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

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2016

OR

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

For the transition period from _____ to _____

Commission file number: 001-35780

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Bright Horizons 401(k) Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

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

BRIGHT HORIZONS 401(k) PLAN

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Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended, have been omitted because they are not applicable.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Administrator and Trustee of the Bright Horizons 401(k) Plan:

We have audited the accompanying statements of net assets available for benefits of the Bright Horizons 401(k) Plan (the “Plan”) as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016. These financial statements are the responsibility of the Plan’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2016 and 2015, and the changes in net assets available for benefits for the year ended December 31, 2016, in conformity with accounting principles generally accepted in the United States of America.

The supplemental information in the accompanying schedule of assets (held at end of year) as of December 31, 2016 has been subjected to audit procedures performed in conjunction with the audit of Bright Horizons 401(k) Plan’s financial statements. The supplemental information is presented for the purpose of additional analysis and is not a required part of the financial statements but includes supplemental information required by the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental information is the responsibility of the Plan’s management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information in the accompanying schedule, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information in the accompanying schedule is fairly stated in all material respects in relation to the financial statements as a whole.

/s/ Gray, Gray & Gray, LLP

Canton, Massachusetts
June 15, 2017

**BRIGHT HORIZONS 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

| | December 31, | |
|--|-----------------------|-----------------------|
| | 2016 | 2015 |
| ASSETS | | |
| Investments, at fair value: | | |
| Pooled separate accounts | \$ 154,459,830 | \$ 138,444,126 |
| Mutual fund | 17,225,242 | 15,657,574 |
| Company stock fund | 1,587,488 | 1,280,226 |
| Total investments | 173,272,560 | 155,381,926 |
| Investment contract, at contract value | 39,062,550 | 36,463,215 |
| Notes receivable from participants | 4,146,604 | 3,962,441 |
| Total assets | 216,481,714 | 195,807,582 |
| LIABILITIES | | |
| Excess contributions refundable | 412,968 | 356,168 |
| Total liabilities | 412,968 | 356,168 |
| NET ASSETS AVAILABLE FOR BENEFITS | \$ 216,068,746 | \$ 195,451,414 |

See accompanying notes to financial statements.

BRIGHT HORIZONS 401(k) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2016

| | 2016 |
|--|-----------------------|
| ADDITIONS | |
| Investment income: | |
| Net appreciation in fair value of investments | \$ 13,963,032 |
| Interest and dividends | 1,598,113 |
| Total investment income | 15,561,145 |
| Interest earned on notes receivable from participants | 172,290 |
| Contributions: | |
| Participant | 14,418,238 |
| Employer | 2,715,092 |
| Rollovers | 2,714,870 |
| Total contributions | 19,848,200 |
| Total additions | 35,581,635 |
| DEDUCTIONS | |
| Benefits paid to participants | 14,886,575 |
| Deemed distributions of notes receivable from participants | 6,375 |
| Administrative expenses | 71,353 |
| Total deductions | 14,964,303 |
| NET INCREASE IN NET ASSETS | 20,617,332 |
| NET ASSETS AVAILABLE FOR BENEFITS | |
| Beginning of year | 195,451,414 |
| End of year | <u>\$ 216,068,746</u> |

See accompanying notes to financial statements.

**BRIGHT HORIZONS 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016**

1. DESCRIPTION OF THE PLAN

The following description of the Bright Horizons 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General - The Plan is a defined-contribution plan that is available to eligible U.S. based employees of Bright Horizons Children's Centers LLC (the "Plan Sponsor"), and its participating subsidiaries, except for employees residing in Puerto Rico. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Administration - The Plan is administered by Bright Horizons Children's Centers LLC which, as Plan Administrator, has substantial control of and discretion over the administration of the Plan. The Plan Administrator has engaged a third party, Massachusetts Mutual Life Insurance Company ("MassMutual"), to provide recordkeeping and administrative services.

Eligibility - Employees are eligible to participate in the Plan after completion of 60 days and 160 hours of service within those 60 days or completion of one year of service and 1,000 hours or 1,000 hours in a calendar year thereafter, provided they are then at least 20.5 years of age. However, participants are not eligible for employer matching contributions until completion of one year of service.

Contributions - Participants are permitted to contribute up to 50% of eligible pre-tax compensation (as defined in the Plan), subject to certain limitations under current income tax regulations. Catch-up contributions are permitted for participants reaching age 50 during the plan year.

Employer matching contributions are made to participants who have completed one year of service. For the year ended December 31, 2016, Bright Horizons Family Solutions Inc. (the "Company") contributed an amount equal to 25% of the participants' contributions up to 8% of the participants' eligible compensation. The Company may also make an additional discretionary contribution to participants, as determined annually by the Company. For the plan years ended December 31, 2016 and 2015, the Company did not make any additional discretionary contributions.

Vesting - Employees are immediately vested in their own contributions and related earnings. Company contributions to participants and earnings thereon are 20% vested after the second year of employment and vest 20% each year thereafter, such that a participant is 100% vested after six years of continued employment. A vested year is one in which a participant works a minimum of 1,000 hours between January 1st and December 31st. In addition, a participant's entire account balance becomes 100% vested and payable upon the participant's attainment of age 65, disability, or death.

Participant Accounts - Individual accounts are maintained for each Plan participant. Each participant account is credited with the participant's contribution, Company contributions and Plan earnings, and charged with withdrawals and an allocation of the Plan losses. Allocations of earnings (losses) are based on account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Forfeitures - The distribution and allocation of forfeited Company discretionary and matching contributions are first made available to reinstate previously forfeited Company discretionary or matching contributions of account balances for rehired former participants provided certain provisions in the Plan Agreement are met. The remaining forfeitures are used to reduce Company matching contributions or to reduce Plan expenses for the plan year in which such forfeitures occur. At December 31, 2016 and 2015, forfeited non-vested accounts totaled \$509,092 and \$416,967, respectively. Forfeitures in the amount of \$123,632 were used to reduce Company matching contributions during 2016.

Payment of Benefits - The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Benefits may be distributed to participants upon termination of employment by reason of retirement, disability, death or other severance of employment. Participant accounts are fully vested when their termination of service is due to death, disability or normal retirement (as defined in the Plan). Upon termination of employment for other reasons, including early retirement, each participant is entitled to distributions based upon the vested portion of his or her account determined as of the day the participant terminates employment. In addition, participants can withdraw their deferred compensation balance in the event of certain hardship circumstances, as defined in the Plan. Payment of benefits is made in one lump sum amount.

Notes Receivable from Participants - Participants may borrow a minimum of \$1,000 and a maximum of the lesser of \$50,000 or 50% of their vested account balance. Interest rates on these loans are the prime rate plus 1%, and the interest rates for outstanding loans currently range from 4.25% to 9.25% per annum. Loans must be repaid within five years, unless the loan is taken for the purchase of a primary residence, which may be repaid over a period not to exceed 30 years. Participants repay principal and interest through payroll deductions. If participants are terminating or retiring, they will have the choice of repaying the loan or having the loan offset from their account. The offset loan amount will be considered a taxable distribution.

**BRIGHT HORIZONS 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016**

Investments Option - Participants direct the investment of their contributions into various investment options offered by the Plan, including the Bright Horizons Stock Fund which consists primarily of the Company's common stock.

2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting - The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"). The financial statements and supplemental schedule have been prepared to satisfy the reporting and disclosure requirements of ERISA.

Use of Estimates - The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of Plan assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties - The Plan invests in various investment securities. Investment securities, in general, are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

Investment Valuation and Income Recognition - Investments are reported at fair value except for fully benefit-responsive investment contracts which are reported at contract value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Contract value is the relevant measure for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Purchases and sales of securities are recorded as earned on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's realized gains and losses on investments bought and sold as well as unrealized appreciation (depreciation) in investments held.

The Bright Horizons Stock Fund (the "Fund") is tracked on a unitized basis. The Fund consists of Bright Horizons Family Solutions Inc. common stock and cash investments used to cover the Fund's daily cash needs. The value of a unit reflects the combined market value of Bright Horizons Family Solutions Inc. common stock and the cash investments held by the Fund. As of December 31, 2016, the Fund held 20,845 shares of Bright Horizons Family Solutions Inc. common stock with an aggregate value of \$1,466,830 and cash investments of \$120,658.

Payment of Benefits - Benefits paid to participants are recorded upon distribution.

Administrative Expenses - Certain expenses incurred in connection with the general administration of the Plan are paid by the Plan and are recorded in the accompanying statement of changes in net assets available for benefits as deductions. Investment related expenses are included in net appreciation in fair value of investments. Other expenses incurred in the administration of the Plan are paid by the Company.

Plan Termination - Although it has not expressed intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts.

Uncertain Tax Positions - US GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more-likely-than-not would not be sustained upon examination. The Plan Sponsor has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Sponsor believes it is no longer subject to income tax examinations for years prior to 2013.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. No allowance for credit losses has been recorded as of December 31, 2016 and 2015.

Excess Contributions Payable - Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed 2016 excess contributions to the applicable participants prior to March 15, 2017.

**BRIGHT HORIZONS 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016**

3. INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan entered into a fully benefit-responsive investment contract with MassMutual. MassMutual maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Since this contract meets the fully benefit-responsive contract criteria, the contract is included in the financial statements at contract value as reported to the Plan by MassMutual. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed on a semi-annual basis for resetting. The crediting interest rate was 3.4% at of both December 31, 2016 and 2015.

Certain events may limit the ability of the Plan to transact at contract value with the participant. Such events include, but may not be limited to the following: (1) temporary absence; (2) change in position or other occurrence qualifying as a temporary break in service under the Plan; (3) transfer or other change of position resulting in employment by an entity controlling, controlled by, or under other common control with the employer; (4) cessation of an employment relationship resulting from a reorganization, merger, layoff or the sale or discontinuance of all or any part of the Plan Sponsor's business; (5) removal from the Plan of one or more groups or classifications of participants; (6) partial or complete Plan termination; or (7) Plan disqualification. The Plan Sponsor does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

4. TAX STATUS

On March 31, 2014, the IRS stated that the prototype adopted by the Plan, as then designed, qualified under Internal Revenue Code ("IRC") Section 401(a). The Plan has not received a determination letter specific to the Plan itself; however, the Plan Sponsor and the Plan's tax counsel believe that the Plan has been designed and is being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

5. PARTY-IN-INTEREST TRANSACTIONS

The Plan engages in investment transactions with funds managed by MassMutual, the Plan's record keeper and trustee. The total fees paid by the Plan to MassMutual during 2016 amounted to \$71,353. At December 31, 2016, the Plan held 20,845 shares of Company common stock. These transactions qualify as exempt party-in-interest transactions and are allowable under ERISA.

6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the total net assets as reflected in the Form 5500 as of December 31, 2016 and 2015:

| | <u>2016</u> | <u>2015</u> |
|--|-----------------------|-----------------------|
| Net assets available for benefits per the financial statements | \$ 216,068,746 | \$ 195,451,414 |
| Excess contributions refundable | 412,968 | 356,168 |
| Accrued interest on notes receivable from participants | — | 1,296 |
| Net assets per Form 5500 | <u>\$ 216,481,714</u> | <u>\$ 195,808,878</u> |

The following is a reconciliation of the changes in net assets available for benefits per the financial statements to the changes in net assets as reflected in the Form 5500 for the year ended December 31, 2016:

| | |
|--|----------------------|
| Net increase in net assets available for benefits per the financial statements | \$ 20,617,332 |
| Excess contributions refundable at December 31, 2016 | 412,968 |
| Excess contributions refundable at December 31, 2015 | (356,168) |
| Decrease in accrued interest on notes receivable from participants | (1,296) |
| Net income per the Form 5500 | <u>\$ 20,672,836</u> |

7. FAIR VALUE MEASUREMENTS

The Financial Accounting Standards Board issued Accounting Standards Codification 820, *Fair Value Measurement and Disclosures*, which provides the framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes

**BRIGHT HORIZONS 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016**

the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Assets and liabilities are classified within the fair value hierarchy based on the lowest level of input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investment from one fair value level to another. In such instances, the transfer is reported at the end of the reporting period. Management evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2016, there were no significant transfers in or out of Levels 1, 2, or 3.

Following is a description of the valuation methodologies used by the Plan. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Mutual fund: Valued at the unit value calculated based on the observable net asset value (“NAV”) of the underlying investments.

Pooled separate accounts: Valued at the unit value based on the NAV of the underlying mutual fund at year end.

The Bright Horizons Stock Fund: The fund is a unitized stock fund that consists of Bright Horizons Family Solutions Inc. common stock and investments in a temporary investment fund to provide liquidity for daily trading. Fair value is based upon the fair value of the underlying assets derived principally from or corroborated by observable market data by correlation or other means. These investments are classified within Level 2 of the fair value hierarchy.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy where applicable, the Plan’s assets at fair value as of December 31, 2016 and 2015:

| | 2016 | |
|--|---------------------|-----------------------|
| | Level 2 | Total |
| Bright Horizons Stock Fund | \$ 1,587,488 | \$ 1,587,488 |
| Investments measured at NAV* | | |
| Pooled separate accounts | | 154,459,830 |
| Mutual fund | | 17,225,242 |
| Total investments at fair value | \$ 1,587,488 | \$ 173,272,560 |

**BRIGHT HORIZONS 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2016**

| | 2015 | |
|---------------------------------|--------------|----------------|
| | Level 2 | Total |
| Bright Horizons Stock Fund | \$ 1,280,226 | \$ 1,280,226 |
| Investments measured at NAV* | | |
| Pooled separate accounts | | 138,444,126 |
| Mutual fund | | 15,657,574 |
| Total investments at fair value | \$ 1,280,226 | \$ 155,381,926 |

* Certain investments that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been categorized in the fair value hierarchy. The fair value amounts presented in this footnote are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Statement of Net Assets Available for Benefits.

Fair Value of Investments in Entities that Use NAV

The following table summarizes investments measured at fair value based on net asset value per share as of December 31, 2016 and 2015, respectively.

| Investment | 2016 | | | | |
|--------------------------|----------------|----------------------|----------------------|-------------------------------|--------------------------|
| | Fair Value | Unfunded Commitments | Redemption Frequency | Other Redemption Restrictions | Redemption Notice Period |
| Pooled separate accounts | \$ 154,459,830 | None | Daily | None | None |
| Mutual fund | \$ 17,225,242 | None | Daily | None | None |
| Investment | 2015 | | | | |
| | Fair Value | Unfunded Commitments | Redemption Frequency | Other Redemption Restrictions | Redemption Notice Period |
| Pooled separate accounts | \$ 138,444,126 | None | Daily | None | None |
| Mutual fund | \$ 15,657,574 | None | Daily | None | None |

8. PLAN REIMBURSEMENT ACCOUNT

As part of the recordkeeping and administrative service fee arrangement with MassMutual, MassMutual agrees to reimburse to the Plan investment fund related revenue received by MassMutual that is in excess of the agreed upon service fee structure. The reimbursement amounts, if any, are paid to the Plan in a Plan reimbursement account. Investment fund related revenue received by MassMutual typically include Rule 12b-1 fees and service fees paid by the fund or the fund's affiliates. The Plan reimbursement account may be used by the Plan to pay direct and necessary expenses of the Plan. Plan reimbursements amounted to \$53,600 for the year ended December 31, 2016.

9. SUBSEQUENT EVENTS

The Company has evaluated subsequent events through June 15, 2017, the date the financial statements were available to be issued and has determined there are no subsequent events to be reported.

**BRIGHT HORIZONS 401(k) PLAN
EIN: 04-2949680, PLAN: 001
DECEMBER 31, 2016**

FORM 5500, SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

| (a) | (b) | (c) | (d) | (e) |
|-----|--|---|------|-----------------------|
| | Identity of issue, borrower, lessor or similar party | Description of investment, including maturity date, rate of interest, collateral, par or maturity value | Cost | Current Value |
| * | Massachusetts Mutual Life Insurance Company | MassMutual Group Annuity Contract - Fixed Fund | ** | \$ 39,062,550 |
| * | Massachusetts Mutual Life Insurance Company | Northern Trust S&P 500 Index | ** | 26,289,877 |
| * | Massachusetts Mutual Life Insurance Company | Barings Premier Discipline Growth | ** | 23,364,964 |
| * | Massachusetts Mutual Life Insurance Company | T. Rowe Price New Horizons Fund (SIA-W4) | ** | 19,905,549 |
| * | Massachusetts Mutual Life Insurance Company | T. Rowe Price Retirement 2030 | ** | 18,663,193 |
| * | RidgeWorth | Large Cap Value Equity I | ** | 17,225,242 |
| * | Massachusetts Mutual Life Insurance Company | T. Rowe Price Retirement 2040 | ** | 12,660,905 |
| * | Massachusetts Mutual Life Insurance Company | T. Rowe Price Retirement 2020 | ** | 11,977,589 |
| * | Massachusetts Mutual Life Insurance Company | American EuroPacific Growth | ** | 9,491,029 |
| * | Massachusetts Mutual Life Insurance Company | T. Rowe Price Retirement 2050 | ** | 8,810,676 |
| * | Massachusetts Mutual Life Insurance Company | Vanguard Small Cap Index | ** | 8,733,693 |
| * | Massachusetts Mutual Life Insurance Company | Barings Premier Diversified Bond (SIA-P) | ** | 6,250,630 |
| * | Massachusetts Mutual Life Insurance Company | Northern Mid Cap Index | ** | 2,812,187 |
| * | Massachusetts Mutual Life Insurance Company | T. Rowe Price Retirement 2010 | ** | 2,691,156 |
| * | Massachusetts Mutual Life Insurance Company | Goldman Sachs Mid Cap Value | ** | 1,064,594 |
| * | Massachusetts Mutual Life Insurance Company | T. Rowe Price Retirement Income | ** | 890,256 |
| * | Massachusetts Mutual Life Insurance Company | T. Rowe Price Retirement 2025 | ** | 355,356 |
| * | Massachusetts Mutual Life Insurance Company | T. Rowe Price Retirement 2045 | ** | 210,700 |
| * | Massachusetts Mutual Life Insurance Company | T. Rowe Price Retirement 2055 | ** | 155,784 |
| * | Massachusetts Mutual Life Insurance Company | T. Rowe Price Retirement 2035 | ** | 73,699 |
| * | Massachusetts Mutual Life Insurance Company | T. Rowe Price Retirement 2060 | ** | 35,743 |
| * | Massachusetts Mutual Life Insurance Company | T. Rowe Price Retirement 2015 | ** | 22,250 |
| * | Bright Horizons | Company Stock Fund | ** | 1,587,488 |
| * | Participant Loans | Rates from 4.25% to 9.25%, maturities ranging from 2017 to 2046 | — | 4,146,604 |
| | | | | <u>\$ 216,481,714</u> |

* Represents party-in-interest to the Plan.

** Cost omitted for participant-directed investments.

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

BRIGHT HORIZONS 401(k) PLAN

Date: June 15, 2017

By: /s/ Elizabeth Boland

Elizabeth Boland
Chief Financial Officer
(Duly Authorized Officer)

EXHIBITS

| Exhibit Number | Description |
|----------------|-------------------------------------|
| 23.1* | CONSENT OF GRAY, GRAY AND GRAY, LLP |

* Exhibit filed herewith.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-193066 of Bright Horizons Family Solutions Inc. on Form S-8 of our report dated June 15, 2017 relating to the financial statements of the Bright Horizons 401(k) Plan appearing in the Annual Report on Form 11-K of the Bright Horizons 401(k) Plan for the year ended December 31, 2016.

/s/ Gray, Gray & Gray, LLP
Canton, MA
June 15, 2017