

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>BAIN CAPITAL INVESTORS LLC</u>  (Last) (First) (Middle) <u>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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/08/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	11/08/2017		J	(1)(2)(3)	416,426	(1)(2)(3)	D	\$0.00	7,986,532	I	See Footnotes <sup>(1)(2)(3)(4)(5)(6)(7)</sup>

**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					

1. Name and Address of Reporting Person\*  
BAIN CAPITAL INVESTORS LLC  
 (Last) (First) (Middle)  
200 CLARENDON STREET  
 (Street)  
BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BCIP Trust Associates III-B  
 (Last) (First) (Middle)  
200 CLARENDON STREET  
 (Street)  
BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BCIP Associates-G  
 (Last) (First) (Middle)  
200 CLARENDON STREET  
 (Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

BC BRIGHTNESS SPV GP, LLC

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

BC Brightness SPV, LP

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

**Explanation of Responses:**

1. Bain Capital Investors, LLC ("BCI") is the sole member of BC Brightness SPV GP, LLC ("BC SPV GP"), which is the sole general partner of BC Brightness SPV, LP ("BC SPV"). As a result, BC SPV GP may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BC SPV. BC SPV GP disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On November 8, 2017, BC SPV distributed 413,738 shares of Common Stock to one or more members or partners in connection with certain charitable gifts made on November 8, 2017. Following such distribution, BC SPV held 7,892,279 shares of Common Stock.
2. On November 8, 2017, BCIP Associates III, LLC ("BCIP III"), whose manager is BCIP Associates III ("BCIPA III"), whose managing partner is Boylston Coinvestors, LLC ("Boylston"), distributed 2,605 shares of Common Stock to one or more of its members or partners in connection with certain charitable gifts made on November 8, 2017. Following such distribution, BCIP III held 55,627 shares of Common Stock. BCIPA III may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP III. BCIPA III disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
3. On November 8, 2017, BCIP Associates III-B, LLC ("BCIP III-B"), whose manager is BCIP Associates III-B ("BCIPA III-B"), whose managing partner is Boylston, distributed 83 shares of Common Stock to one or more of its members or partners in connection with certain charitable gifts made on November 8, 2017. Following such distribution, BCIP III-B held 10,489 shares of Common Stock. BCIPA III-B may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP III-B. BCIPA III-B disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
4. As of November 8, 2017, BCIP T Associates III, LLC ("BCIPT III"), whose manager is BCIP Trust Associates III ("BCIPTA III"), whose managing partner is Boylston, held 25,285 shares of Common Stock. BCIPTA III may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIPT III. BCIPTA III disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
5. As of November 8, 2017, BCIP T Associates III-B, LLC ("BCIPT III-B"), whose manager is BCIP Trust Associates III-B ("BCIPTA III-B"), whose managing partner is Boylston, held 1,751 shares of Common Stock. BCIPTA III-B may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIPT III-B. BCIPTA III-B disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
6. As of November 8, 2017, BCIP Associates-G ("BCIP G" and together with BC SPV, BCIP III, BCIP III-B, BCIPT III and BCIPT III-B, the "Bain Capital Entities"), whose managing partner is Boylston, held 1,101 shares of Common Stock.
7. The governance, investment strategy and decision-making process with respect to the investments held by the Bain Capital Entities is directed by the Global Private Equity Board of BCI. As a result, BCI may be deemed to share voting and dispositive power with respect to all of the shares of Common Stock held by the Bain Capital Entities. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

**Remarks:**

Form 2 of 2

Bain Capital Investors, LLC,  
By: /s/ Joshua Bekenstein, 11/13/2017  
Name: Joshua Bekenstein,

Title: Managing Director

BCIP Trust Associates III-B,  
By: Boylston Coinvestors,  
LLC, as Managing Partner, By: 11/13/2017  
/s/ Joshua Bekenstein, Name:

Joshua Bekenstein, Title:  
Authorized Signatory

BCIP Associates-G, By:  
Boylston Coinvestors, LLC, as  
Managing Partner, By: /s/ 11/13/2017  
Joshua Bekenstein, Name:

Joshua Bekenstein, Title:  
Authorized Signatory

BC Brightness SPV GP, LLC,  
By: Bain Capital Investors,  
LLC, it's Sole Member, By: /s/ 11/13/2017  
Joshua Bekenstein, Name:

Joshua Bekenstein, Title:  
Managing Director

BC BRIGHTNESS SPV, LP, 11/13/2017  
By: BC BRIGHTNESS SPV GP,  
LLC, its General Partner, By:  
Bain Capital Investors, LLC,

[its Sole Member, By: /s/ Joshua Bekenstein, Name: Joshua Bekenstein, Title: Managing Director](#)

\*\* 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.

**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.**