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

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): June 1, 2017**

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**BRIGHT HORIZONS FAMILY SOLUTIONS INC.**  
(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35780**  
(Commission  
File Number)

**80-0188269**  
(I.R.S. Employer  
Identification Number)

**200 Talcott Avenue South**  
**Watertown, MA**  
(Address of principal executive offices)

**02472**  
(Zip code)

**Registrant's telephone number, including area code: (617) 673-8000**

**Not Applicable**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR §230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR §240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR §240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR §240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 13(a) of the Exchange Act.

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**Item 5.02(e) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On June 1, 2017, Bright Horizons Family Solutions Inc. (the “Company”) held its annual meeting of shareholders and the Company’s shareholders voted to approve the Company’s 2012 Omnibus Long-Term Incentive Plan, as Amended and Restated (the “Amended 2012 Plan”), and the Company’s 2017 Annual Incentive Plan (the “Annual Plan”) as further described below in Item 5.07, effective as of June 1, 2017.

Key employees, directors, consultants and advisors of the Company and its affiliates are eligible to receive awards under the Amended 2012 Plan. The maximum number of shares of common stock that may be delivered in satisfaction of awards under the Amended 2012 Plan is 5,000,000 shares, subject to certain adjustments. As of March 14, 2017, the date the Amended 2012 Plan was approved by the Board of Directors, 1,866,395 shares remained available for grant under the Amended 2012 Plan (plus any shares that again become available for grant under the terms of the Amended 2012 Plan).

Executive officers and other key employees will be eligible to receive annual bonuses under the Annual Plan for performance periods beginning on or after January 1, 2018. The Compensation Committee will establish the performance criteria applicable to awards under the Annual Plan, the amount or amounts payable if the performance criteria are achieved and such other terms and conditions of any awards. The Annual Plan permits the grant of awards that are intended to qualify as exempt performance-based compensation under Section 162(m) as well as other awards.

For additional information regarding the Amended 2012 Plan and the Annual Plan, see the summaries of each plan included in the Company’s definitive Proxy Statement as filed with the Securities and Exchange Commission on April 13, 2017 (the “Proxy Statement”) under “Proposal 4 - Approval of 2012 Omnibus Long-Term Incentive Plan, as Amended and Restated - Description of the Amended 2012 Plan” and “Proposal 5 - Approval of the 2017 Annual Incentive Plan - Summary of the Annual Plan,” which summaries are incorporated herein by reference. A copy of the Amended 2012 Plan is attached as Appendix A to the Proxy Statement and a copy of the Annual Plan is attached as Appendix B to the Proxy Statement and are incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On June 1, 2017, the Company held its annual meeting of shareholders pursuant to notice duly given. Set forth below are the final voting results for each of the matters submitted to a vote of the shareholders. For more information about the proposals set forth below, please see the Company’s Proxy Statement.

*Proposal One: Election of Directors*

All of the Board’s nominees for director were elected to serve on the Company’s Board of Directors for a term of three years, as follows:

Nominee	For	Against	Abstain	Broker Non-Votes
Dr. Sara Lawrence-Lightfoot	53,450,030	1,731,974	36,092	1,120,676
David H. Lissy	54,059,517	1,122,304	36,275	1,120,676
Cathy E. Minehan	54,843,143	338,861	36,092	1,120,676

*Proposal Two: Advisory Vote on Named Executive Officer Compensation*

The Company’s shareholders approved, on an advisory basis, the compensation paid by the Company to its named executive officers, as follows:

For	Against	Abstain	Broker Non-Votes
53,347,055	849,978	21,063	1,120,676

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*Proposal Three: Ratification of the Company's Independent Registered Public Accounting Firm*

The Company's shareholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017, as follows:

For	Against	Abstain
55,981,625	335,376	21,771

The proposal to ratify the appointment of Deloitte & Touche LLP was a routine matter and, therefore, there were no broker non-votes relating to that matter.

*Proposal Four: 2012 Omnibus Long-Term Incentive Plan, as Amended and Restated*

The Company's shareholders approved the 2012 Omnibus Long-Term Incentive Plan, as Amended and Restated, as follows:

For	Against	Abstain	Broker Non-Votes
54,349,583	846,722	21,791	1,120,676

*Proposal Five: 2017 Annual Incentive Plan*

The Company's shareholders approved the 2017 Annual Incentive Plan, as follows:

For	Against	Abstain	Broker Non-Votes
54,864,177	332,514	21,405	1,120,676

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**BRIGHT HORIZONS FAMILY SOLUTIONS INC.**

Date: June 2, 2017

By: /s/ Elizabeth Boland

**Elizabeth Boland**  
**Chief Financial Officer**