

OMB APPROVAL	
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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b> BAIN CAPITAL INVESTORS LLC  (Last) (First) (Middle) JOHN HANCOCK TOWER, 200 CLARENDON STREET  (Street) BOSTON MA 02116  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> BRIGHT HORIZONS FAMILY SOLUTIONS INC. [BFAM]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction</b> (Month/Day/Year) 06/18/2013	
	<b>4. If Amendment, Date of Original Filed</b> (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	06/18/2013		S		9,483,898	D	\$ 31.7078	41,899,781	I	See footnotes <sup>(1)</sup> (2) (3) (4) (5) (6)

**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 Underlying Securities (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 of Derivative Security: 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 \***

BAIN CAPITAL INVESTORS LLC

(Last) (First) (Middle)  
JOHN HANCOCK TOWER, 200 CLARENDON STREET

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

**1. Name and Address of Reporting Person \***

BCIP Trust Associates III-B

(Last) (First) (Middle)  
JOHN HANCOCK TOWER, 200 CLARENDON ST.

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

**1. Name and Address of Reporting Person \***

BCIP Associates-G

(Last) (First) (Middle)  
JOHN HANCOCK TOWER, 200 CLARENDON ST.

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

**Explanation of Responses:**

- Bain Capital Investors, LLC ("BCI") is the sole general partner of Bain Capital Partners X, L.P. ("BCP X"), which is the sole general partner of Bain Capital Fund X L.P. ("Fund X"). As a result, each of BCI and BCP X may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Fund X. Each of BCI and BCP X disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On June 18, 2013, Fund X sold 9,377,321 shares of Common Stock. Following such sale, Fund X held 41,415,795 shares of Common Stock.
- BCI is also the managing partner of BCIP Associates III ("BCIPA III"), which is the manager of BCIP Associates III, LLC ("BCIP III"). As a result, each of BCI and BCIPA III may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP III. Each of BCI and BCIPA III disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On June 18, 2013, BCIP III sold 62,024 shares of Common Stock. Following such sale, BCIP III held 290,732 shares of Common Stock.
- BCI is also the managing partner of BCIP Associates III-B ("BCIPA III-B"), which is the manager of BCIP Associates III-B, LLC ("BCIP III-B"). As a result, each of BCI and 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. Each of BCI and BCIPA III-B disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On June 18, 2013, BCIP III-B sold 12,168 shares of Common Stock. Following such sale, BCIP III-B held 52,780 shares

of Common Stock.

4. BCI is also the managing partner of BCIP Trust Associates III ("BCIPTA III"), which is the manager of BCIP T Associates III, LLC ("BCIPT III"). As a result, each of BCI and BCIPTA III may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIPT III. Each of BCI and BCIPTA III disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On June 18, 2013, BCIPT III sold 29,103 shares of Common Stock. Following such sale, BCIPT III held 126,239 shares of Common Stock.

5. BCI is also the managing partner of BCIP Trust Associates III-B ("BCIPTA III-B"), which is the manager of BCIP T Associates III-B, LLC ("BCIPT III-B"). As a result, each of BCI and 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. Each of BCI and BCIPTA III-B disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On June 18, 2013, BCIPT III-B sold 2,016 shares of Common Stock. Following such sale, BCIPT III-B held 8,742 shares of Common Stock.

6. BCI is also the managing partner of BCIP Associates-G ("BCIP G"). As a result, BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP G. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On June 18, 2013, BCIP G sold 1,266 shares of Common Stock. Following such sale, BCIP G held 5,493 shares of Common Stock.

**Remarks:**

Form 2 of 2.

/s/ Jordan Hitch

06/20/2013

\*\* 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.

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