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BRIGHT HORIZONS FAMILY SOLUTIONS INC.

Form 4

August 16, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Berman Mandy

2. Issuer Name and Ticker or Trading Symbol

Issuer

BRIGHT HORIZONS FAMILY

(Check all applicable)

5. Relationship of Reporting Person(s) to

SOLUTIONS INC. [BFAM] (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner Officer (give title Other (specify

08/15/2016

below) **EVP & CAO**

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

(Street)

(State)

(Zip)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Table I - Non-Darivative Securities Acquired Disposed of or Reneficially Owned

WATERTOWN, MA 02472

` •		1 adi	e 1 - Non-D	erivative	Secur	iues Acq	uirea, Disposea o	i, or Beneficial	iy Ownea
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	08/15/2016		Code V M(1)	Amount 2,250	or (D)	Price \$ 14.54	(Instr. 3 and 4) 43,325	D	
Common Stock	08/15/2016		S(1)	2,250	D	\$ 66.53 (2)	41,075	D	

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

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number.

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. Transactic Code (Instr. 8)	5. Number or 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
Option to Purchase Common Stock	\$ 14.54	08/15/2016		M <u>(1)</u>	1,460	(3)	10/11/2021	Common Stock	1,460
Option to Purchase Common Stock	\$ 14.54	08/15/2016		M(1)	790	<u>(4)</u>	05/02/2022	Common Stock	790

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Reporting Owners

Reporting Owner Name / Address	Keiauonsnips					
	Director	10% Owner	Officer	Other		
Berman Mandy						
C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC			EVP &			
200 TALCOTT AVENUE SOUTH			CAO			
WATERTOWN, MA 02472						

Signatures

/s/ John Casagrande, as attorney in fact for Mandy 08/16/2016 Berman

> **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) These trades were made pursuant to a Rule 10b5-1 trading plan.

This transaction was executed in multiple trades at prices ranging from \$66.25 to \$67.00. The price reported above reflects the weighted (2) average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the

issuer full information regarding the number of shares and prices at which the transaction was effected.

Reporting Owners 2

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- On October 11, 2011, the reporting person was granted an option to purchase 24,284 shares of common stock in connection with the (3) Issuer's option exchange program. Currently 4,858 shares are outstanding and all of these shares will be eligible to vest on October 11, 2016.
- On May 2, 2012, the reporting person was granted an option to purchase 18,300 shares of common stock in connection with the Issuer's option exchange program. Of the 6,530 shares currently outstanding, 2,870 shares are vested and the remaining 3,660 shares will be eligible to vest on May 2, 2017.

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.