

<b>OMB APPROVAL</b>	
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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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Humphrey David</u>  (Last) (First) (Middle) <u>C/O BAIN CAPITAL INVESTORS, LLC</u> <u>JOHN HANCOCK TOWER, 200 CLARENDON STREET</u>  (Street) <u>BOSTON MA 02116</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/14/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	08/14/2015		S		2,830,231	D	\$61.01	20,131,609	I	See Footnotes <sup>(1)(2)(3)(4)(5)(6)(7)</sup>
Common Stock <sup>(8)</sup>								1,000 <sup>(8)</sup>	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	(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., which is the sole general partner of Bain Capital Fund X, L.P. ("Fund X"). On August 14, 2015, Fund X sold 2,798,852 shares of Common Stock. Following such sale, Fund X held 19,899,066 shares of Common Stock.
- BCI is also the managing partner of BCIP Associates III, which is the manager of BCIP Associates III, LLC ("BCIP III"). On August 14, 2015, BCIP III sold 17,929 shares of Common Stock. Following such sale, BCIP III held 139,688 shares of Common Stock.
- BCI is also the managing partner of BCIP Associates III-B, which is the manager of BCIP Associates III-B, LLC ("BCIP III-B"). On August 14, 2015, BCIP III-B sold 3,674 shares of Common Stock. Following such sale, BCIP III-B held 25,360 shares of Common Stock.
- BCI is also the managing partner of BCIP Trust Associates III, which is the manager of BCIP T Associates III, LLC ("BCIPT III"). On August 14, 2015, BCIPT III sold 8,786 shares of Common Stock. Following such sale, BCIPT III held 60,655 shares of Common Stock.
- BCI is also the managing partner of BCIP Trust Associates III-B, which is the manager of BCIP T Associates III-B, LLC ("BCIPT III-B"). On August 14, 2015, BCIPTA III-B sold 608 shares of Common Stock. Following such sale, BCIPTA III-B held 4,200 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 August 14, 2015, BCIP-G sold 382 shares of Common Stock. Following such sale, BCIP-G held 2,640 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 the Bain Entities. Mr. Humphrey disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- Each Restricted Stock Unit vests upon grant and represents the right to receive one share of Common Stock upon the earlier May 11, 2020 or Mr. Humphrey's termination of service.

**Remarks:**

/s/ David Humphrey 08/18/2015

\*\* 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.

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