BCIP Associates III-B, LLC
Form 4
November 16, 2017

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BAIN CAPITAL INVESTORS LLC

(Last) (First) (Middle)

200 CLARENDON STREET

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BRIGHT HORIZONS FAMILY SOLUTIONS INC. [BFAM]

3. Date of Earliest Transaction (Month/Day/Year)
11/14/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/14/2017		S		3,504,999	D	$ 87.26	4,481,533	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.

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SEC 1474 (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 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 Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAIN CAPITAL INVESTORS LLC 200 CLARENDON STREET BOSTON, MA 02116		X		
BC BRIGHTNESS SPV GP, LLC 200 CLARENDON STREET BOSTON, MA 02116		X		
BC Brightness SPV, LP 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		X		

BOSTON, MA 02116

BCIP T Associates III-B, LLC
200 CLARENDON STREET X
BOSTON, MA 02116

Signatures

Bain Capital Investors, LLC, By: /s/ Joshua Bekenstein, Name: Joshua Bekenstein, Title: Managing Director — 11/16/2017

**Signature of Reporting Person — Date

BC Brightness SPV GP, LLC, By: Bain Capital Investors, LLC, its Sole Member, By: /s/ Joshua Bekenstein, Name: Joshua Bekenstein, Title: Managing Director — 11/16/2017

**Signature of Reporting Person — Date

BC Brightness SPV, LP, By: BC Brightness SPV GP, LLC, its General Partner, By: Bain Capital Investors, LLC, its Sole Member, By: /s/ Joshua Bekenstein, Name: Joshua Bekenstein, Title: Managing Director — 11/16/2017

**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 — 11/16/2017

**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 — 11/16/2017

**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 — 11/16/2017

**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 — 11/16/2017

**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 — 11/16/2017

**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 — 11/16/2017

**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 — 11/16/2017

**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 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 14, 2017, BC SPV sold 3,462,449 shares of Common Stock. Following such sale, BC SPV held 4,429,830 shares of Common Stock.

(2) On November 14, 2017, BCIP Associates III, LLC ("BCIP III"), whose manager is BCIP Associates III ("BCIPA III"), whose managing partner is Boylston Coinvestors, LLC ("Boylston"), sold 24,570 shares of Common Stock. Following such sale, BCIP III held 31,057 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 14, 2017, BCIP Associates III-B, LLC ("BCIP III-B"), whose manager is BCIP Associates III-B ("BCIPA III-B"), whose managing partner is Boylston, sold 4,850 shares of Common Stock Following such sale, BCIP III-B held 5,639 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) On November 14, 2017, BCIP T Associates III, LLC ("BCIPT III"), whose manager is BCIP Trust Associates III ("BCIPTA III"), whose managing partner is Boylston, sold 11,800 shares of Common Stock. Following such sale, BCIPT III held 13,485 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) On November 14, 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, sold 817 shares of Common Stock. Following such sale, BCIPT III-B held 934 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) On November 14, 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, sold 513 shares of Common Stock. Following such sale, BCIP G held 588 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.
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