

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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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 \*  
**BEKENSTEIN JOSHUA**

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)

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

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

**06/18/2013**

(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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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 Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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 |
| BEKENSTEIN JOSHUA<br>C/O BAIN CAPITAL INVESTORS, LLC<br>JOHN HANCOCK TOWER, 200 CLARENDON STREET<br>BOSTON, MA 02116 | X             | X         |         |       |

## Signatures

/s/ Josh  
Bekenstein 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).
- (1) Mr. Josh Bekenstein is a Managing Director of Bain Capital Investors, LLC ("BCI"). 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"). 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, BCIPT III sold 29,103 shares of Common Stock. Following such sale, BCIPT III held 126,239 shares of Common Stock.
  - (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"). On June 18, 2013, BCIPT III-B sold 2,016 shares of Common Stock. Following such sale, BCIPT III-B held 8,742 shares of

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Common Stock.

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 (6) BCIPT III-B, the "Bain Entities"). On June 18, 2013, BCIP G sold 1,266 shares of Common Stock. Following such sale, BCIP G held 5,493 shares of Common Stock.

By virtue of these relationships described in the foregoing footnotes, Mr. Bekenstein may be deemed to share voting and dispositive (7) power with respect to all of the shares of Common Stock held by the Bain Entities. Mr. Bekenstein 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.

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