

BRIGHT HORIZONS FAMILY SOLUTIONS INC
Form SC 13G/A
March 30, 2001

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G/A
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO
FILED PURSUANT TO 13d-2(b)
(Amendment No. 3**)

Bright Horizons Family Solutions, Inc.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

109195 10 7

(CUSIP Number)

December 31, 2000

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

** This amendment is filed solely to correct and replace Amendment No. 2, filed with the Commission on February 14, 2001.

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- (1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Roger H. Brown

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(See Instructions) (b) []

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(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5)	SOLE VOTING POWER	-0-
	(6)	SHARED VOTING POWER	594,623
	(7)	SOLE DISPOSITIVE POWER	-0-
	(8)	SHARED DISPOSITIVE POWER	594,623

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
594,623

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
4.82%

(12) TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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Item 1(a).	Name of Issuer:	Bright Horizons Family Solutions, Inc. ("BFAM")
Item 1(b).	Address of Issuer's Principal Executive Offices:	200 Talcott Avenue South Watertown, MA 02472-9177
Item 2(a).	Name of Person Filing:	Roger H. Brown
Item 2(b).	Address of Principal Business Office or, if none, Residence:	200 Talcott Avenue South Watertown, MA 02472-9177

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Item 2(c). Organization/Citizenship: United States citizen

Item 2(d). Title of Class of Securities: Common stock, \$.01 par value ("Common Stock")

Item 2(e). CUSIP Number: 109195 10 7

Item 3. Inapplicable.

Item 4. Ownership.

Person	Total Shares of Common Stock Beneficially Owned	Percent of Class (1)	Sole Voting Power	Shared Voting Power
Roger H. Brown	594,623 (2)	4.82%	--	594,623

(1) Based on approximately 12,069,857 shares of Common Stock outstanding as of December 31, 2000, plus 260,186 shares of Common Stock subject to options beneficially held by Mr. Brown, which are exercisable within 60 days of December 31, 2000.

(2) Includes 198,712 shares held by Mr. Brown as trustee of the Roger H. Brown, Jr. Trust, 135,725 shares held by his spouse as trustee of the Linda A. Mason Trust, and 260,186 shares which Mr. Brown had the right to beneficially acquire within 60 days of December 31, 2000 upon exercise of options (83,039 of which were held by his spouse).

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [x].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Inapplicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Inapplicable.

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Item 8. Identification and Classification of Members of the Group.

Inapplicable.

Item 9. Notice of Dissolution of Group.

Inapplicable.

Item 10. Certifications.

Inapplicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

03/28/01

Date

/s/ Roger H. Brown

(Signature)

Roger H. Brown, Chief Executive Officer of BFAM

(Name/Title)