

BCIP Associates III-B, LLC
 Form 4
 November 13, 2017

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 *
BAIN CAPITAL INVESTORS LLC

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)
 200 CLARENDON STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/08/2017

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

BOSTON, MA 02116

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

(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 | 11/08/2017 | | J(1)(2)(3) | | 416,426 (1) (2) (3) | D | \$ 0 7,986,532 |
| | | | | | | 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|---|--|---|---|--------------------------------------|--|--|---|---|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------|--------------------|-------|--|
|---------------------|--------------------|-------|--|

| Code | V | (A) | (D) |
|------|---|-----|-----|
|------|---|-----|-----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAIN CAPITAL INVESTORS LLC 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP Associates III, LLC 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP Associates III 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP Associates III-B, LLC 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP Associates III-B 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP T Associates III, LLC 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP Trust Associates III 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP T Associates III-B, LLC 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |

Signatures

| | |
|---|------------|
| Bain Capital Investors, LLC, By: /s/ Joshua Bekenstein, Name: Joshua Bekenstein, Title: Managing Director | 11/13/2017 |
| __Signature of Reporting Person | Date |
| BCIP Associates III, LLC, By: BCIP Associates III, its Manager, By: Boylston Coinvestors, LLC, as Managing Partner, By: /s/ Joshua Bekenstein, Name: Joshua Bekenstein, Title: Authorized Signatory | 11/13/2017 |
| __Signature of Reporting Person | Date |
| BCIP Associates III, By: Boylston Coinvestors, LLC, as Managing Partner, By: /s/ Joshua Bekenstein, Name: Joshua Bekenstein, Title: Authorized Signatory | 11/13/2017 |
| __Signature of Reporting Person | Date |
| BCIP Associates III-B, LLC, By: BCIP Associates III-B, its Manager, By: Boylston Coinvestors, LLC, as Managing Partner, By: /s/ Joshua Bekenstein, Name: Joshua Bekenstein, Title: Authorized Signatory | 11/13/2017 |
| __Signature of Reporting Person | Date |
| BCIP Associates III-B, By: Boylston Coinvestors, LLC, as Managing Partner, By: /s/ Joshua Bekenstein, Name: Joshua Bekenstein, Title: Authorized Signatory | 11/13/2017 |
| __Signature of Reporting Person | Date |
| BCIP T Associates III, LLC, By: BCIP Trust Associates III, its Manager, By: Boylston Coinvestors, LLC, as Managing Partner, By: /s/ Joshua Bekenstein, Name: Joshua Bekenstein, Title: Authorized Signatory | 11/13/2017 |
| __Signature of Reporting Person | Date |
| BCIP Trust Associates III, By: Boylston Coinvestors, LLC, as Managing Partner, By: /s/ Joshua Bekenstein, Name: Joshua Bekenstein, Title: Authorized Signatory | 11/13/2017 |
| __Signature of Reporting Person | Date |
| BCIP T Associates III-B, LLC, By: BCIP Trust Associates III-B, its Manager, By: Boylston Coinvestors, LLC, as Managing Partner, By: /s/ Joshua Bekenstein, Name: Joshua Bekenstein, Title: Authorized Signatory | 11/13/2017 |
| __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) Bain Capital Investors, LLC ("BCI") is the sole member of BC Brightness SPV GP, LLC ("BC SPV GP"), which is the sole general partner of BC Brightness SPV, LP ("BC SPV"). As a result, BC SPV GP may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BC SPV. BC SPV GP disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On November 8, 2017, BC SPV distributed 413,738 shares of Common Stock to one or more members or partners in connection with certain charitable gifts made on November 8, 2017. Following such distribution, BC SPV held 7,892,279 shares of Common Stock.
 - (2) On November 8, 2017, BCIP Associates III, LLC ("BCIP III"), whose manager is BCIP Associates III ("BCIPA III"), whose managing partner is Boylston Coinvestors, LLC ("Boylston"), distributed 2,605 shares of Common Stock to one or more of its members or partners in connection with certain charitable gifts made on November 8, 2017. Following such distribution, BCIP III held 55,627 shares of Common Stock. BCIPA III may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP III. BCIPA III disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
 - (3) On November 8, 2017, BCIP Associates III-B, LLC ("BCIP III-B"), whose manager is BCIP Associates III-B ("BCIPA III-B"), whose managing partner is Boylston, distributed 83 shares of Common Stock to one or more of its members or partners in connection with

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certain charitable gifts made on November 8, 2017. Following such distribution, BCIP III-B held 10,489 shares of Common Stock. BCIPA III-B may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP III-B. BCIPA III-B disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

- (4) As of November 8, 2017, BCIP T Associates III, LLC ("BCIPT III"), whose manager is BCIP Trust Associates III ("BCIPTA III"), whose managing partner is Boylston, held 25,285 shares of Common Stock. BCIPTA III may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIPT III. BCIPTA III disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

- (5) As of November 8, 2017, BCIP T Associates III-B, LLC ("BCIPT III-B"), whose manager is BCIP Trust Associates III-B ("BCIPTA III-B"), whose managing partner is Boylston, held 1,751 shares of Common Stock. BCIPTA III-B may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIPT III-B. BCIPTA III-B disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

- (6) As of November 8, 2017, BCIP Associates-G ("BCIP G" and together with BC SPV, BCIP III, BCIP III-B, BCIPT III and BCIPT III-B, the "Bain Capital Entities"), whose managing partner is Boylston, held 1,101 shares of Common Stock.

- (7) The governance, investment strategy and decision-making process with respect to the investments held by the Bain Capital Entities is directed by the Global Private Equity Board of BCI. As a result, BCI may be deemed to share voting and dispositive power with respect to all of the shares of Common Stock held by the Bain Capital Entities. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Remarks:

Form 1 of 2

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.