

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>BAIN CAPITAL INVESTORS LLC</b>  (Last) (First) (Middle) 200 CLARENDON STREET  (Street) BOSTON MA 02116  (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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/28/2016	
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	11/28/2016		S		1,731,904	D	\$71.11	12,511,406	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					

1. Name and Address of Reporting Person* <b>BAIN CAPITAL INVESTORS LLC</b>  (Last) (First) (Middle) 200 CLARENDON STREET  (Street) BOSTON MA 02116  (City) (State) (Zip)		
---	--	--

1. Name and Address of Reporting Person* <b>BCIP Trust Associates III-B</b>  (Last) (First) (Middle) 200 CLARENDON STREET  (Street) BOSTON MA 02116  (City) (State) (Zip)		
--	--	--

1. Name and Address of Reporting Person*		
<a href="#">BCIP Associates-G</a>		
(Last)	(First)	(Middle)
200 CLARENDON STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">BC BRIGHTNESS SPV GP, LLC</a>		
(Last)	(First)	(Middle)
200 CLARENDON STREET		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">BC Brightness SPV, LP</a>		
(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"). BCI is also 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"). Fund X is a limited partner of 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. In addition, BCP X may be deemed to share voting and dispositive power with respect to shares of Common Stock held by Fund X. Each of BC SPV GP and BCP X disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On November 28, 2016, Fund X sold 1,710,547 shares of Common Stock. Fund X's remaining 12,366,883 shares of Common Stock have been transferred to BC SPV in a transaction that is exempt from Section 16 pursuant to Rule 16a-13.
2. On November 28, 2016, BCIP Associates III, LLC ("BCIP III"), whose manager is BCIP Associates III ("BCIPA III"), whose managing partner is Boylston Coinvestors, LLC ("Boylston"), sold 12,144 shares of Common Stock. Following such sale, BCIP III held 86,815 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 28, 2016, BCIP Associates III-B, LLC ("BCIP III-B"), whose manager is BCIP Associates III-B ("BCIPA III-B"), whose managing partner is Boylston, sold 2,516 shares of Common Stock. Following such sale, BCIP III-B held 15,761 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 28, 2016, BCIP T Associates III, LLC ("BCIPT III"), whose manager is BCIP Trust Associates III ("BCIPTA III"), whose managing partner is Boylston, sold 6,018 shares of Common Stock. Following such sale, BCIPT III held 37,696 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 28, 2016, 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 417 shares of Common Stock. Following such sale, BCIPT III-B held 2,610 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 28, 2016, BCIP Associates-G ("BCIP G" and together with Fund X, BC SPV, BCIP III, BCIP III-B, BCIPT III and BCIPT III-B, the "Bain Capital Entities"), whose managing partner is Boylston, sold 262 shares of Common Stock. Following such sale, BCIP G held 1,641 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 2 of 2.

[BCIP Trust Associates III-B,](#)  
[By: Boylston Coinvestors,](#)  
[LLC, as Managing Partner,](#)  
[By: /s/ David Humphrey,](#)  
[Name: David Humphrey,](#)  
[Title: Authorized Signatory](#)

11/30/2016

BCIP Associates-G, By:  
Boylston Coinvestors, LLC, as  
Managing Partner, By: /s/ 11/30/2016  
David Humphrey, Name:  
David Humphrey, Title:  
Authorized Signatory  
BC Brightness SPV GP, LLC,  
By: Bain Capital Investors,  
LLC, its Managing Member, 11/30/2016  
By: /s/ David Humphrey,  
Name: David Humphrey,  
Title: Managing Director  
BC Brightness SPV, LP, By:  
BC Brightness SPV GP, LLC,  
its general partner, By: Bain  
Capital Investors, LLC, its 11/30/2016  
sole member, By: /s/ David  
Humphrey, Name: David  
Humphrey, Title: Managing  
Director  
Bain Capital Investors, LLC,  
By: /s/ David Humphrey, 11/30/2016  
Name: David Humphrey,  
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.**