

BRIGHT HORIZONS FAMILY SOLUTIONS INC.

Form 8-K

March 27, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 25, 2014**

**BRIGHT HORIZONS FAMILY SOLUTIONS INC.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-35780**  
**(Commission**

**File Number)**

**80-0188269**  
**(I.R.S. Employer**

**Identification Number)**

**200 Talcott Avenue South**

**Watertown, MA**  
**(Address of principal**

**02472**  
**(Zip Code)**

**executive offices)**

**Registrant's telephone number, including area code: (617) 673-8000**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On March 25, 2014, Bright Horizons Family Solutions Inc. (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Goldman, Sachs & Co. and Barclays Capital Inc. (the Underwriters ) and the selling stockholders listed on Schedule II thereto (the Selling Stockholders ), relating to the underwritten offering (the Offering ) of up to 8,050,000 shares of the Company s common stock, par value \$0.001 per share (the Shares ), including 1,050,000 shares that may be purchased from the Selling Stockholders pursuant to the Underwriters option to purchase additional shares at a purchase price to be paid by the Underwriters of \$36.32207 per share. All of the Shares are being sold by the Selling Stockholders.

The Offering is being made only by means of a prospectus. The Company has filed a registration statement relating to these securities with the Securities and Exchange Commission on March 25, 2014 (Registration No. 333-194790) (the Registration Statement ) which became effective upon filing pursuant to Rule 462 under the Securities Act of 1933, as amended. The closing of the Offering is expected to take place on or about March 28, 2014 subject to the satisfaction of customary closing conditions. A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K. Ropes & Gray LLP, counsel to the Company, has issued an opinion to the Company, dated March 27, 2014, regarding the Shares to be sold in the Offering. A copy of the opinion is filed as Exhibit 5.1 to this Current Report on Form 8-K. Certain information relating to Part II, Item 14 Other Expenses of Issuance and Distribution of the Registration Statement is filed as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

**Exhibit  
No.**

**Description**

1.1	Underwriting Agreement, dated March 25, 2014, by and among the Company, the Underwriters and the Selling Stockholders.
5.1	Opinion of Ropes & Gray LLP
23.1	Consent of Ropes & Gray LLP (included in Exhibit 5.1 above)
99.1	Information relating to Part II, Item 14 Other Expenses of Issuance and Distribution of the Registration Statement.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BRIGHT HORIZONS FAMILY SOLUTIONS  
INC.

By: /s/ Elizabeth Boland  
Name: Elizabeth Boland  
Title: Chief Financial Officer

Date: March 27, 2014