

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☒ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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</u> <u>MA</u> <u>02116</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BRIGHT HORIZONS FAMILY SOLUTIONS INC.</u> [ <u>BFAM</u> ]  3. Date of Earliest Transaction (Month/Day/Year) <u>11/14/2017</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)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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	11/14/2017		s		3,504,999	D	\$87.26	4,481,533	I	See Footnotes <sup>(1)(2)(3)(4)(5)(6)(7)</sup>

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</u> <u>MA</u> <u>02116</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>BC BRIGHTNESS SPV GP, LLC</u>  (Last) (First) (Middle) <u>200 CLARENDON STREET</u>  (Street) <u>BOSTON</u> <u>MA</u> <u>02116</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>BC Brightness SPV, LP</u>  (Last) (First) (Middle) <u>200 CLARENDON STREET</u>  (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 member of BC Brightness SPV GP, LLC ("BC SPV GP"), which is the sole general partner of BC Brightness SPV, LP ("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. BC SPV GP disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On November 14, 2017, BC SPV sold 3,462,449 shares of Common Stock. Following such sale, BC SPV held 4,429,830 shares of Common Stock.
2. On November 14, 2017, BCIP Associates III, LLC ("BCIP III"), whose manager is BCIP Associates III ("BCIPA III"), whose managing partner is Boylston Coinvestors, LLC ("Boylston"), sold 24,570 shares of Common Stock. Following such sale, BCIP III held 31,057 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 14, 2017, BCIP Associates III-B, LLC ("BCIP III-B"), whose manager is BCIP Associates III-B ("BCIPA III-B"), whose managing partner is Boylston, sold 4,850 shares of Common Stock. Following such sale, BCIP III-B held 5,639 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 14, 2017, BCIP T Associates III, LLC ("BCIPT III"), whose manager is BCIP Trust Associates III ("BCIPTA III"), whose managing partner is Boylston, sold 11,800 shares of Common Stock. Following such sale, BCIPT III held 13,485 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 14, 2017, 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 817 shares of Common Stock. Following such sale, BCIPT III-B held 934 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 14, 2017, BCIP Associates-G ("BCIP G" and together with BC SPV, BCIP III, BCIP III-B, BCIPT III and BCIPT III-B, the "Bain Capital Entities"), whose managing partner is Boylston, sold 513 shares of Common Stock. Following such sale, BCIP G held 588 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 Investors, LLC,  
By: /s/ Joshua Bekenstein, 11/16/2017  
Name: Joshua Bekenstein,  
Title: Managing Director

BC Brightness SPV GP, LLC,  
By: Bain Capital Investors,  
LLC, its Sole Member, By: /s/ 11/16/2017  
Joshua Bekenstein, Name:  
Joshua Bekenstein, Title:  
Managing Director

BC Brightness SPV, LP, By:  
BC Brightness SPV GP, LLC,  
its General Partner, By: Bain  
Capital Investors, LLC, its Sole 11/16/2017  
Member, By: /s/ Joshua  
Bekenstein, Name: Joshua  
Bekenstein, Title: Managing  
Director

BCIP Associates III, LLC, By:  
BCIP Associates III, its  
Manager, By: Boylston  
Coinvestors, LLC, as 11/16/2017  
Managing Partner, By: /s/  
Joshua Bekenstein, Name:  
Joshua Bekenstein, Title:  
Authorized Signatory

BCIP Associates III, By:  
Boylston Coinvestors, LLC, as  
Managing Partner, By: /s/ 11/16/2017  
Joshua Bekenstein, Name:  
Joshua Bekenstein, Title:  
Authorized Signatory

BCIP Associates III-B, LLC,  
By: BCIP Associates III-B, its  
Manager, By: Boylston  
Coinvestors, LLC, as 11/16/2017  
Managing Partner, By: /s/  
Joshua Bekenstein, Name:  
Joshua Bekenstein, Title:  
Authorized Signatory

BCIP Associates III-B, By: 11/16/2017  
Boylston Coinvestors, LLC, as  
Managing Partner, By: /s/

Joshua Bekenstein, Name:  
Joshua Bekenstein, Title:  
Authorized Signatory  
BCIP T Associates III, LLC,  
By: BCIP Trust Associates III,  
its Manager, By: Boylston  
Coinvestors, LLC, as  
Managing Partner, By: /s/ 11/16/2017  
Joshua Bekenstein, Name:  
Joshua Bekenstein, Title:  
Authorized Signatory  
BCIP Trust Associates III, By:  
Boylston Coinvestors, LLC, as  
Managing Partner, By: /s/ 11/16/2017  
Joshua Bekenstein, Name:  
Joshua Bekenstein, Title:  
Authorized Signatory  
BCIP T Associates III-B, LLC,  
By: BCIP Trust Associates III-  
B, its Manager, By: Boylston  
Coinvestors, LLC, as  
Managing Partner, By: /s/ 11/16/2017  
Joshua Bekenstein, Name:  
Joshua Bekenstein, Title:  
Authorized Signatory

\*\* 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.