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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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> <b>BROWN ROGER H</b>  (Last) (First) (Middle) <b>C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC, 200 TALCOTT AVENUE SOUTH</b>  (Street) <b>WATERTOWN MA 02472</b>  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <b>01/24/2013</b>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <b>BRIGHT HORIZONS FAMILY SOLUTIONS INC. [BFAM]</b>	
		<b>4. Relationship of Reporting Person(s) to Issuer</b> <small>(Check all applicable)</small> <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)	<b>5. 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 Beneficially Owned**

<b>1. Title of Security (Instr. 4)</b>	<b>2. Amount of Securities Owned (Instr. 4)</b>	<b>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</b>	<b>4. Nature of Indirect Beneficial Ownership (Instr. 5)</b>
Common Stock	34,712	I	By Roger H. Brown Trust
Common Stock	177,103	I	By Linda A. Mason Trust

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares <sup>M</sup>			
Option to Purchase Common Stock	05/28/2008	02/19/2014	Common Stock	71,165	\$ 2.56	D	
Option to Purchase Common Stock	05/28/2008	02/19/2014	Common Stock	9,235	\$ 4.93	D	
Option to Purchase Common Stock	(1)	09/02/2018	Common Stock	8,622	\$ 14.54	D	
Option to Purchase Common Stock	(1)	09/02/2018	Common Stock	1,119	\$ 12	D	
Option to Purchase Common Stock	05/28/2008	02/19/2014	Common Stock	7,320	\$ 2.56	I	By Spouse
Option to Purchase Common Stock	05/28/2008	02/19/2014	Common Stock	950	\$ 4.93	I	By Spouse
Option to Purchase Common Stock	(2)	09/02/2018	Common Stock	28,684	\$ 14.54	I	By Spouse
Option to Purchase Common Stock	(2)	09/02/2018	Common Stock	3,722	\$ 12	I	By Spouse
Option to Purchase Common Stock	04/04/2012	04/04/2022	Common Stock	4,540	\$ 14.54	I	By Spouse
Option to Purchase Common Stock	04/04/2012	04/04/2022	Common Stock	589	\$ 12	I	By Spouse

**Explanation of Responses:**

- The option to purchase 8,622 shares of common stock is vested as to 6,898 shares and the option to purchase 1,119 shares of common stock is vested as to 895 shares. The remaining portion of each option award is eligible to vest and become exercisable on May 28, 2013.
- The option to purchase 28,684 shares of common stock is vested as to 22,947 shares and the option to purchase 3,722 shares of common stock is vested as to 2,977 shares. The remaining portion of each option award is eligible to vest and become exercisable on May 28, 2013.

**Remarks:**

Exhibit List

Exhibit 24 - Power of Attorney

/s/ John Casagrande,  
attorney-in-fact for Roger      01/24/2013  
Brown, Jr.

\*\* 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 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.**

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of David Lissy, Elizabeth Boland, John Casagrande and Stephen Dreier, 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 such Form 3, 4 or 5 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 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 October 22, 2012.

By: /s/ Roger Brown

Print Name: Roger Brown