Burke Mary Lou Form 4 February 26, 2018

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Burke Mary Lou Issuer Symbol **BRIGHT HORIZONS FAMILY** (Check all applicable) SOLUTIONS INC. [BFAM] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) C/O BRIGHT HORIZONS FAMILY 02/23/2018 COO North America Center Ops SOLUTIONS INC, 200 TALCOTT **AVENUE SOUTH** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting WATERTOWN, MA 02472 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Transaction(A) or Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 2,725 \$ 02/23/2018 31,596 D Α (1) 48.23 Stock **UTMA** Common Custodian 1,280 I Stock for daughter (2) **UTMA** Custodian Common 1,280 I Stock for

daughter (2)

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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. Transactic Code (Instr. 8)	5. Number of onDerivative 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	\$ 96.46	02/23/2018		A	12,000	<u>(3)</u>	02/23/2025	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Burke Mary Lou

C/O BRIGHT HORIZONS FAMILY SOLUTIONS

INC

200 TALCOTT AVENUE SOUTH

WATERTOWN, MA 02472

Signatures

/s/ John Casagrande, as attorney in fact for Mary Lou Burke

02/26/2018

Ops

COO North America Center

**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) This grant represents restricted stock that vest 100% on February 23, 2021. The purchase price paid by the reporting person reflects 50% of the fair market value of the Company's common stock on the date of grant.
- (2) Shares held indirectly under the Uniform Transfer to Minors Act and reporting person disclaims any beneficial ownership of these shares except for any pecuniary interest therein.

(3)

Reporting Owners 2

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This option is eligible to vest 60% of the underlying shares on February 23, 2021 and thereafter, as to the remaining 40% of underlying shares, in two equal annual installments beginning on February 23, 2022.

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.