and officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

A list of exhibits filed herewith is contained in the Exhibit Index that immediately precedes such exhibits and is incorporated herein by reference.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to the Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the registration statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public

policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

Exhibit No.	Exhibit
5.1*	<u>Opinion of Morgan, Lewis & Bockius LLP regarding validity of the securities being registered.</u>
10.1	<u>2012 Omnibus Long-Term Incentive Plan, as Amended and Restated, effective May 29, 2019</u> (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed May 30, 2019).
23.1*	<u>Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm for the Company.</u>
23.3*	<u>Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.1).</u>
24.1*	<u>Powers of Attorney (included in the signature page of this Registration Statement).</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Watertown, Commonwealth of Massachusetts on the 6th day of June, 2019.

BRIGHT HORIZONS FAMILY SOLUTIONS INC.

By: /s/ Stephen H. Kramer

Stephen H. Kramer
Chief Executive Officer and President

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Stephen H. Kramer, Elizabeth J. Boland, and Stephen I. Dreier, and each of them singly, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Bright Horizons Family Solutions Inc., and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stephen H. Kramer</u> Stephen H. Kramer	Chief Executive Officer, President and Director (Principal Executive Officer)	June 6, 2019
<u>/s/ Elizabeth J. Boland</u> Elizabeth J. Boland	Chief Financial Officer (Principal Financial and Accounting Officer)	June 6, 2019
<u>/s/ David H. Lissy</u> David H. Lissy	Director, Executive Chairman	June 6, 2019
<u>/s/ Lawrence M. Alleva</u> Lawrence M. Alleva	Director	June 6, 2019
<u>/s/ Julie Atkinson</u> Julie Atkinson	Director	June 6, 2019

<u>/s/ Joshua Bekenstein</u> Joshua Bekenstein	Director	June 6, 2019
<u>/s/ Roger H. Brown</u> Roger H. Brown	Director	June 6, 2019
<u>/s/ Jordan Hitch</u> Jordan Hitch	Director	June 6, 2019
<u>/s/ Marguerite Kondracke</u> Marguerite Kondracke	Director	June 6, 2019
<u>/s/ Sara Lawrence-Lightfoot</u> Sara Lawrence-Lightfoot	Director	June 6, 2019
<u>/s/ Linda A. Mason</u> Linda A. Mason	Director	June 6, 2019
<u>/s/ Cathy E. Minehan</u> Cathy E. Minehan	Director	June 6, 2019
<u>/s/ Laurel J. Richie</u> Laurel J. Richie	Director	June 6, 2019
<u>/s/ Mary Ann Tocio</u> Mary Ann Tocio	Director	June 6, 2019

June 6, 2019

Bright Horizons Family Solutions Inc.
200 Talcott Avenue South
Watertown, Massachusetts 02472

Re: Bright Horizons Family Solutions Inc.
Registration Statement on Form S-8 Filed on June 6, 2019

Ladies and Gentlemen:

We have acted as counsel to Bright Horizons Family Solutions Inc., a Delaware corporation (the "Company"), in connection with its filing of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), with the Securities and Exchange Commission (the "SEC") on the date hereof. The Registration Statement relates to the registration of 2,940,082 shares of common stock, \$0.001 par value, of the Company (the "Common Stock"), which may be issued under the 2012 Omnibus Long-Term Incentive Plan, as Amended and Restated, effective May 29, 2019 (the "Plan").

In connection with this opinion letter, we have examined the Registration Statement and originals, or copies certified or otherwise identified to our satisfaction, of (i) the Second Restated Certificate of Incorporation of the Company, as amended to date, (ii) the Amended and Restated By-Laws of the Company, as amended to date, (iii) certain resolutions of the Company's Board of Directors relating to the Registration Statement, (iv) the Plan, and (v) such other documents, records and other instruments as we have deemed appropriate for purposes of the opinions set forth herein.

We have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of the documents submitted to us as originals, the conformity with the originals of all documents submitted to us as certified, facsimile or photostatic copies and the authenticity of the originals of all documents submitted to us as copies. With respect to matters of fact relevant to our opinions as set forth below, we have relied upon certificates of officers of the Company, representations made by the Company in documents examined by us, and representations of officers of the Company. We have also obtained and relied upon such certificates and assurances from public officials as we have deemed necessary for the purposes of our opinions set forth below.

Subject to the foregoing and the other matters set forth herein, we are of the opinion, as of the date hereof that the Common Stock has been duly authorized by the Company and, when issued by the Company in accordance with the provisions of the Plan, will be validly issued, fully paid, and non-assessable.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the SEC thereunder.

The opinion expressed herein is limited to the Federal laws of the United States and the Delaware General Corporation Law.

Very truly yours,

/s/ Morgan, Lewis & Bockius LLP
Morgan, Lewis & Bockius LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 27, 2019, relating to the financial statements of Bright Horizons Family Solutions Inc. and subsidiaries (which report expressed an unqualified opinion and includes an explanatory paragraph relating to the Company's adoption of Account Standards Update No. 2016-09 *Compensation—Stock Compensation: Improvements to Employee Share-Based Payment Accounting*), and the effectiveness of Bright Horizons Family Solutions Inc. and subsidiaries' internal control over financial reporting, appearing in the Annual Report on Form 10-K of Bright Horizons Family Solutions Inc. for the year ended December 31, 2018.

/s/ Deloitte & Touche LLP

Boston, Massachusetts

June 6, 2019