

Humphrey David
Form 3
January 24, 2013

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)

1. Name and Address of Reporting
Person *

Â Humphrey David

(Last) (First) (Middle)

C/O BAIN CAPITAL
PARTNERS, LLC,Â JOHN
HANCOCK TOWER, 200
CLARENDON STREET

(Street)

BOSTON,Â MAÂ 02116

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
01/24/2013

3. Issuer Name **and** Ticker or Trading Symbol

BRIGHT HORIZONS FAMILY SOLUTIONS INC.
[BFAM]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

51,559,364

I

See Footnote (1) (2) (3) (4) (5) (6) (7)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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(Instr. 4)				Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Humphrey David
C/O BAIN CAPITAL PARTNERS, LLC
JOHN HANCOCK TOWER, 200 CLARENDON STREET
BOSTON, MA 02116

Â X Â X Â Â

Signatures

/s/ David
Humphrey

01/24/2013

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) Mr. David Humphrey is a Managing Director of Bain Capital Investors, LLC ("BCI"). BCI is the sole general partner of Bain Capital Partners X, L.P. ("BCP X"), which is the sole general partner of Bain Capital Fund X L.P. ("Fund X").
- (2) BCI is also the managing partner of BCIP Associates III ("BCIPA III"), which is the manager of BCIP Associates III, LLC ("BCIP III").
- (3) BCI is also the managing partner of BCIP Associates III-B ("BCIPA III-B"), which is the manager of BCIP Associates III-B, LLC ("BCIP III-B").
- (4) BCI is also the managing partner of BCIP Trust Associates III ("BCIPTA III"), which is the manager of BCIP T Associates III, LLC ("BCIPT III").
- (5) BCI is also the managing partner of BCIP Trust Associates III-B ("BCIPTA III-B"), which is the manager of BCIP T Associates III-B, LLC ("BCIPT III-B").
- (6) BCI is also the managing partner of BCIP Associates-G ("BCIP G" and together with the Fund X, BCIP III, BCIP III-B, BCIPT III and BCIPT III-B, the "Bain Entities").

By virtue of these relationships described in the foregoing footnotes, Mr. Humphrey may be deemed to share voting and dispositive power with respect to all of the shares of Common Stock held by the Bain Entities. Mr. Humphrey disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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.