

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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| 1. Name and Address of Reporting Person* <u>Burke Mary Lou</u> (Last) (First) (Middle) <u>C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC</u> <u>200 TALCOTT AVENUE SOUTH</u> (Street) <u>WATERTOWN MA 02472</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>COO North America Center Ops</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/06/2018</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 <input type="checkbox"/> 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 | 12/04/2018 | | G ⁽¹⁾ | V | 125 | D | \$0.00 | 29,721 | D | |
| Common Stock | 12/04/2018 | | G ⁽²⁾ | V | 40 | D | \$0.00 | 29,681 | D | |
| Common Stock | 12/04/2018 | | G ⁽²⁾ | V | 20 | A | \$0.00 | 1,300 | I | UTMA Custodian for daughter |
| Common Stock | 12/04/2018 | | G ⁽²⁾ | V | 20 | A | \$0.00 | 1,300 | I | UTMA Custodian for daughter |
| Common Stock | 12/06/2018 | | M ⁽³⁾ | | 1,100 | A | \$36.29 | 30,781 | D | |
| Common Stock | 12/06/2018 | | S ⁽³⁾ | | 1,100 | D | \$119.84 ⁽⁴⁾ | 29,681 | D | |

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 | | Date Exercisable | Expiration Date | | | | | | Amount or Number of Shares |
| Option to Purchase Common Stock | \$36.29 | 12/06/2018 | | M ⁽³⁾ | | 1,100 | (5) | 01/06/2021 | Common Stock | 1,100 | \$0.00 | 5,418 | D | |

Explanation of Responses:

- This transaction involved a gift of securities.
- This transaction involved a gift of securities by the reporting person to her daughters. The shares are held indirectly under the Uniform Transfer to Minors Act and the reporting person disclaims any beneficial ownership of these shares except for any pecuniary interest therein.
- These trades were made pursuant to a Rule 10b5-1 trading plan.
- This transaction was executed in multiple trades at prices ranging from \$119.20 to \$120.155. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- The option to purchase 25,280 shares of common stock is vested as to 20,224 shares. The remaining portion of the option award is eligible to vest on January 6, 2019.

Remarks:

/s/ John Casagrande, as attorney in fact for Mary Lou Burke 12/06/2018

** 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.