

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> Humphrey David <hr/> (Last) (First) (Middle) C/O BAIN CAPITAL INVESTORS, LLC, JOHN HANCOCK TOWER, 200 CLARENDON STREET <hr/> (Street) BOSTON MA 02116 <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> BRIGHT HORIZONS FAMILY SOLUTIONS INC. [BFAM]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 12/16/2014	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <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	12/16/2014		S		7,989,729	D	\$ 44.81	26,044,008	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 Underlying Securities (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 of Derivative Security: 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 December 16, 2014, Fund X sold 7,897,440 shares of Common Stock. Following such sale, Fund X held 25,743,172 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 December 16, 2014, BCIP III sold 55,439 shares of Common Stock. Following such sale, BCIP III held 180,712 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 December 16, 2014, BCIP III-B sold 10,064 shares of Common Stock. Following such sale, BCIP III-B held 32,808 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 December 16, 2014, BCIPT III sold 24,072 shares of Common Stock. Following such sale, BCIPT III held 78,468 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 December 16, 2014, BCIPT III-B sold 1,667 shares of Common Stock. Following such sale, BCIPT III-B held 5,433 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 December 16, 2014, BCIP G sold 1,047 shares of Common Stock. Following such sale, BCIP G held 3,415 shares of Common Stock.
- 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/ Joshua Bekenstein                      12/18/2014  
 \*\* Signature of Reporting                      Date  
 Person

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.**