BRIGHT HORIZONS FAMILY SOLUTIONS INC.

Form 4

November 15, 2016

| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | OMB AF | OMB APPROVAL | | | | |
|---|---|--|--|-------------|-------|--|--|---|----------------------|--|--|
| UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | OMB Number: | 3235-0287 | | |
| Check this box | | | | | | | Expires: | January 31, | | | |
| if no lon subject to Section 1 Form 4 c | STATEM 16. | CHANGES IN BENEFICIAL OWN SECURITIES | | | | NERSHIP OF | Estimated a burden hou response | • | | | |
| Form 5 obligations may continue. See Instruction 1(b). 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) | | | | | | | | | | | |
| TOCIO MARY ANN Symbol | | | ymbol | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | | BRIGHT HORIZONS FAMILY SOLUTIONS INC. [BFAM] | | | | (Check all applicable) | | | | |
| (Last) | (First) (N | | . Date of Earliest Month/Day/Year) | | | | Director Officer (give | title Othe | Owner er (specify | | |
| C/O BRIGHT HORIZONS FAMILY 11/11/2016 SOLUTIONS INC, 200 TALCOTT AVENUE SOUTH | | | | | | | | | | | |
| (Street) 4. If Amendment, Date C Filed(Month/Day/Year) | | | | | | | | rson | | | |
| WATERTOWN, MA 02472 — Form fried by More than One Reporting Person | | | | | | | | | | | |
| (City) | (State) | (Zip) | Table I - Non | -Derivative | Secur | ities Acq | uired, Disposed of | , or Beneficial | ly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution E any (Month/Day | Date, if Transaction(A) or Disposed of (D) Sector Code (Instr. 3, 4 and 5) Benderally (Instr. 8) Own Follows (A) Transaction(A) Own Transaction(A) Own Transaction(A) Transaction(A) Transaction(A) Own Follows (A) Transaction(A) Own Transactio | | | 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) | | | |
| Common | | | Code | V Amount | (D) | Price | (IIIstr. 3 and 4) | | | | |
| Stock | 11/11/2016 | | M(1) | 5,900 | A | \$ 14.54 | 112,466 | D | | | |
| Common Stock | 11/11/2016 | | S(1) | 5,000 | D | \$ 71 | 107,466 | D | | | |
| Common Stock | 11/11/2016 | | S(1) | 900 | D | \$ 72 | 106,566 | D | | | |
| Common Stock | 11/14/2016 | | M <u>(1)</u> | 4,100 | A | \$ 14.54 | 110,666 | D | | | |

 $S_{\underline{(1)}}$

11/14/2016

4,100 D

106,566

D

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Common \$
Stock 72.01

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

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

SEC 1474

(9-02)

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 | 11/11/2016 | | M <u>(1)</u> | 5,900 | (3) | 04/04/2022 | Common Stock | 5,900 |
| Option to Purchase Common Stock | \$ 14.54 | 11/14/2016 | | M <u>(1)</u> | 4,100 | (3) | 04/04/2022 | Common Stock | 4,100 |

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

Signatures

/s/ John Casagrande, attorney in fact for TOCIO MARY ANN

11/15/2016

Relationshine

**Signature of Reporting Person

Date

Reporting Owners 2

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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 \$72.00 to \$72.09. 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.
- (3) 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. 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.