BRIGHT HORIZONS FAMILY SOLUTIONS INC.

Form 4 April 25, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MASON LINDA A Issuer Symbol **BRIGHT HORIZONS FAMILY** (Check all applicable) SOLUTIONS INC. [BFAM] (Middle) (Last) (First) 3. Date of Earliest Transaction Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) 04/21/2017

C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC, 200 TALCOTT

(State)

AVENUE SOUTH

(City)

(Street) 4. If Amendment, Date Original

(Zip)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

WATERTOWN, MA 02472

(City)	(State)	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)	Code (Instr. 8)	(A) or			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)
Common Stock	04/21/2017		Code V $M_{\underline{(1)}}$	Amount 1,226	(D)	Price \$ 14.54	10,496	D	
Common Stock	04/21/2017		M(1)	12,294	A	\$ 14.54	22,790	D	
Common Stock	04/21/2017		S(1)	1,226	D	\$ 74 (2)	21,564	D	
Common Stock	04/21/2017		S(1)	12,294	D	\$ 74.01 (3)	9,270	D	

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Common Stock	2,235	I	By Spouse
Common Stock	130,838	I	By Linda A. Mason Trust
Common Stock	1,226	I	By Roger H Brown Trust

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

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(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 ionDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 14.54	04/21/2017		M(1)		13,520	<u>(4)</u>	09/02/2018	Common Stock	13,520

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

MASON LINDA A C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC 200 TALCOTT AVENUE SOUTH WATERTOWN, MA 02472

Signatures

/s/ John Casagrande, attorney-in-fact for Linda 04/25/2017 Mason

> **Signature of Reporting Person Date

2 Reporting Owners

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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) These trades were made pursuant to a Rule 10b5-1 trading plan.
- This transaction was executed in multiple trades at prices ranging from \$74.00 to \$74.005. The price reported above reflects the weighted (2) average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$74.00 to \$74.09. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (4) The option to purchase shares is fully vested.

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.