

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* <b>BROWN ROGER H</b> <hr/> (Last) (First) (Middle) <b>C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC</b> <b>200 TALCOTT AVENUE SOUTH</b> <hr/> (Street) <b>WATERTOWN MA 02472</b> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>BRIGHT HORIZONS FAMILY SOLUTIONS INC. [ BFAM ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>11/10/2016</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	11/10/2016		M <sup>(1)</sup>		2,238	A	\$12	4,473	D	
Common Stock	11/10/2016		M <sup>(1)</sup>		7,744	A	\$14.54	12,217	D	
Common Stock	11/10/2016		S <sup>(1)</sup>		9,982	D	\$68	2,235	D	
Common Stock	11/10/2016		M <sup>(1)</sup>		15,334	A	\$14.54	24,604	I	By Spouse
Common Stock	11/10/2016		S <sup>(1)</sup>		2,018	D	\$68	22,586	I	By Spouse
Common Stock	11/11/2016		S <sup>(1)</sup>		12,400	D	\$70.01 <sup>(2)</sup>	10,186	I	By Spouse
Common Stock	11/11/2016		S <sup>(1)</sup>		916	D	\$72 <sup>(3)</sup>	9,270	I	By Spouse
Common Stock	11/14/2016		M <sup>(1)</sup>		12,124	A	\$14.54	21,394	I	By Spouse
Common Stock	11/14/2016		S <sup>(1)</sup>		12,124	D	\$72.04 <sup>(4)</sup>	9,270	I	By Spouse
Common Stock								130,838	I	By Linda A. Mason Trust
Common Stock								1,226	I	By Roger H. Brown Trust

**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				
Option to Purchase Common Stock	\$14.54	11/10/2016		M <sup>(1)</sup>			7,744	(5)	09/02/2018	Common Stock	7,744	\$0.00	0.00	D	
Option to Purchase Common Stock	\$12	11/10/2016		M <sup>(1)</sup>			2,238	(5)	09/02/2018	Common Stock	2,238	\$0.00	0.00	D	
Option to Purchase Common Stock	\$14.54	11/10/2016		M <sup>(1)</sup>			2,018	(5)	09/02/2018	Common Stock	2,018	\$0.00	55,350	I	By Spouse
Option to Purchase Common Stock	\$14.54	11/11/2016		M <sup>(1)</sup>			13,316	(5)	09/02/2018	Common Stock	13,316	\$0.00	42,034	I	By Spouse
Option to Purchase Common Stock	\$14.54	11/14/2016		M <sup>(1)</sup>			12,124	(5)	09/02/2018	Common Stock	12,124	\$0.00	29,910	I	By Spouse

**Explanation of Responses:**

- These trades were made pursuant to a Rule 10b5-1 trading plan.
- This transaction was executed in multiple trades at prices ranging from \$70.00 to \$70.08. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$72.00 to \$72.01. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$72.00 to \$72.31. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- The option to purchase shares is fully vested.

**Remarks:**

/s/ John Casagrande, attorney-in-fact for Roger Brown 11/15/2016

\*\* 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.