

BRIGHT HORIZONS FAMILY SOLUTIONS INC.

Form 4

November 15, 2016

**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 \*  
MASON LINDA A

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)

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

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

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

11/10/2016

(Street)

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

WATERTOWN, MA 02472

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 11/10/2016                           |  | M <sup>(1)</sup>               |   | 15,334  | A  | \$ 14.54                                   |
| Common Stock                    | 11/10/2016                           |  | S <sup>(1)</sup>               |   | 2,018   | D  | \$ 68                                      |
| Common Stock                    | 11/11/2016                           |  | S <sup>(1)</sup>               |   | 12,400  | D  | \$ 70.01                                   |
| Common Stock                    | 11/11/2016                           |  | S <sup>(1)</sup>               |   | 916   | D  | \$ 72                                      |

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|              |            |                         |        |   |                        |         |   |                         |
|--------------|------------|-------------------------|--------|---|------------------------|---------|---|-------------------------|
| Common Stock | 11/14/2016 | <u>M</u> <sup>(1)</sup> | 12,124 | A | \$ 14.54               | 21,394  | D |                         |
| Common Stock | 11/14/2016 | <u>S</u> <sup>(1)</sup> | 12,124 | D | \$ 72.04<br><u>(4)</u> | 9,270   | D |                         |
| Common Stock | 11/10/2016 | <u>M</u> <sup>(1)</sup> | 2,238  | A | \$ 12                  | 4,473   | I | By Spouse               |
| Common Stock | 11/10/2016 | <u>M</u> <sup>(1)</sup> | 7,744  | A | \$ 14.54               | 12,217  | I | By Spouse               |
| Common Stock | 11/10/2016 | <u>S</u> <sup>(1)</sup> | 9,982  | D | \$ 68                  | 2,235   | I | By Spouse               |
| Common Stock |            |                         |        |   |                        | 130,838 | I | By Linda A. Mason Trust |
| Common Stock |            |                         |        |   |                        | 1,226   | I | By Roger H Brown Trust  |

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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Option to Purchase Common Stock            | \$ 14.54   | 11/10/2016                           |  | <u>M</u> <sup>(1)</sup>        | 2,018   | <u>(5)</u>   | 09/02/2018  | Common Stock | 2,018                      |
| Option to Purchase Common Stock            | \$ 14.54   | 11/11/2016                           |  | <u>M</u> <sup>(1)</sup>        | 13,316  | <u>(5)</u>   | 09/02/2018  | Common Stock | 13,316                     |

|                                 |          |            |                  |        |            |            |              |        |
|---------------------------------|----------|------------|------------------|--------|------------|------------|--------------|--------|
| Option to Purchase Common Stock | \$ 14.54 | 11/14/2016 | M <sup>(1)</sup> | 12,124 | <u>(5)</u> | 09/02/2018 | Common Stock | 12,124 |
| Option to Purchase Common Stock | \$ 14.54 | 11/10/2016 | M <sup>(1)</sup> | 7,744  | <u>(5)</u> | 09/02/2018 | Common Stock | 7,744  |
| Option to Purchase Common Stock | \$ 12    | 11/10/2016 | M <sup>(1)</sup> | 2,238  | <u>(5)</u> | 09/02/2018 | Common Stock | 2,238  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

MASON LINDA A  
C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC  
200 TALCOTT AVENUE SOUTH  
WATERTOWN, MA 02472

## Signatures

/s/ John Casagrande, attorney-in-fact for Linda Mason

11/15/2016

\_\_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.

(2) This transaction was executed in multiple trades at prices ranging from \$70.00 to \$70.08. The price reported above reflects the weighted 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.

(3) This transaction was executed in multiple trades at prices ranging from \$72.00 to \$72.01. The price reported above reflects the weighted 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.

(4) This transaction was executed in multiple trades at prices ranging from \$72.00 to \$72.31. The price reported above reflects the weighted 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.

(5) The option to purchase shares is fully vested

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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