

DREIER STEPHEN I
 Form 4
 February 01, 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 *
 DREIER STEPHEN I

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)
 01/11/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Administrative Officer

C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC, 200 TALCOTT AVENUE SOUTH

(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

WATERTOWN, MA 02472

(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	01/11/2013		J ⁽¹⁾		34,104	A	Ⓛ
Common Stock	01/30/2013		P		2,500	A	\$ 22
					41,029		

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class L Common Stock	<u>(1)</u>	01/11/2013		<u>J</u> ⁽¹⁾		969		<u>(1)</u>	<u>(1)</u>	Common Stock	34,104
Option to purchase Common Stock	\$ 14.54	01/30/2013		A		62,296		<u>(2)</u>	09/02/2018	Common Stock	62,296
Option to purchase Common Stock	\$ 12	01/30/2013		A		8,084		<u>(3)</u>	09/02/2018	Common Stock	8,084
Option to purchase Common Stock	\$ 14.54	01/30/2013		A		8,798		<u>(4)</u>	05/02/2022	Common Stock	8,798
Option to purchase Common Stock	\$ 12	01/30/2013		A		1,141		<u>(5)</u>	05/02/2022	Common Stock	1,141

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DREIER STEPHEN I C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC 200 TALCOTT AVENUE SOUTH WATERTOWN, MA 02472			Chief Administrative Officer	

Signatures

/s/ John Casagrande, as attorney in fact for Stephen Dreier

02/01/2013

**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) On January 11, 2013, in connection with the Issuer's initial public offering, each share of the Issuer's Class L common stock was converted, in accordance with the terms of the Issuer's certificate of incorporation, into 35.1955 shares of common stock and had no expiration date. With respect to the reporting person, the conversion of the Class L common stock is exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 thereunder.

(2) On May 2, 2012, the reporting person was granted an option to purchase 62,296 shares of common stock in connection with the Issuer's option exchange program. The option vests based upon time (in accordance with the vesting schedule that was applicable to the option award that was exchanged for this award in the option exchange program such that this option is time vested as to 49,836 shares with the remaining 12,460 shares eligible to time vest on May 28, 2013) and performance (change of control of the Issuer or an initial public offering of the Issuer's common stock) criteria. As a result of the consummation of the Issuer's initial public offering, the performance criteria was met with respect to all 62,296 shares of common stock subject to this option award, resulting in vesting of the option as to 49,836 shares and an additional 12,460 shares eligible to vest on May 28, 2013.

(3) On May 2, 2012, the reporting person was granted an option to purchase 8,084 shares of common stock in connection with the Issuer's option exchange program. The option vests based upon time (in accordance with the vesting schedule that was applicable to the option award that was exchanged for this award in the option exchange program such that this option is time vested as to 6,467 shares with the remaining 1,617 shares eligible to time vest on May 28, 2013) and performance (change of control of the Issuer or an initial public offering of the Issuer's common stock) criteria. As a result of the consummation of the Issuer's initial public offering, the performance criteria was met with respect to all 8,084 shares of common stock subject to this option award, resulting in vesting of the option as to 6,467 shares and an additional 1,617 shares eligible to vest on May 28, 2013.

(4) On May 2, 2012 the reporting person was granted an option to purchase 8,798 shares of common stock. The option vests based upon time (40% on May 2, 2014 and thereafter, as to the remaining 60%, three equal annual installments beginning on May 2, 2015) and performance (change of control of the Issuer or an initial public offering of the Issuer's common stock) criteria. As a result of the consummation of the Issuer's initial public offering, the performance criteria was met with respect to all 8,798 shares of common stock subject to this option award, resulting in the option becoming eligible to vest as to 40% of the underlying shares on May 2, 2014 and thereafter, as to the remaining 60% of the underlying shares, in three equal annual installments beginning on May 2, 2015.

(5) On May 2, 2012 the reporting person was granted an option to purchase 1,141 shares of common stock. The option vests based upon time (40% on May 2, 2014 and thereafter, as to the remaining 60%, three equal annual installments beginning on May 2, 2015) and performance (change of control of the Issuer or an initial public offering of the Issuer's common stock) criteria. As a result of the consummation of the Issuer's initial public offering, the performance criteria was met with respect to all 1,141 shares of common stock subject to this option award, resulting in the option becoming eligible to vest as to 40% of the underlying shares on May 2, 2014 and thereafter, as to the remaining 60% of the underlying shares, in three equal annual installments beginning on May 2, 2015.

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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