

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): December 15, 2020

BRIGHT HORIZONS FAMILY SOLUTIONS INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35780
(Commission
File Number)

80-0188269
(I.R.S. Employer
Identification Number)

2 Wells Avenue
Newton, Massachusetts
(Address of principal executive offices)

02459
(Zip code)

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

200 Talcott Avenue
Watertown, MA 02472
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	BFAM	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

On December 15, 2020, Ms. Linda Mason, Mr. Roger Brown and Ms. Marguerite Kondracke, the founders of Bright Horizons Family Solutions Inc. (the “Company”) and current members of the Board of Directors (the “Board”), each informed the Board of their intent to retire from the Board effective March 31, 2021. Ms. Kondracke currently serves as Chair of the Board’s Nominating and Corporate Governance Committee. Ms. Mason and Kondracke and Mr. Brown have provided for a future retirement date in order to allow for a seamless transition for the Board.

In recognition of their longstanding and distinguished service to the Company and the Board, the Board appointed Ms. Mason and Kondracke and Mr. Brown each as a director emeritus of the Company, effective as of their retirement date. This voluntary retirement is not due to any disagreement with the Company on any matter relating to the Company’s operations, policies or practices. In connection with their retirement, it is expected the Board will decrease its size and make other changes to equally balance the membership among the classes of directors.

Item 7.01 Regulation FD Disclosure

On December 18, 2020, the Company issued a press release announcing these Board changes. The press release, which is attached hereto and filed as Exhibit 99.1 to this Current Report on Form 8-K, is hereby incorporated by reference herein.

Item 8.01 Other Events

On December 15, 2020, the Company moved its headquarters and principal executive office to the Company’s new location at Two Wells Avenue, Newton, MA 02459.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits**

- 99.1 [Press Release of Bright Horizons Family Solutions Inc. dated December 18, 2020](#)
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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 thereunto duly authorized.

BRIGHT HORIZONS FAMILY SOLUTIONS INC.

Date: December 18, 2020

By: _____ /s/ Elizabeth J. Boland
Elizabeth J. Boland
Chief Financial Officer

**Bright Horizons announces retirement of founders from Board of Directors
Appointment as Director Emeritus effective end of Q1 2021**

NEWTON, MA – (Business Wire – December 18, 2020) – Bright Horizons Family Solutions® Inc. (NYSE: BFAM) announced today that the three company founders, Roger Brown, Linda Mason and Marguerite Kondracke, will retire from the Board of Directors effective March 31, 2021. All three will become a Director Emeritus as of their retirement date and will continue to provide guidance and counsel to the organization they founded as part of their collective mission to make a lasting difference in the world through the education of young children.

Linda Mason and Roger Brown co-founded Bright Horizons in 1986 and have served on the Board since inception. Marguerite Kondracke founded CorporateFamily Solutions in 1987 and served as its Chief Executive Officer until it merged with Bright Horizons in 1998 when she joined the Board of the company.

“Bright Horizons was our true passion,” said Mason. “We have been so proud to see the company mature under a new generation of leaders, evolving to meet the needs of employers and families, while still staying true to the core culture and founding mission that distinguishes Bright Horizons in the field. We have always known that if we did our job right, it would mean handing over our passion to those who would grow something beyond our imaginations. We are proud to have seen that through.” Brown added, “We sometimes drive by the little house in Cambridge, MA where we started Bright Horizons, with the pizza shop on the corner that served as our conference room. Each of our own children are alumni and we have so many friendships formed through our work together. To have been able to see the organization grow and thrive over more than three decades has been the joy of a lifetime.” They also noted that the company is in good hands with a Board that blends a rich mix of experience, institutional knowledge and fresh perspective.

Kondracke concurred, adding praise for the company’s response to the COVID-19 pandemic, “It has been a true honor to support company leaders through their agile management and response to the pandemic. By taking swift and deliberate actions to support the needs of clients, families and employees, and stepping up for first responders when they needed it most, Bright Horizons and its leadership have proven that its core values remain strong and hold the company in good standing for the future.”

Chairman David Lissy had strong praise for the trio, “Linda, Roger and Marguerite have meant so much to me personally and they have been exceedingly generous with their wisdom, experience and perspective through the years. The foundation and culture that they built has allowed Bright Horizons to grow into what it is today and positions the organization for an even brighter future. On behalf of the Board and the entire Bright Horizons family, we wish to thank Linda, Roger and Marguerite for their longstanding service and invaluable guidance over the years.”

“Linda, Roger and Marguerite will never be far. Their influence guides me and every leader at Bright Horizons daily. The mission they established over 30 years ago remains the core of who we are today and who we will be in the future. I am grateful for all their confidence and support and look forward to having each of them serve in the honorary role of Director Emeritus,” said Chief Executive Officer Stephen Kramer.

In connection with the retirement, it is expected the Board will decrease its size to include the remaining ten members.

Forward-Looking Statements

This release includes statements that express the Company's opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results and therefore are, or may be deemed to be, "forward-looking statements." The Company's actual results may vary significantly from the results anticipated in these forward-looking statements. These forward-looking statements include all matters that are not historical facts and include statements regarding the Company's intentions, beliefs or current expectations concerning, among other things, future Board changes and director emeritus status. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. These risks and uncertainties are described in the "Risk Factors" section of our Annual Report on Form 10-K filed February 27, 2020, and other filings with the Securities and Exchange Commission. These forward-looking statements speak only as of the time of this report and we do not undertake to publicly update or revise them, whether as a result of new information, future events or otherwise, except as required by law.

About Bright Horizons Family Solutions Inc.

Bright Horizons® is a leading global provider of high-quality child care and early education, back-up care, and workplace education services. For more than 30 years, we have partnered with employers to support workforces by providing services that help working families and employees thrive personally and professionally. We operate approximately 1,000 child care centers in the United States, the United Kingdom, the Netherlands, and India and serve more than 1,200 of the world's leading organizations. Bright Horizons' child care centers, back-up child and elder care, and workforce education programs, including tuition program management, education advising, and student loan repayment, help employees succeed at each life and career stage. For more information, go to www.brighthouse.com.