

BRIGHT HORIZONS FAMILY SOLUTIONS INC.

Form 4

November 20, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HITCH JORDAN**

2. Issuer Name **and** Ticker or Trading  
Symbol

**BRIGHT HORIZONS FAMILY  
SOLUTIONS INC. [BFAM]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)

11/18/2015

☐ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

**C/O BAIN CAPITAL INVESTORS,  
LLC, JOHN HANCOCK TOWER,  
200 CLARENDON STREET**

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

BOSTON, MA 02116

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/18/2015		J <sup>(8)</sup>		265,917	D	\$ 0
					19,865,692	I	
Common Stock					1,000 <sup>(9)</sup>	D	

See  
Footnote  
(1) (2) (3) (4)  
(5) (6) (7)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HITCH JORDAN C/O BAIN CAPITAL INVESTORS, LLC JOHN HANCOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116	X X

## Signatures

/s/ Jordan Hitch 11/20/2015

\_\_\_\_\_  
Signature of Reporting Person Date

## Explanation of Responses:

\* 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).

- (1) 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").
- (2) BCI is also the managing partner of BCIP Associates III, which is the manager of BCIP Associates III, LLC ("BCIP III").
- (3) BCI is also the managing partner of BCIP Associates III-B, which is the manager of BCIP Associates III-B, LLC ("BCIP III-B").
- (4) BCI is also the managing partner of BCIP Trust Associates III, which is the manager of BCIP T Associates III, LLC ("BCIPT III").
- (5) 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").
- (6) 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").
- (7)

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Jordan Hitch is a Managing Director of BCI. By virtue of the relationships described in these footnotes, Mr. Hitch may be deemed to share voting and dispositive power with respect to the shares of common stock held by Bain Entities. Mr. Hitch disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- (8) On November 18, 2015 the Bain Entities distributed 265,917 shares of Common Stock to one or more members or partners of the Bain Entities in connection with certain charitable gifts made by such members or partners on November 18, 2015.
- (9) Each Restricted Stock Unit vests upon grant and represents the right to receive one share of Common Stock upon the earlier of May 11, 2020 or Mr. Hitch's termination of service.

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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