

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Humphrey David</u> (Last) (First) (Middle) <u>C/O BAIN CAPITAL INVESTORS, LLC</u> <u>JOHN HANCOCK TOWER, 200 CLARENDON STREET</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BRIGHT HORIZONS FAMILY SOLUTIONS INC. [BFAM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/28/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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	03/28/2014		S		7,724,060	D	\$36.3221	34,033,737	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾

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					

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"). On March 28, 2014, Fund X sold 7,639,622 shares of Common Stock. Following such sale, Fund X held 33,640,612 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"). On March 28, 2014, BCIP III sold 48,158 shares of Common Stock. Following such sale, BCIP III held 236,151 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"). On March 28, 2014, BCIP III-B sold 9,908 shares of Common Stock. Following such sale, BCIP III-B held 42,872 shares of Common Stock.
- 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"). On March 28, 2014, BCIPT III sold 23,699 shares of Common Stock. Following such sale, BCIPT III held 102,540 shares of Common Stock.
- 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"). On March 28, 2014, BCIPT III-B sold 1,642 shares of Common Stock. Following such sale, BCIPT III-B held 7,100 shares of Common Stock.
- BCI is also the managing partner of BCIP Associates-G ("BCIP G") and together with Fund X, BCIP III, BCIP III-B, BCIPT III and BCIPT III-B, the "Bain Entities". On March 28, 2014, BCIP G sold 1,031 shares of Common Stock. Following such sale, BCIP G held 4,462 shares of Common Stock.
- The governance, investment strategy and decision-making process with respect to the investments held by the Bain Entities is directed by BCI's Global Private Equity Board ("GPEB"). David Humphrey is a Managing Director of BCI. By virtue of the relationships described in these footnotes, Mr. Humphrey may be deemed to share voting and dispositive power with respect to the shares of common stock held by Bain Entities. Mr. Humphrey disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

/s/ David Humphrey 04/01/2014

** 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.