UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

Amendment No. 1
to
CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 21, 2013

Bright Horizons Family Solutions Inc.
(Exact name of Registrant as specified in its charter)

Delaware	001-35780	80-0188269
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

200 Talcott Avenue South Watertown, MA	02472
(Address of principal executive offices)	(Zip Code)

617-673-8000
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.01 Completion of Acquisition or Disposition of Assets.

On April 11, 2013, Bright Horizons Family Solutions Inc. filed a Current Report on Form 8-K to report its acquisition of the entire share capital of Kidsunlimited Group Limited (“Kidsunlimited”), an operator of 64 nurseries throughout the United Kingdom. This Current Report on Form 8-K/A amends the Current Report on Form 8-K filed on April 11, 2013 to include the financial statements as required by Items 9.01 (a) and 9.01 (b) of Form 8-K.

Rule 3-05 of Regulation S-X of the Securities Exchange Act of 1934 specifies the financial statements to be included in Item 9.01, based on certain significance tests, for the acquisition of a non-U.S. acquiree. The financial statements of Kidsunlimited are prepared in accordance with accounting principles generally accepted in the United Kingdom (“U.K. GAAP”), a basis of accounting other than those generally accepted in the United States of America (“U.S. GAAP”). Kidsunlimited met the significance test for 2012 at the 20% level and not at the 30% level and is therefore only required to include a narrative description of the key differences between U.K. GAAP and U.S. GAAP in the notes to its 2012 consolidated financial statements, which are included in Item 9.01 (a) (Exhibit 99.1).

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The audited consolidated balance sheet of Kidsunlimited Group Limited as of April 30, 2012 and the consolidated profit and loss account and cash flows for the year ended April 30, 2012 and the related notes, including a narrative description of the key differences to U.S. GAAP, are filed as Exhibit 99.1 hereto.

The unaudited consolidated balance sheets of Kidsunlimited Group Limited as of January 31, 2013 and April 30, 2012 and the consolidated profit and loss account and cash flows for the nine months ended January 31, 2013 and 2012 and the related notes are filed as Exhibit 99.2 hereto.

(b) Pro Forma Financial Information.

The unaudited pro forma combined condensed financial statements of Bright Horizons Family Solutions Inc. (the “Company”) as of and for the three months ended March 31, 2013 and for the year ended December 31, 2012 and of Kidsunlimited as of and for the three months ended January 31, 2013 and for the year ended January 31, 2013 are filed as Exhibit 99.3 hereto.

(d) Exhibits.

Exhibit No.	Description
23.1	Consent of PricewaterhouseCoopers LLP
99.1	Audited consolidated balance sheet of Kidsunlimited Group Limited as of April 30, 2012 and the consolidated profit and loss account and cash flows for the year ended April 30, 2012.
99.2	Unaudited consolidated balance sheets of Kidsunlimited Group Limited as of January 31, 2013 and April 30, 2012 and the consolidated profit and loss account and cash flows for the nine months ended January 31, 2013 and 2012.
99.3	Unaudited pro forma combined condensed statements of operations of Bright Horizons Family Solutions Inc. for the three months ended March 31, 2013 and for the year ended December 31, 2012 and unaudited pro forma combined condensed balance sheet of Bright Horizons Family Solutions Inc. as of March 31, 2013.

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Bright Horizons Family Solutions Inc.

Date: June 21, 2013

By: /S/ Elizabeth Boland

Elizabeth Boland
Chief Financial Officer

EXHIBIT INDEX

Exhibits.

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Exhibit 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-186193) of Bright Horizons Family Solutions Inc. of our report dated June 21, 2013, relating to the consolidated financial statements of Kidsunlimited Group Limited, which appears in this Current Report on Form 8-K/A of Bright Horizons Family Solutions Inc. dated June 21, 2013.

/s/ PricewaterhouseCoopers LLP
Manchester, United Kingdom
June 21, 2013

Exhibit 99.1

Report of Independent Auditors

To the Board of Directors and Shareholders of Kidsunlimited Group Limited:

We have audited the accompanying consolidated balance sheet of Kidsunlimited Group Limited and its subsidiaries as of 30 April 2012, and the related consolidated profit and loss account, and consolidated cash flows for the year ended 30 April 2012. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Kidsunlimited Group Limited and its subsidiaries at 30 April 2012 and the results of their operations and their cash flows for the year ended 30 April 2012 in conformity with generally accepted accounting principles in the United Kingdom.

Accounting principles generally accepted in the United Kingdom vary in certain significant respects from accounting principles generally accepted in the United States of America. Information relating to the nature of such differences is presented in note 26 to these consolidated financial statements.

/s/ PricewaterhouseCoopers LLP

United Kingdom

21 June 2013

Consolidated profit and loss account for the year 30 April 2012

	Note	£000s
TURNOVER	2	**41,124**
Cost of sales		**(31,149)**
GROSS PROFIT		**9,975**
Administrative expenses before depreciation, amortisation and exceptional items		**(5,021)**
Earnings before interest, taxation, depreciation, amortisation and exceptional items		**4,954**
Administrative expenses – depreciation and amortisation	3	**(3,758)**
Administrative expenses – exceptional costs	3	**(151)**
Total administrative expenses		**(8,930)**
OPERATING PROFIT	3	**1,045**
Loss on disposal of fixed assets		**—**
PROFIT ON ORDINARY ACTIVITIES BEFORE FINANCE CHARGES AND TAXATION		**1,045**
Interest payable and similar charges	6	**(4,585)**
LOSS FOR THE FINANCIAL YEAR BEFORE TAXATION		**(3,540)**
Taxation	7	**844**
LOSS FOR THE FINANCIAL YEAR AFTER TAXATION	17,18	**(2,696)**

There were no recognized gains or losses for the year other than those included in the profit and loss account and accordingly no separate statement of total recognized gains and losses is presented.

There was no material difference between the reported results and the results calculated on an unmodified historical cost basis.

All activities derive from continuing operations.

The accompanying notes are an integral part of these financial statements.

Consolidated balance sheet as of 30 April 2012

	Note	£000s
FIXED ASSETS		
Intangible assets	8	**38,876**
Tangible assets	9	**9,261**
		48,137
CURRENT ASSETS		
Stocks	10	**129**
Debtors	11	**2,904**
Cash at bank and in hand		**4,320**
		7,353
CREDITORS: amounts falling due within one year	12	**(13,632)**
NET CURRENT LIABILITIES		**(6,279)**
TOTAL ASSETS LESS CURRENT LIABILITIES		**41,858**
CREDITORS: amounts falling due after more than one year		
Preference shares	16	(1)
Bank loans	14	(10,097)
Shareholder loans	14	(38,154)
		(48,252)
PROVISIONS FOR LIABILITIES	15	**(1,596)**
NET LIABILITIES		**(7,990)**
CAPITAL AND RESERVES		
Called up share capital	16	**55**
Share premium account	17	**6,333**
Profit and loss account deficit	17	**(14,378)**
EQUITY SHAREHOLDERS' DEFICIT	18	**(7,990)**

The accompanying notes are an integral part of these financial statements.

Consolidated cash flow statement for the year ended April 30, 2012

	Note	£000s
CASH FLOW STATEMENT		
Net cash inflow from operating activities	(i)	**6,065**
Return on investments and servicing of finance	19	**(802)**
Taxation		**(24)**
Capital expenditure and financial investment	19	**(3,044)**
Cash flow before financing		**2,195**
Financing	19	**(989)**
Increase in cash	20	**1,206**

(i) Reconciliation of operating profit to net cash inflow from operating activities

	£000s
Operating profit	**1,045**
Amortisation of intangible assets	**2,446**
Depreciation of tangible fixed assets	**1,312**
Increase in debtors	**(983)**
Increase in stocks	**(21)**
Increase in creditors	**2,365**
Decrease in provisions	**(99)**
Net cash inflow from operating activities	**6,065**

The accompanying notes are an integral part of these financial statements.

Notes to the financial statements for the year ended 30 April 2012

1. Accounting policies

Basis of preparation

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year are set out below.

Earnings before interest, taxation, depreciation and amortisation ("EBITDA") is a measure commonly used in a number of business sectors that are similar to that in which Kidsunlimited operates. Consequently the statutory format of the profit and loss account has been varied, in accordance with the provisions of the Companies Act 2006, as the Directors consider that presenting EBITDA enhances the understanding of the Group's operating results.

Basis of consolidation

The consolidated financial statements comprise the audited financial statements of the company and its subsidiary (together as "Group") undertakings made up to 30 April 2012. Information regarding the consolidated subsidiaries is as follows:

Subsidiary undertaking	Country of incorporation	Principal activity	Class	%
Kids of Wilmslow Limited	England	Intermediate holding company	Equity	100%
Kidsunlimited Limited	England	Nursery care and education	Equity	100%
Nursery Education for Employment Development Limited	England	Nursery care and education	Equity	100%
Tadpoles Nurseries Limited	England	Nursery care and education	Equity	100%
Kids (Warrington & Luton) Limited	England	Nursery care and education	Equity	100%
Kids Properties Limited	England	Dormant	Equity	100%
Clairmont House Limited	England	Dormant	Equity	100%
Kids Nominees Limited	England	Dormant	Equity	100%
Kids Corporate Trustees Limited	England	Trustee	Equity	100%

1. Accounting policies (continued)

Intangible fixed assets

Intangible fixed assets are stated at cost or valuation less amortisation. Amortisation is provided at rates calculated to write off the cost or valuation of intangible fixed assets less their estimated residual value, over their expected useful lives on the following basis:

Goodwill	20 years

Tangible fixed assets

Tangible fixed assets are stated at cost or valuation less depreciation. Depreciation is provided at rates as applied in the financial statements of subsidiary undertakings, calculated to write off the cost or valuation of fixed assets, less their estimated residual value, over their expected useful lives on the following basis:

Leasehold land and buildings	Over the life of the lease
Fixtures, fittings, tools and equipment	10% - 33% straight line

Freehold land is not depreciated.

Capital instruments

Capital instruments are accounted for in accordance with FRS 4. Finance costs are allocated to the profit and loss account over the term of the debt at a constant rate of return. Loan balances are stated at net proceeds and issue costs are charged to the profit and loss account over the term of the loan at a constant rate of return.

1. Accounting policies (continued)

Operating leases

Operating lease rentals are charged to the profit and loss account on a straight line basis over the lease term.

Stocks

Stocks are stated at the lower of cost and net realisable value.

Taxation

Current taxation is provided at amounts expected to be paid (or recovered) using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in years different from those in which they are included in the financial statements.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Provisions

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provision is not made for future operating losses.

Pension costs

The company operates a defined contribution pension scheme and the pension charge in the profit and loss account represents the amounts payable by the company to the fund in respect of the year.

2. Turnover

Turnover is attributable to one class of business, the provision of childcare. Turnover comprises the invoiced value of services supplied by the Group, net of value added tax where applicable, and trade discounts. Turnover is recognised upon provision of the service. All turnover arose within the United Kingdom.

3. Operating profit

	2012 £000s
Operating profit is stated after charging:	
Amortisation of intangible assets	**2,446**
Depreciation of tangible fixed assets	**1,312**
Fees payable to company's auditors for the audit of parent company and consolidated accounts	**12**
Fees payable to the company's auditor for other services:	
- the audit of company's subsidiaries pursuant to legislation	**16**
- tax services	**20**
Exceptional items	**151**
Operating lease rentals:	
- Plant and machinery	**68**
- Nursery premises	**5,360**

Exceptional items relate to the restructure of the senior management team. The cash flows associated with these exceptional items are incorporated within operating profit as disclosed in note (i) to the cash flow statement.

4. Information regarding directors and employees

	2012 £000s
Directors' emoluments	**487**
Compensation for loss of office	**145**
	632

	2012 £000s
The highest paid director received emoluments and benefits as follows:	
Emoluments and benefits under long term incentive schemes	**226**
Compensation for loss of office	—
	226

5. Staff costs

	2012 £000s
Staff costs, including directors' emoluments, were as follows	
Wages and salaries	**22,146**
Social security costs	**1,009**
Pension costs (note 25)	**61**
	23,216

The Group's average monthly number of employees, including directors, during the year was:

	2012 No
Administration	**78**
Nursery staff	**2,003**
	2,081

6. Interest payable and similar charges

	2012 £000s
Bank loans and overdrafts	**(802)**
Other loans	**(3,609)**
Amortisation of issue costs (note 20)	**(174)**
	(4,585)

7. Taxation

The Group recorded a tax benefit of 844k for the year ended 30 April 2012, which represented the recognition of a deferred tax asset. There was no current tax for the year ended 30 April 2012.

7. Taxation (continued)

Factors affecting current tax charge for the year:

The difference between the current portion of the taxes and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax is as follows:

	2012 £000s
Loss for the financial year before tax	**(3,540)**
Loss for the financial year before tax multiplied by standard rate of tax in the UK of 25.8%	**(914)**
Effects of:	
Expenses not deductible for tax purposes	**956**
Accelerated capital allowances	**(134)**
Other timing differences	**92**
	—

The Group has unrecognised deferred tax assets of £1.0m represented by losses carried forward of £0.8m, accelerated capital allowances of £0.1m and short term timing differences of £0.1m. These have not been recognised as, currently, the directors do not anticipate the company making sufficient taxable profits against which to offset the assets. This position will be revisited on an annual basis going forward.

The Group has recognised deferred tax assets, which represent accelerated capital allowances, as follows:

	2012 £000s
Brought forward	—
Profit and loss account	**844**
Carried forward	**844**

Factors that may affect future tax charges:

In addition to the changes in rates of Corporation tax disclosed above a number of further changes to the UK Corporation tax system were announced in the March 2012 UK Budget Statement. Legislation to reduce the main rate of corporation tax from 24% to 23% from 1 April 2013 was included in the Finance Act 2012. Further reductions to the main rate were announced

7. Taxation (continued)

in the March 2013 UK Budget Statement, reducing the rate to 21% from 1 April 2014 and 20% from 1 April 2015. These changes had not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements.

The effect of the changes enacted in the Finance Act 2012 would be to reduce the deferred tax asset provided at the balance sheet date by £35k. This decrease in the deferred tax asset is due to the reduction in the corporation tax rate from 24% to 23% with effect from 1 April 2013.

The proposed further reductions to the main rate of corporation tax are both expected to be enacted as part of Finance Act 2013. The overall effect of these further changes, if applied to the deferred tax balance at the balance sheet date, would be to further reduce the deferred tax asset by an additional £106k.

8. Intangible fixed assets

	Goodwill £000s
Cost	
At 1 May 2011 and 30 April 2012	**48,661**
Amortisation	
At 1 May 2011	7,339
Charge for the year	2,446
At 30 April 2012	**9,785**
Net book value	
At 30 April 2012	**38,876**

9. Tangible fixed assets

	Leasehold land and buildings £000s	Fixtures, fittings, tools and equipment £000s	Assets under construction £000s	Total £000s
Cost				
At 1 May 2011	4,206	9,765	498	14,469
Additions	305	892	1,847	3,044
Assets brought into use	—	1,708	(1,708)	—
At 30 April 2012	**4,511**	**12,365**	**637**	**17,513**
Accumulated depreciation				
At 1 May 2011	1,633	5,307	—	6,940
Charge for the year	243	1,069	—	1,312
At 30 April 2012	**1,876**	**6,376**	**—**	**8,252**
Net book value				
At 30 April 2012	**2,635**	**5,989**	**637**	**9,261**

10. Stocks

Stocks are comprised of finished goods in the amount of £129k at 30 April 2012.

11. Debtors

	2012 £000s
Due within one year	
Trade debtors	**850**
Other debtors	**187**
Prepayments and accrued income	**1,023**
Deferred tax asset	**261**
	2,321
Due after one year	
Deferred tax asset	**583**
	583
	2,904

12. Creditors: amounts falling due within one year

	2012 £000s
Bank overdrafts (note 13)	—
Trade creditors	**1,199**
Other taxes and social security	**776**
Other creditors	**3,083**
Accruals and deferred income	**7,901**
Corporation tax	**106**
Bank loans (note 14)	**659**
Shareholder loans (note 14)	**(92)**
	13,632

13. Borrowings

Borrowings fall due for repayment as follows:

	2012 £000s
Bank overdrafts	—
Bank loans (note 14)	**11,136**
Unamortised bank loan issue costs	**(380)**
Unsecured loan notes	**38,534**
Unamortised loan note issue costs	**(472)**
	48,818
Due within one year	**735**
Due after one year	**48,935**
Unamortised issue costs (£168k within one year)	**(852)**
	48,818

Of the total borrowings, £nil fall due after more than five years (gross of issue costs).

14. Loans

Bank loans

Bank loans fall due for repayment as follows:

	2012 £000's
Within one year	**735**
After one year	**10,401**
	11,136
Issue costs (£76k within one year)	**(380)**
	10,756

Of the total bank loans, £nil are repayable after more than five years (gross of issue costs).

As part of the acquisition of Kidsunlimited Limited in 2008 the Group entered into a facility agreement for the following Sterling term loans, of which £17m was drawn down on completion and detailed in the table below. The facility was amended in May 2011 at a cost of £186k.

Term loan	Maturity	Repayments	Interest rate (+ LIBOR)	Drawn at completion	At 30 April 2012
Term loan facility A: £8m	30 April 2015	Over term of loan	3.25%	£ 8m	£ 2.2m
Term loan facility B: £4.5m	30 April 2016	On maturity	3.75%	£ 4.5m	£ 4.5m
Term loan facility C: £4.5m	30 April 2017	On maturity	4.5%	£ 4.5m	£ 4.1m
Capital expenditure facility: £1.35m	30 April 2015	-	3.25%	Undrawn	£ 0.3m
Revolving facility: £1m	No later than 30 April 2015	-	3.25%	Undrawn	Undrawn

The facilities are subject to a cross guarantee to which all Group companies are party but are otherwise unsecured.

14. Loans (continued)

As at 30 April 2012, the Group held an interest rate swap with a notional principal of £8m to fix the three month LIBOR rate on the term loan facilities at a rate of 4.86% above 3 month LIBOR. The maturity date of the swap is April 2014.

The Group bank loans are stated net of unamortised issue costs of £0.4m. The Group incurred total issue costs of £0.5m in respect of the facilities entered into in April 2008 as part of the acquisition of Kidsunlimited Limited and an additional £0.2m in relation to the amendment in May 2011. These costs together with the interest expense are allocated to the profit and loss account over the terms of the facilities. Interest is calculated using the effective interest method.

Shareholder loans

Shareholder loans fall due for repayment as follows:

	2012 £000s
Between one and five years	38,534
	38,534
Issue costs (£92k within one year)	(472)
	38,062

As part of the acquisition of Kidsunlimited Limited shareholder loan notes were issued as follows:

i) £24,412,021 fixed rate unsecured loan notes repayable in 2017.

ii) £1,400,000 fixed rate unsecured loan notes repayable in 2017.

iii) £1,236,921 floating rate guaranteed loan notes.

The loan notes rank pari passu with any unsecured debt obligations of the Group.

Interest on the fixed rate loan notes is due at 10% of the principal and was rolled up and compounded through the year ended 30 April 2012.

The Group loan notes are stated net of unamortised issue costs of £0.5m. The Group incurred total issue costs of £0.6m in respect of the loan notes issued in April 2008 as part of the acquisition of Kidsunlimited Limited. These costs together with the interest expense are allocated to the profit and loss account over the terms of the facilities. Interest is calculated using the effective interest method.

15. Provisions for liabilities

Provisions are as follows:

	Onerous Lease Provision £000s
At 1 May 2011	1,695
Utilised in the year	(99)
At 30 April 2012	**1,596**

The onerous lease provision is in relation to rental and other unavoidable costs on two onerous operating leases.

16. Share capital

	2012 No.	2012 £000s
Allotted, called up and fully-paid		
A Ordinary shares of £1 each	**18,562**	**18**
B Ordinary shares of £1 each	**3,938**	**4**
C Ordinary shares of £1 each	**17,500**	**18**
D Ordinary shares of £1 each	**8,250**	**8**
B Preference shares of 0.1p each	**6,508,000**	**7**
Equity shares		**55**
A Preference shares of £1,000 each	**1**	**1**
Non-equity shares	**1**	**1**

The A, B, C and D Ordinary shares have no rights to a dividend, one vote per share and share equally in any realisation on sale of the company.

The A Preference share-holders are entitled to a participating dividend from the financial year ended 30 April 2013 onwards based on a set percentage of pre-tax profits.

The A and B Preference Ordinary share-holders are entitled to a Preferred Share Return on a sale of the company. The A and B Preferred Ordinary shares rank behind the senior debt and loan notes but ahead of the A, B, C and D Ordinary shares.

All shares are non-redeemable.

17. Reserves

	£000s
Share premium account	
At 1 May 2011 and 30 April 2012	**6,333**

Profit and loss account deficit	Group £000s
At 1 May 2011	(11,682)
Loss for financial year	(2,696)
At 30 April 2012	**(14,378)**

18. Reconciliation of movements in consolidated shareholders' deficit

	2012 £000s
Loss for financial year	**(2,696)**
Net increase in shareholders' deficit	**(2,696)**
Opening equity shareholders' deficit	**(5,294)**
Closing equity shareholders' deficit	**(7,990)**

19. Gross cash flows

	2012 £000s
Returns on investments and servicing of finance	
Interest paid	**(802)**
	(802)
Capital expenditure and financial investment	
Payments to acquire tangible fixed assets and assets in the course of construction	**(3,044)**
	(3,044)
Financing	
Amendment to Loan Facility	**(255)**
Loans repaid	**(734)**
	(989)

20. Analysis of changes in net debt

	1 May 2011 £000s	Cash flows £000s	Other changes £000s	**30 April 2012 £000s**
Cash at bank and in hand	3,114	1,206	—	**4,320**
Total cash and cash equivalents	3,114	1,206	—	**4,320**
Debt due within one year	(678)	734	(791)	**(735)**
Debt due after one year	(46,117)	—	(2,818)	**(48,935)**
	(46,795)	734	(3,609)	**(49,670)**
Issue costs of debt	771	255	(174)	**852**
Net debt	(42,910)	2,195	(3,783)	**(44,498)**

Other changes to debt noted above relate to £3,609k of interest accrued on the loan notes (note 13). In addition, £174k of issue costs have been amortised to the profit and loss account.

21. Commitments

At 30 April 2012 the Group had annual commitments under operating leases as follows:

	Land and buildings £000s	Other £000s
Expiry date		
Between one and five years	**627**	**68**
After more than five years	**4,733**	**—**
	5,360	**68**

22. Contingent liabilities

Terms and conditions attending to the development of certain sites are the subject of continuous negotiations. The directors consider that all the obligations have been disclosed as capital commitments or fully provided for in the financial statements.

23. Ultimate parent company and controlling party

Kidsunlimited Group Limited is the ultimate parent company of the Group and is incorporated in the United Kingdom. The directors of the company control the company as a result of the controlling 53% of the votes associated with the ordinary share capital of the company.

24. Transactions with related parties

The Group has taken advantage of the disclosure exemptions available under the provision of Financial Reporting Standard 8 in respect of transactions with Group companies.

25. Pension costs

The Group operates a defined contribution pension scheme, the assets of which are held separately from those of the company in an independently administered fund. The pension costs for the year are included within administrative expenses in the profit and loss account and totalled £61k with £9k outstanding at the year end.

26. Summary of Significant Differences Between Accounting Principles Generally Accepted in the United Kingdom and Accounting Principles Generally Accepted in the United States

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United Kingdom (UK GAAP). Such principles differ in certain respects from generally accepted accounting principles in the United States (US GAAP). A summary of principal differences applicable to the Group is set out below:

Interest Rate Swap Agreements

Under UK GAAP, the fair value of interest rate swap derivatives is not required to be recorded in the balance sheet or statement of profit and loss account whereas under US GAAP such amounts are recorded on the balance sheet and in instances such as swaps that the Company has outstanding, the change in the fair value of the interest rate swap is recorded in the statement of profit and loss account.

Identifiable Intangible Assets

Under UK GAAP, identifiable intangible assets are not required to be identified and recorded on a Company's balance sheet in connection with a business combination. Additionally, goodwill is amortized over an estimated period of a time on a straight line basis. Under US GAAP, identifiable intangible assets are required to be identified and determined to be indefinite-lived or definite-lived subject to amortization of an estimated useful life using a systematic and rational method to match the pattern of use of the asset. Goodwill is not amortized, but instead tested for impairment. Identifiable intangible assets are also required to be tested for impairment.

27. Subsequent Event

On 10 April 2013, Bright Horizons Family Solutions Inc. entered into a share purchase agreement with Lloyds Development Capital (Holdings) Limited and Kidsunlimited Group Limited pursuant to which it acquired Kidsunlimited Group Limited for an aggregate cash purchase price of £45.0 million, subject to certain adjustments.

Exhibit 99.2

KIDSUNLIMITED GROUP LIMITED

Interim Consolidated Balance Sheets (Unaudited) as of 31 January 2013 and 30 April 2012

	Notes	31 January 2013 £000's	30 April 2012 £000's
FIXED ASSETS			
Intangible assets	**3**	37,041	38,876
Tangible fixed assets	**4**	9,732	9,261
		46,773	48,137
CURRENT ASSETS			
Stocks		157	129
Debtors	**5**	3,068	2,904
Cash and cash equivalents		4,595	4,320
		7,820	7,353
CREDITORS: amounts falling due within one year			
Creditors and accruals	**6**	(13,835)	(13,632)
NET CURRENT LIABILITIES		(6,015)	(6,279)
TOTAL ASSETS LESS CURRENT LIABILITIES		40,758	41,858
CREDITORS: amounts falling due after one year			
Preference shares	**8**	(1)	(1)
Bank loans		(9,787)	(10,097)
Shareholder loans		(41,094)	(38,154)
		(50,882)	(48,252)
PROVISION FOR LIABILITIES		(1,638)	(1,596)
NET LIABILITIES		(11,762)	(7,990)
Capital and reserves:			
Called up share capital	**8**	55	55
Share premium account	**9**	6,333	6,333
Profit and loss account	**9**	(18,150)	(14,378)
EQUITY SHAREHOLDERS' DEFICIT		(11,762)	(7,990)

The accompanying notes are an integral part of these financial statements.

Consolidated profit and loss accounts for the nine months ended 31 January (Unaudited)

	Note	2013 £000s	2012 £000s
TURNOVER		**32,313**	**30,697**
Cost of sales		**(24,760)**	**(23,343)**
GROSS PROFIT		**7,553**	**7,354**
Administrative expenses before depreciation, amortisation and exceptional items		**(3,758)**	**(3,854)**
Earnings before interest, taxation, depreciation, amortisation and exceptional items		**3,795**	**3,500**
Administrative expenses – depreciation and amortisation		**(3,106)**	**(2,792)**
Administrative expenses – exceptional costs		**(429)**	**18**
Total administrative expenses		**(7,293)**	**(6,628)**
OPERATING PROFIT		**260**	**726**
PROFIT ON ORDINARY ACTIVITIES BEFORE FINANCE CHARGES AND TAXATION		**260**	**726**
Interest payable and similar charges		**(3,712)**	**(3,427)**
LOSS FOR THE FINANCIAL YEAR BEFORE TAXATION		**(3,452)**	**(2,701)**
Taxation	2	**(320)**	**632**
LOSS FOR THE FINANCIAL YEAR AFTER TAXATION	9,10	**(3,772)**	**(2,069)**

There were no recognized gains or losses for the nine months ended 31 January 2013 and 2012 other than those included in the profit and loss account and accordingly no separate statement of total recognized gains and losses is presented.

There was no material difference between the reported results and the results calculated on an unmodified historical cost basis.

All activities derive from continuing operations.

The accompanying notes are an integral part of these financial statements.

Consolidated cash flow statements for nine months ended 31 January (Unaudited)

	Note	2013 £000s	2012 £000s
CASH FLOW STATEMENT			
Net cash inflow from operating activities	(i)	**3,091**	**3,697**
Return on investments and servicing of finance		**(602)**	**(576)**
Taxation		**(106)**	—
Capital expenditure and financial investment		**(1,741)**	**(1,953)**
Cash flow before financing		**642**	**1,168**
Financing		**(367)**	**(622)**
Increase in cash		**275**	**546**

(i) Reconciliation of operating profit to net cash inflow from operating activities

	2013 £000s	2012 £000s
Operating profit	**260**	**726**
Amortisation of intangible assets	**1,835**	**1,835**
Depreciation of tangible fixed assets	**1,259**	**958**
Increase in debtors	**(164)**	**(443)**
Increase in stocks	**(28)**	**(39)**
(Decrease) / increase in creditors	**(113)**	**674**
Increase / (decrease) in provisions	**42**	**(14)**
Net cash inflow from operating activities	**3,091**	**3,697**

The accompanying notes are an integral part of these financial statements.

Notes to the financial statements for the nine months ended 31 January 2013 (unaudited)

1. Accounting policies

Basis of preparation

These interim consolidated financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year are set out below.

Earnings before interest, taxation, depreciation and amortisation ("EBITDA") is a measure commonly used in a number of business sectors that are similar to that in which Kidsunlimited operates. Consequently the statutory format of the profit and loss account has been varied, in accordance with the provisions of the Companies Act 2006, as the Directors consider that presenting EBITDA enhances the understanding of the Group's operating results.

Basis of consolidation

The interim consolidated financial statements comprise the unaudited financial statements of the company and its subsidiary (together as "Group") undertakings made up to 31 January 2013. Kidsunlimited Group Limited is the ultimate parent company of the Group and is incorporated in the United Kingdom. Information regarding the consolidated subsidiaries is as follows:

Subsidiary undertaking	Country of incorporation	Principal activity	Class	%
Kids of Wilmslow Limited	England	Intermediate holding company	Equity	100%
Kidsunlimited Limited	England	Nursery care and education	Equity	100%
Nursery Education for Employment Development Limited	England	Nursery care and education	Equity	100%
Tadpoles Nurseries Limited	England	Nursery care and education	Equity	100%
Kids (Warrington & Luton) Limited	England	Nursery care and education	Equity	100%
Kids Properties Limited	England	Dormant	Equity	100%
Clairmont House Limited	England	Dormant	Equity	100%
Kids Nominees Limited	England	Dormant	Equity	100%
Kids Corporate Trustees Limited	England	Trustee	Equity	100%

1. Accounting policies (continued)

Intangible fixed assets

Intangible fixed assets are stated at cost or valuation less amortisation. Amortisation is provided at rates calculated to write off the cost or valuation of intangible fixed assets less their estimated residual value, over their expected useful lives on the following basis: Goodwill over 20 years.

Tangible fixed assets

Tangible fixed assets are stated at cost or valuation less depreciation. Depreciation is provided at rates as applied in the financial statements of subsidiary undertakings, calculated to write off the cost or valuation of fixed assets, less their estimated residual value, over their expected useful lives on the following basis:

Leasehold land and buildings	Over the life of the lease
Fixtures, fittings, tools and equipment	10% – 33% straight line

Freehold land is not depreciated.

Stocks

Stocks, which consist of finished goods, are stated at the lower of cost and net realisable value.

Taxation

Current taxation is provided at amounts expected to be paid (or recovered) using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in years different from those in which they are included in the financial statements.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

1. Accounting policies (continued)

Provisions

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provision is not made for future operating losses.

Exceptional items

Exceptional items included in the accompanying statements of accounts relate to the restructure of the senior management team. The cash flows associated with these exceptional items are incorporated within operating profit as disclosed in note (i) to the cash flow statement.

Turnover

Turnover is attributable to one class of business, the provision of childcare. Turnover comprises the invoiced value of services supplied by the group, net of value added tax where applicable, and trade discounts. Turnover is recognised upon provision of the service. All turnover arose within the United Kingdom.

2. Taxation

The Group recorded a tax provision of £320k for the nine months ended 31 January 2013, which represents amounts that were currently due. The Group recorded a tax benefit of £632k for the nine months ended of 31 January 2012, which represents deferred taxes recognized.

3. Intangible fixed assets

	Goodwill £000s
Cost	
At 30 April 2012 and 31 January 2013	**48,661**
Amortisation:	
At 30 April 2012	9,785
Charge for the nine months ended 31 January 2013	1,835
At 31 January 2013	**11,620**
Net book value at 31 January 2013	**37,041**
Net book value at 30 April 2012	38,876

4. Tangible fixed assets

	Leasehold land and buildings £000s	Fixtures, fittings, tools and equipment £000s	Assets under construction £000s	Total £000s
Cost				
At 30 April 2012	4,511	12,365	637	17,513
Additions	265	1,465	—	1,730
Assets brought in use	—	227	(227)	—
At 31 January 2013	**4,776**	**14,057**	**410**	**19,243**
Accumulated depreciation				
At 30 April 2012	1,876	6,376	—	8,252
Charge for the nine months ended 31 January 2013	125	1,134	—	1,259
At 31 January 2013	**2,001**	**7,510**	**—**	**9,511**
Net book value				
At 31 January 2013	**2,775**	**6,547**	**410**	**9,732**
Net book value				
At 30 April 2012	2,635	5,989	637	9,261

5. Debtors

Information regarding amounts due from debtors as of 31 January 2013 and 30 April 2012 is as follows:

	2013 £000s	2012 £000s
Due within one year		
Trade debtors	**494**	**850**
Other debtors	**132**	**187**
Prepayments and accrued income	**1,598**	**1,023**
Deferred tax asset	**261**	**261**
	2,485	**2,321**
Due after one year		
Deferred tax asset	**583**	**583**
	583	**583**
	3,068	**2,904**

6. Creditors: amounts falling due within one year

Information regarding amounts due to creditors falling within one year as of 31 January 2013 and 30 April 2012 is as follows:

	2013 £000s	2012 £000s
Trade creditors	1,337	1,199
Other taxes and social security	737	776
Other creditors	3,276	3,083
Accruals and deferred income	7,767	7,901
Corporation tax	152	106
Bank loans	658	659
Shareholder loans	(92)	(92)
	13,835	13,632

7. Loans

Bank loans

As part of the acquisition of Kidsunlimited Limited in 2008 the Group entered into a facility agreement for various loans which aggregated £17 million. Gross amounts outstanding at 31 January 2013 and 30 April 2012 were £10.8 million and £11.1 million, respectively. The loans are due through 30 April 2017 and bear interest amounts ranging between 3.25% and 4.5% points above LIBOR. The Group also has a revolving line of credit facility which allows for borrowings of up to £1 million and expires on 30 April 2015 and a capital expenditure facility which allows for borrowings of up to £1.35 million and also expires on April 30, 2015. There were no borrowings under the revolving line of credit facility at 31 January 2013 and 30 April 2012. Borrowings under the capital facility amounted to £0.3 million at 31 January 2013 and 30 April 2012 and are included in the amounts outstanding at 31 January 2013 and 30 April 2012 noted above.

7. Loans (continued)

Bank loans fall due for repayment at 31 January 2013 as follows:

	£000's
Within one year	734
Between one and five years	10,034
	10,768
Issue costs (£76k within one year)	(323)
	10,445

The facilities are subject to a cross guarantee to which all Group companies are party but are otherwise unsecured.

As at 31 January 2013 and 30 April 2012, the Group held an interest rate swap with a notional principal of £8m to fix the three month LIBOR rate on the term loan facilities at a rate of 4.86% above 3 month LIBOR. The maturity date of the swap is April 2014.

Shareholder loans

The Group has shareholder loans outstanding in the amounts of £41.1 million and £38.1 million at 31 January 2013 and 30 April 2012, respectively, and are payable in 2017.

The loans generally bear interest at a fixed rate of 10% of the principal, which has been rolled up to the principal and compounded through 31 January 2013.

8. Share capital

Information regarding share capital at 31 January 2013 and 30 April 2012 is as follows:

	No.	£000s
Allotted, called up and fully-paid		
A Ordinary shares of £1 each	**18,562**	**18**
B Ordinary shares of £1 each	**3,938**	**4**
C Ordinary shares of £1 each	**17,500**	**18**
D Ordinary shares of £1 each	**8,250**	**8**
B Preference shares of 0.1p each	**6,508,000**	**7**
Equity shares		**55**
A Preference shares of £1,000 each	**1**	**1**
Non-equity shares	**1**	**1**

The A, B, C and D Ordinary shares have no rights to a dividend, one vote per share and share equally in any realisation on sale of the company.

The A Preference share-holders are entitled to a participating dividend from the financial year ending 30 April 2013 onwards based on a set percentage of pre-tax profits.

The A and B Preference Ordinary share-holders are entitled to a Preferred Share Return on a sale of the company. The A and B Preferred Ordinary shares rank behind the senior debt and loan notes but ahead of the A, B, C and D Ordinary shares, respectively.

All shares are non-redeemable.

9. Reserves

	£000s
Share premium account	
At 30 April 2012 and 31 January 2013	**6,333**

Profit and loss account deficit	£000s
At 30 April 2012	(14,378)
Loss for nine months ended 31 January 2013	(3,772)
At 31 January 2013	**(18,150)**

10. Reconciliation of movements in consolidated shareholders' deficit

	£000s
Loss for nine months ended 31 January 2013	(3,772)
Net increase in shareholders' deficit	**(3,772)**
Opening equity shareholders' deficit	(7,990)
Closing equity shareholders' deficit	**(11,762)**

11. Commitments and contingencies

The Group has annual commitments of approximately £5.4 million under operating leases for nursery premises, most of which expire after five years.

Terms and conditions attending to the development of certain sites are the subject of continuous negotiations. The directors consider that all the obligations have been disclosed as capital commitments or fully provided for in the financial statements.

12. Transactions with related parties

The Group has taken advantage of the disclosure exemptions available under the provision of Financial Reporting Standard 8 in respect of transactions with group companies.

13. Summary of significant differences between accounting principles generally accepted in the United Kingdom and accounting principles generally accepted in the United States

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United Kingdom (UK GAAP). Such principles differ in certain respects from generally accepted accounting principles in the United States (US GAAP). A summary of principal differences applicable to the Group is set out below:

Interest rate swap agreements

Under UK GAAP, the fair value of interest rate swap derivatives is not required to be recorded in the balance sheet of statement of profit and loss account whereas under US GAAP such amounts are recorded on the balance sheet and in instances such as swaps that the Company has outstanding, the change in the fair value of the interest rate swap is recorded in the statement of profit and loss account.

Identifiable intangible assets

Under UK GAAP, identifiable intangible assets are not required to be identified and recorded on a Company's balance sheet in connection with a business combination. Additionally, goodwill is amortized over an estimated period of a time on a straight line basis. Under US GAAP, identifiable intangible assets are required to be identified and determined to be indefinite-lived or definite-lived subject to amortization of an estimated useful life using a systematic and rational method to match the pattern of use of the asset. Goodwill is not amortized, but instead tested for impairment. Identifiable intangible assets are also required to be tested for impairment.

14. Subsequent event

On 10 April 2013, Bright Horizons Family Solutions Inc. entered into a share purchase agreement with Lloyds Development Capital (Holdings) Limited and Kidsunlimited Group Limited pursuant to which it acquired Kidsunlimited Group Limited for an aggregate cash purchase price of £45.0 million, subject to certain adjustments.

Exhibit 99.3

UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL INFORMATION

On April 10, 2013, Bright Horizons Family Solutions Inc. (the "Company") acquired 100% of the outstanding shares of Kidsunlimited Group Limited (Kidsunlimited), which operates 64 nurseries throughout the United Kingdom, for an aggregate cash purchase price of $69.0 million, subject to certain adjustments (the "Acquisition"). The purchase price was financed with available cash on hand.

The unaudited pro forma combined condensed statements of operations and the unaudited pro forma combined condensed balance sheet are based upon the historical consolidated financial statements of the Company and Kidsunlimited after giving effect to the Acquisition, accounted for as a purchase business combination, and after applying the assumptions and adjustments described in the accompanying notes to the unaudited pro forma combined condensed financial statements.

The historical consolidated financial statements of Kidsunlimited were prepared in conformity with accounting principles generally accepted in the United Kingdom ("U.K. GAAP"), which differs in certain respects from accounting principles generally accepted in the United States of America ("U.S. GAAP"). Necessary adjustments have been made to reconcile the historical consolidated financial statements of Kidsunlimited to U.S. GAAP. These adjustments relate primarily to differences such as the accounting for identifiable intangible assets and goodwill as well as interest rate swap agreements.

The unaudited pro forma combined condensed balance sheet and explanatory notes of the Company as of March 31, 2013 set forth below give effect to the Acquisition as if the transaction had occurred at March 31, 2013.

The unaudited pro forma combined condensed statements of operations and explanatory notes of the Company set forth below for the year ended December 31, 2012 and for the three months ended March 31, 2013 give effect to the Acquisition as if the transaction had occurred on January 1, 2012.

The unaudited pro forma combined condensed statements of operations are provided for informational purposes only and do not purport to reflect the results of the Company's operations had the transaction actually been consummated on January 1, 2012. The Company has made, in its opinion, all adjustments that are necessary to present fairly the pro forma financial data. The pro forma combined provision for income taxes may not represent the amounts that would have resulted had the Company and Kidsunlimited filed consolidated income tax returns during the periods presented.

The historical financial statements of Kidsunlimited are prepared in its local currency (pounds sterling (£)). Therefore, for the purpose of presenting the unaudited pro forma combined condensed financial information, the statements of operations for Kidsunlimited have been translated into U.S. dollars at the average exchange rates prevailing during the periods presented and the balance sheet has been translated at the exchange rate in effect on that date.

The historical financial statements of Kidsunlimited had been prepared using a fiscal April 30 year-end date. In accordance with the rules of the Securities and Exchange Commission, the periods presented herein must be within 90 days of the Company's annual or interim date presented. Therefore, the statements of operations for Kidsunlimited represent the twelve months ended January 31, 2013 and the three months ended January 31, 2013 for the purposes of combining with the Company for the pro forma statements of operations for the year ended December 31, 2012 and the three months ended March 31, 2013, respectively. Additionally, the balance sheet for Kidsunlimited represents its statement of financial position as of January 31, 2013 for purposes of combining with the Company for the pro forma balance sheet as of March 31, 2013.

Bright Horizons Family Solutions Inc. and Kidsunlimited Group Limited
Pro forma Combined Condensed Statement of Operations
For the year ended December 31, 2012
(In thousands, except for share data)

	Bright Horizons	Kidsunlimited in US GAAP (in US $) Year Ended January 31, 2013	Pro forma Adjustments	Pro forma Combined
Revenue	$1,070,938	$ 67,905	$ —	$1,138,843
Cost of services	825,168	54,323	(77) A	879,414
Gross profit	245,770	13,582	77	259,429
Selling, general and administrative expenses	123,373	9,168	(267) C	132,274
Amortization	26,933	1,277	2,619 A	30,829
Income from operations	95,464	3,137	(2,275)	96,326
Interest income	152	—	—	152
Changes in fair value of interest rate swap	—	388	(388) B	—
Interest expense	(83,864)	(7,737)	7,737 B	(83,864)
Income (loss) before income taxes	11,752	(4,212)	5,074	12,614
Income tax (expense) benefit	(3,243)	43	247 D	(2,953)
Net income (loss)	8,509	(4,169)	5,321	9,661
Net income attributable to noncontrolling interest	347	—	—	347
Net income (loss) available to Bright Horizons Family Solutions Inc.	$ 8,162	$ (4,169)	$ 5,321	$ 9,314
Accretion of Class L preference	79,211			79,211
Accretion of Class L preference for vested options	5,436			5,436
Net loss available to common shareholders	$ (76,485)			$ (75,333)
Allocation of net income (loss) to common stockholders—basic and diluted:				
Class L	$ 79,211			$ 79,211
Class A	$ (76,485)			$ (75,333)
Earnings (loss) per share:				
Class L—basic and diluted	$ 59.73			$ 59.73
Class A—basic and diluted	$ (12.62)			$ (12.43)
Weighted average number of common shares outstanding:				
Class L—basic and diluted	1,326,206			1,326,206
Class A—basic and diluted	6,058,512			6,058,512

Bright Horizons Family Solutions Inc. and Kidsunlimited Group Limited
Pro forma Combined Condensed Statement of Operations
For the three months ended March 31, 2013
(In thousands, except for share data)

	Bright Horizons	Kidsunlimited in US GAAP (in US $) Three Months Ended January 31, 2013	Pro forma Adjustments		Pro forma Combined
Revenue	$ 280,123	$ 17,162	$ —		$ 297,285
Cost of services	214,333	13,932	(18)	A	228,247
Gross profit	65,790	3,230	18		69,038
Selling, general and administrative expenses	43,605	2,878	(1,700)	C	44,783
Amortization	6,748	324	394	A	7,466
Income from operations	15,437	28	1,324		16,789
Loss on extinguishment of debt	(63,682)	—	—		(63,682)
Interest income	21	—	—		21
Changes in fair value of interest rate swap	—	97	(97)	B	—
Interest expense	(13,289)	(2,019)	2,019	B	(13,289)
Loss before income taxes	(61,513)	(1,894)	3,246		(60,161)
Income tax benefit (expense)	10,732	(117)	(361)	D	10,254
Net loss	(50,781)	(2,011)	2,885		(49,907)
Net loss attributable to non-controlling interest	(38)	—	—		(38)
Net loss available to Bright Horizons Family Solutions Inc.	$ (50,743)	$ (2,011)	$ 2,885		$ (49,869)
Net loss per common share—basic and diluted	$ (0.91)				$ (0.89)
Weighted average number of common shares outstanding	55,797,534				55,797,534

Bright Horizons Family Solutions Inc. and Kidsunlimited Group Limited
Pro forma Combined Condensed Balance Sheet
At March 31, 2013
(In thousands)

	Bright Horizons	Kidsunlimited in US GAAP (in US $) at January 31, 2013	Pro forma Adjustments (E)	Pro forma Combined
Assets				
Current assets:				
Cash and cash equivalents	$ 96,735	$ 7,245	$ (69,000)	$ 34,980
Accounts receivable—net	57,535	779	—	58,314
Prepaid expenses and other current assets	41,345	2,709	(248)	43,806
Current deferred income taxes	11,338	—	—	11,338
Total current assets	206,953	10,733	(69,248)	148,438
Fixed assets—net	346,044	15,346	—	361,390
Goodwill	987,779	67,800	(15,265)	1,040,314
Intangibles—net	424,627	4,686	13,288	442,601
Deferred income taxes	1,509	207	(207)	1,509
Other assets	8,438	—	—	8,438
Total assets	$1,975,350	$ 98,772	$ (71,432)	$2,002,690
Liabilities and Stockholders' Equity				
Current liabilities:				
Current portion of long-term debt	$ 7,900	$ 1,037	$ (1,037)	$ 7,900
Accounts payable and accrued expenses	99,932	20,842	—	120,774
Deferred revenue	105,097	—	—	105,097
Other current liabilities	13,361	—	—	13,361
Total current liabilities	226,290	21,879	(1,037)	247,132
Long-term debt, net of current portion	759,987	15,430	(15,430)	759,987
Loans from shareholders	—	64,793	(64,793)	—
Interest rate swap derivative	—	596	(596)	—
Accrued rent and related obligations	26,582	—	1,813	28,395
Other long-term liabilities	22,715	2,138	—	24,853
Deferred revenue	3,446	—	—	3,446
Deferred income taxes	146,277	—	2,547	148,824
Total liabilities	1,185,297	104,836	(77,496)	1,212,637
Redeemable non-controlling interest	7,843	—	—	7,843
Stockholders' equity (deficit):				
Preferred stock	—	2	(2)	—
Common stock	65	109	(109)	65
Additional paid-in capital	1,248,691	12,586	(12,586)	1,248,691
Accumulated other comprehensive loss	(20,638)	(2,265)	2,265	(20,638)
Accumulated deficit	(445,908)	(16,496)	16,496	(445,908)
Total stockholders' equity (deficit)	782,210	(6,064)	6,064	782,210
Total liabilities, redeemable non-controlling interest and stockholders' equity (deficit)	$1,975,350	$ 98,772	$ (71,432)	$2,002,690

Notes to Pro Forma Combined Condensed Statements of Operations and Balance Sheet

Note 1 – Basis of Presentation

We accounted for the acquisition of Kidsunlimited Group Limited ("Kidsunlimited") under the acquisition method of accounting in accordance with ASC 805, *Business Combinations*. The acquired assets and assumed liabilities were recorded at their respective fair values as of the date of the acquisition. The assets and liabilities have been measured based on estimates and valuations using assumptions that we believe are reasonable based on information currently available. The excess of the purchase price over the estimated amounts of identifiable assets and liabilities was allocated to goodwill.

The unaudited pro forma combined condensed balance sheet as of March 31, 2013 illustrates the effect of the acquisition as if it had been completed on March 31, 2013. The unaudited pro forma combined condensed statement of operations for the three months ended March 31, 2013 and the year ended December 31, 2012 illustrate the effect of the acquisition as if it had been completed on January 1, 2012.

The historical consolidated financial information has been adjusted in the unaudited pro forma combined condensed financial statements to give effect to pro forma events that are directly attributable to the acquisition, factually supportable, and with respect to the statement of operations, expected to have a continuing impact on the combined results.

This unaudited pro forma combined condensed financial information should be read in conjunction with:

- the accompanying notes to the unaudited pro forma financial information,
- the separate audited historical financial statements of the Company as of and for the year ended December 31, 2012 and the related notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012,
- the separate unaudited historical financial information of the Company as of and for the three months ended March 31, 2013 and the related notes thereto included in the Company's Quarterly Report on Form 10-Q for the three months ended March 31, 2013,
- the separate audited historical financial statements of Kidsunlimited as of and for the year ended April 30, 2012 and the related notes thereto, included as Exhibit 99.1 in this document, which includes a description of the differences from U.K. GAAP to U.S. GAAP, and
- the separate unaudited historical financial information of Kidsunlimited as of and for the nine months ended January 31, 2013 and the related notes thereto, included as Exhibit 99.2 in this document, which includes a description of the differences from U.K. GAAP to U.S. GAAP.

The financial information for Kidsunlimited as of January 31, 2013 and for the nine months ended January 31, 2013 was derived from the unaudited accounting records of Kidsunlimited after making adjustments to convert this financial information to U.S. GAAP and accounting policies consistent with those used by the Company.

The financial statements of Kidsunlimited were originally prepared using pounds sterling as the reporting currency. These financial statements, including the U.S. GAAP adjustments and the pro forma adjustments presented herein, have been translated from pounds sterling to U.S. dollars using historic exchange rates in accordance with U.S. GAAP accounting guidance.

The unaudited pro forma combined condensed financial information has been presented for informational purposes only. The unaudited pro forma combined condensed financial statements were prepared in accordance with regulations of the Securities and Exchange Commission and should not be considered indicative of the financial position or results of operations that would have occurred if the acquisition had been consummated on the dates indicated, nor are they indicative of the future financial position or results of operations of the combined company. There were no transactions between the Company and Kidsunlimited during the periods presented in the unaudited pro forma combined condensed financial statements that would need to be eliminated. The unaudited pro forma adjustments are based on currently available information and certain assumptions that the Company believes are reasonable and supportable.

The transaction consummated by the acquisition will be accounted for under U.S. GAAP guidance. The acquisition accounting is dependent upon certain valuations and other studies that are currently subject to finalization. Accordingly, the pro forma adjustments included herein are preliminary and have been made solely for the purpose of providing unaudited pro forma combined condensed financial information and may be revised as additional information becomes available and as additional analyses are performed. Differences between these preliminary estimates reflected in these unaudited combined condensed financial statements and the final acquisition accounting may occur and these differences could have a material impact on the accompanying unaudited pro forma combined condensed financial statements and the combined company's future results of operations, financial position and cash flows.

The unaudited pro forma combined condensed financial information does not reflect any cost savings, operating synergies or revenue enhancements that the combined company may achieve as a result of the acquisition or the costs to integrate the operations of the Company and Kidsunlimited or the costs necessary to achieve these cost savings, operating synergies and revenue enhancements.

Note 2 – Pro Forma Adjustments

A – Amortization of Identifiable Intangibles

Adjustments to amortization were made to reflect the amortization of acquired intangible assets as if the acquisition had taken place January 1, 2012.

Intangible assets related to customer relationships amounted to $6.4 million that will be amortized over five years, using an accelerated method. Intangible assets related to corporate relationships and trade names amounted to $9.2 million and $2.4 million, respectively. Corporate relationships will be amortized over approximately nine years and trade names over eight years using the straight-line method. Unfavorable lease interests in the amount of $1.8 million were recorded, which are amortized to rent expense over the remaining term of the respective leases.

B – Interest Expense and Interest Rate Swaps

Adjustments to interest expense were made to reverse the interest expense recognized by Kidsunlimited related to its long-term debt as this interest expense is a nonrecurring expense since the debt was paid off at the time of the acquisition.

Additionally, adjustments were made to reverse the changes in the fair value of the interest rate swap recognized by Kidsunlimited as the interest rate swap was terminated at the time of the acquisition in conjunction with the related debt being paid off.

C – Deal Costs

Adjustments to selling, general and administrative expenses were made to reverse the deal costs incurred by the Company and Kidsunlimited in relation to the acquisition of Kidsunlimited Group Limited, as these are nonrecurring expenses.

D – Income Taxes

Adjustments to income taxes were made to reflect the income tax expense related to the pro forma adjustments based on the statutory rates for the respective jurisdictions.

E – Allocation of Purchase Price

The following is a summary of the estimated fair values of assets acquired and liabilities assumed in this acquisition as reflected in the unaudited pro forma combined condensed balance sheet as of March 31, 2013 (in thousands):

Purchase price—cash consideration	$69,000
Fair value of assets acquired and liabilities assumed	
Assets:	
Cash	$ 7,245
Accounts receivable	779
Other assets	2,461
Fixed assets	15,346
Goodwill	52,535
Identifiable intangible assets	17,974
Total assets acquired	96,340
Liabilities:	
Accounts payable, accrued expenses and other liabilities	24,793
Deferred taxes	2,547
Total liabilities assumed	27,340
Net assets	$69,000

In accordance with the sale and purchase agreement of the acquisition, there is a post-closing adjustment that may be made based upon the completed accounts as defined in the purchase agreement. As such, the purchase price may be adjusted post-closing.

These pro forma adjustments resulted in a decrease to cash and cash equivalents of $69.0 million, a decrease in prepaid expenses and other assets of $0.3 million, a net increase in identifiable intangible assets of $13.3 million, a decrease in goodwill of $15.3 million, an increase in accounts payable, accrued expenses and other liabilities of $1.8 million, a decrease of $0.6 million for the elimination of the interest rate swap liability and an increase in deferred tax liabilities of $2.8 million. In accordance with the purchase agreement, the repayment of the bank loans and shareholder loans were made from the proceeds of the sale of Kidsunlimited.