

BRIGHT HORIZONS FAMILY SOLUTIONS INC.  
 Form 3  
 January 08, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|   |   |   |  |
|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Burke Mary Lou</p> <p>(Last) (First) (Middle)</p> <p>C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC,Â 200 TALCOTT AVENUE SOUTH</p> <p>(Street)</p> <p>WATERTOWN,Â MAÂ 02472</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/01/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BRIGHT HORIZONS FAMILY SOLUTIONS INC. [BFAM]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>                 (give title below) (specify below)<br/>                 COO North America Center Ops</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 22,674 <sup>(1)</sup>                                    | D   | Â  |
| Common Stock                       | 1,240  | I   | UTMA Custodian for daughter <sup>(2)</sup>               |
| Common Stock                       | 1,240  | I   | UTMA Custodian for daughter <sup>(2)</sup>               |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares                                   |  |   |
| Option to Purchase<br>Common Stock            | Â (3)  | 04/01/2020         | Common<br>Stock  | 1,436  | \$ 14.54   | D Â   |
| Option to Purchase<br>Common Stock            | Â (4)  | 05/02/2022         | Common<br>Stock  | 1,808  | \$ 12  | D Â   |
| Option to Purchase<br>Common Stock            | Â (5)  | 05/02/2022         | Common<br>Stock  | 34,842   | \$ 14.54   | D Â   |
| Option to Purchase<br>Common Stock            | Â (6)  | 01/06/2021         | Common<br>Stock  | 25,280   | \$ 36.29   | D Â   |
| Option to Purchase<br>Common Stock            | Â (7)  | 01/12/2022         | Common<br>Stock  | 18,800   | \$ 47.35   | D Â   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                   |       |
|--|---------------|-----------|-----------------------------------|-------|
|  | Director      | 10% Owner | Officer                           | Other |
| Burke Mary Lou<br>C/O BRIGHT HORIZONS FAMILY SOLUTIONS<br>INC<br>200 TALCOTT AVENUE SOUTH<br>WATERTOWN, MA 02472 | Â             | Â         | Â COO North America Center<br>Ops | Â     |

## Signatures

/s/ Mary Lou  
Burke

01/08/2016

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 6,220 shares of restricted stock that vests 100% on January 6, 2017.
- (2) Shares held indirectly under the Uniform Transfer to Minors Act and reporting person disclaims any beneficial ownership of these shares except for any pecuniary interest therein.
- (3) On April 1, 2010, the reporting person received an option to purchase 11,614 shares of which 1,436 shares remain unexercised. The vesting criteria have been met with respect to this award.
- (4) On May 2, 2012, the reporting person received an option to purchase 4,520 shares of which 1,808 shares remain unexercised and unvested. On May 2, 2016, 904 shares will be eligible to vest and the remaining 904 shares will be eligible to vest on May 2, 2017.
- (5)

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On May 2, 2012, the reporting person received an option to purchase 34,842 shares of which 20,904 shares are currently vested. On May 2, 2016, 6,968 shares will be eligible to vest and the remaining 6,970 shares will be eligible to vest on May 2, 2017.

- (6) The option is eligible to vest as to 60% of the underlying shares on January 6, 2017 and thereafter, as to the remaining 40% of underlying shares, in two equal annual installments beginning on January 6, 2018.
- (7) The option is eligible to vest as to 60% of the underlying shares on January 12, 2018 and thereafter, as to the remaining 40% of underlying shares, in two equal annual installments beginning on January 12, 2019.

Â

### Remarks:

Exhibit 24 - Power of Attorney

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.