

BRIGHT HORIZONS FAMILY SOLUTIONS INC.

Form 4/A

February 21, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *
TOCIO MARY ANN2. 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)
C/O BRIGHT HORIZONS FAMILY
SOLUTIONS INC, 200 TALCOTT
AVENUE SOUTH3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2014☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and COO(Street)
WATERTOWN, MA 024724. If Amendment, Date Original
Filed(Month/Day/Year)
02/18/20146. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
Common Stock				(A) or (D)	202,466	D	

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

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(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 14.54					<u>(1)</u>	09/02/2018	Common Stock <u>(2)</u>	452,590

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOCIO MARY ANN C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC 200 TALCOTT AVENUE SOUTH WATERTOWN, MA 02472	X		President and COO	

Signatures

/s/ John Casagrande, attorney-in-fact for Mary Ann
Tocio

02/21/2014

____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).

On May 2, 2012, the reporting person received in exchange for an earlier grant an option to purchase 502,590 shares of the registrant's
(1) common stock subject to time and performance vesting criteria. The time and performance criteria have been met with respect to this award.

This amendment to the reporting person's Form 4 filed on February 18, 2014 (the "Prior Report") is being filed to correct certain transactions reported on the Prior Report. The Prior Report incorrectly reported that the reporting person made an exempt conversion of a derivative security followed by an exempt acquisition of common shares underlying the derivative security, followed by a sale of such
(2) common shares. The reporting person engaged in no transaction of the registrant's securities on February 13, 2014. The holdings reported in this Form 4/A correctly represent the reporting person's holdings of non-derivative and derivative securities as of the transaction date and as of the date of this amendment.

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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