

| 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*<br><b>BAIN CAPITAL INVESTORS LLC</b><br><br>(Last) (First) (Middle)<br><b>JOHN HANCOCK TOWER</b><br><b>200 CLARENDON ST.</b><br><br>(Street)<br><b>BOSTON MA 02116</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>BRIGHT HORIZONS FAMILY SOLUTIONS INC. [ BFAM ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>06/12/2013</b>                                |   |
| 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                    | 06/12/2013                           |  | J <sup>(7)</sup>               |   | 175,685 <sup>(7)</sup>  | D          | \$0   | 51,383,679  | I  | See Footnotes <sup>(1)(2)(3)(4)(5)(6)</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) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  |                                | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

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

|   |         |          |
|---|---------|----------|
| 1. Name and Address of Reporting Person*    |         |          |
| <a href="#">BCIP Trust Associates III-B</a> |         |          |
| (Last)                                      | (First) | (Middle) |
| JOHN HANCOCK TOWER<br>200 CLARENDON ST.     |         |          |
| (Street)                                    |         |          |
| BOSTON                                      | MA      | 02116    |
| (City)                                      | (State) | (Zip)    |

|  |         |          |
|--|---------|----------|
| 1. Name and Address of Reporting Person*   |         |          |
| <a href="#">BCIP Trust Associates III</a>  |         |          |
| (Last)                                     | (First) | (Middle) |
| JOHN HANCOCK TOWER<br>200 CLARENDON STREET |         |          |
| (Street)                                   |         |          |
| BOSTON                                     | MA      | 02116    |
| (City)                                     | (State) | (Zip)    |

|   |         |          |
|---|---------|----------|
| 1. Name and Address of Reporting Person*      |         |          |
| <a href="#">Bain Capital Partners X, L.P.</a> |         |          |
| (Last)  | (First) | (Middle) |
| JOHN HANOCK TOWER, 200 CLARENDON STREET       |         |          |
| (Street)                                      |         |          |
| BOSTON  | MA      | 02116    |
| (City)  | (State) | (Zip)    |

|  |         |          |
|--|---------|----------|
| 1. Name and Address of Reporting Person* |         |          |
| <a href="#">BCIP Associates III, LLC</a> |         |          |
| (Last)                                   | (First) | (Middle) |
| JOHN HANCOCK TOWER, 200 CLARENDON STREET |         |          |
| (Street)                                 |         |          |
| BOSTON                                   | MA      | 02116    |
| (City)                                   | (State) | (Zip)    |

**Explanation of Responses:**

1. 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.
2. 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.
3. 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.
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.
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.
6. 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"). 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.
7. On June 12, 2013, the Bain Entities distributed 175,685 shares of Common Stock to one or more members or partners of the Bain Entities in connection with certain charitable gifts made by such members or partners or their direct or indirect owners on June 12, 2013.

**Remarks:**

/s/ David Humphrey

06/14/2013

\*\* 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.

**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.**