

BRIGHT HORIZONS FAMILY SOLUTIONS INC.
 Form 4
 June 20, 2013

FORM 4

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

OMB APPROVAL

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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)
 06/18/2013

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 Indirect Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|--|
| | | | | Code V | Amount | (A) or (D) | Price | | |
| Common Stock | 06/18/2013 | | S | 9,483,898 | D | \$ 31.7078 | 41,899,781 | I | See footnotes. (1) (2) (3) (4) (5) (6) (7) |

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

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SEC 1474 (9-02)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 06/20/2013

**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).

- Mr. Jordan Hitch is a Managing Director of Bain Capital Investors, LLC ("BCI"). BCI is the sole general partner of Bain Capital Partners (1) X, L.P., which is the sole general partner of Bain Capital Fund X L.P. ("Fund X"). On June 18, 2013, Fund X sold 9,377,321 shares of Common Stock. Following such sale, Fund X held 41,415,795 shares of Common Stock.
- (2) BCI is also the managing partner of BCIP Associates III, which is the manager of BCIP Associates III, LLC ("BCIP III"). On June 18, 2013, BCIP III sold 62,024 shares of Common Stock. Following such sale, BCIP III held 290,732 shares of Common Stock.
- (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"). On June 18, 2013, BCIP III-B sold 12,168 shares of Common Stock. Following such sale, BCIP III-B held 52,780 shares of Common Stock.
- (4) BCI is also the managing partner of BCIP Trust Associates III, which is the manager of BCIP T Associates III, LLC ("BCIPT III"). On June 18, 2013, BCRIPT III sold 29,103 shares of Common Stock. Following such sale, BCRIPT III held 126,239 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 June 18, 2013, BCRIPT III-B sold 2,016 shares of Common Stock. Following such sale, BCRIPT III-B held 8,742 shares of Common Stock.
- (6) BCI is also the managing partner of BCIP Associates-G ("BCIP G" and together with Fund X, BCIP III, BCIP III-B, BCRIPT III and BCRIPT III-B, the "Bain Entities"). On June 18, 2013, BCIP G sold 1,266 shares of Common Stock. Following such sale, BCIP G held

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5,493 shares of Common Stock.

By virtue of these relationships described in the foregoing footnotes, Mr. Hitch may be deemed to share voting and dispositive power
(7) with respect to all of the shares of Common Stock held by the Bain Entities. Mr. Hitch disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.