SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response: 0.5

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 A Marshall	Person*	Requiring (Month/Da	2. Date of Event Requiring Statement (Month/Day/Year) 07/01/2022							
(Last) C/O BRIGH SOLUTION	idle) AMILY			4. Relationship of Reporting Issuer (Check all applicable)				5. If Amendment, Date of Original Filed (Month/Day/Year)		
2 WELLS AVENUE					Director X Officer (give title below)	10% Owner Other (specify below) ctor - Intl.		6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street) NEWTON MA 02459					Managing Direc				X Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City)	(State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4)	Form: D	Direct Own		lature of Indirect Beneficial nership (Instr. 5)		
Common Stock					7,500 ⁽¹⁾	I)			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
´`´´ E			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Convei or Exei	cise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr.
1 1		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security		Direct (D) or Indirect (I) (Instr. 5)	5)	
Option to Pu	Irchase Common	Stock	(2)	02/24/2027	Common Stock	12,500	169.87		D	
Option to Pu	Irchase Common	Stock	(3)	02/26/2028	Common Stock	12,800	159.66		D	
Option to Purchase Common Stock		(4)	09/10/2027	Common Stock	5,000	135.98		D		
Option to Purchase Common Stock		Stock	(5)	02/25/2029	Common Stock	13,500	128.	81	D	

Explanation of Responses:

1. Represents restricted stock that vest 100% on February 27, 2023.

2. This option is eligible to vest as to 60% of the underlying shares on February 24, 2023 and thereafter, as to the remaining 40% of underlying shares, in two equal annual installments beginning on February 24, 2024.

3. This option is eligible to vest as to 60% of the underlying shares on February 26, 2024 and thereafter, as to the remaining 40% of underlying shares, in two equal annual installments beginning on February 26, 2025.

4. This option is eligible to vest as to 60% of the underlying shares on September 10, 2023 and thereafter, as to the remaining 40% of underlying shares, in two equal annual installments beginning on September 10, 2024.

5. This option is eligible to vest as to 60% of the underlying shares on February 25, 2025 and thereafter, as to the remaining 40% of underlying shares, in two equal annual installments beginning on February 25, 2026.

Remarks:

Exhibit 24 - Power of Attorney

Elizabeth Larcano, attorney in fact for MARSHALL **ROSAMUND** pursuant to Power of Attorney ** Signature of Reporting

07/08/2022

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 5 (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.

BRIGHT HORIZONS FAMILY SOLUTIONS INC. POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Elizabeth Boland, John Casagrande, Stephen Dreier and Elizabeth Larcano, signing singly, as the undersigned's true and lawful attorney-in- fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Bright Horizons Family Solutions Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), and the rules thereunder;

2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all the acts such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date set below.

Signed: /s/ Rosamund Marshall

Date: July 1, 2022