

BRIGHT HORIZONS FAMILY SOLUTIONS INC.  
Form SC 13G/A  
February 14, 2017

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

**SCHEDULE 13G**  
**(Rule 13d-102)**  
**Information Statement Pursuant to Rules 13d-1 and 13d-2**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 3)\***

**Bright Horizons Family Solutions Inc.**

**(Name of Issuer)**

**Common Stock, par value \$0.001 per share**

**(Title of Class of Securities)**

**109194100**

**(CUSIP Number)**

**December 31, 2016**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 109194100

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1. NAME OF REPORTING PERSON

2. BCIP Associates - G  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES 1,641 Shares  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,641 Shares  
8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,641 Shares

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12. Less than 0.1%  
TYPE OF REPORTING PERSON

OO

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1. NAME OF REPORTING PERSON

2. BC Brightness SPV, LP  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES 12,382,969 Shares  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 12,382,969 Shares  
8. SHARED DISPOSITIVE POWER

WITH

0  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,382,969 Shares

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

20.83%  
12. TYPE OF REPORTING PERSON

PN

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CUSIP No. 109194100

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1. NAME OF REPORTING PERSON

2. BCIP Associates III, LLC  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES 86,815 Shares  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 86,815 Shares  
8. SHARED DISPOSITIVE POWER

WITH

0  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

86,815 Shares

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12. 0.15 %  
TYPE OF REPORTING PERSON

OO

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1. NAME OF REPORTING PERSON

2. BCIP T Associates III, LLC  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES 37,696 Shares  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 37,696 Shares  
8. SHARED DISPOSITIVE POWER

WITH

0  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,696 Shares

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12. Less than 0.1%  
TYPE OF REPORTING PERSON

OO

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CUSIP No. 109194100

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1. NAME OF REPORTING PERSON

2. BCIP Associates III-B, LLC  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES 15,761 Shares  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 15,761 Shares  
8. SHARED DISPOSITIVE POWER

WITH

0  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,761 Shares

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12. Less than 0.1%  
TYPE OF REPORTING PERSON

OO

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CUSIP No. 109194100

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1. NAME OF REPORTING PERSON

2. BCIP T Associates III-B, LLC  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES 2,610 Shares  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,610 Shares  
8. SHARED DISPOSITIVE POWER

WITH

0  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,610 Shares

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12. Less than 0.1%  
TYPE OF REPORTING PERSON

OO

**Item 1(a). Name of Issuer**

The name of the issuer to which this filing on Schedule 13G/A relates is Bright Horizons Family Solutions Inc. (the Company ).

**Item 1(b). Address of Issuer's Principal Executive Offices**

The principal executive offices of the Company are located at 200 Talcott Avenue South, Watertown, Massachusetts 02472.

**Item 2(a). Name of Person Filing**

This statement is being filed on behalf of the following: (1) BCIP Associates G, a Delaware general partnership ( BCIP-G ), (2) BC Brightness SPV, LP, a Delaware limited partnership ( BC SPV ), (3) BCIP Associates III, LLC, a Delaware limited liability company ( BCIP III ), (4) BCIP T Associates III, LLC, a Delaware limited liability company ( BCIP T III ), (5) BCIP Associates III-B, LLC, a Delaware limited liability company ( BCIP III-B ) and (6) BCIP T Associates III-B, LLC, a Delaware limited liability company ( BCIP T III-B ) and, together with BCIP-G, BC SPV, BCIP III, BCIP T III and BCIP III-B, the Reporting Persons ).

Bain Capital Investors, LLC, a Delaware limited liability company ( BCI ), is the sole member of BC Brightness SPV GP, LLC, a Delaware limited liability company ( BC SPV GP ), which is the sole general partner of BC SPV.

Boylston Coinvestors, LLC, a Delaware limited liability company ( Boylston ), is the managing partner of BCIP-G. Boylston is the managing partner of BCIP Associates III, a Cayman Islands exempted limited partnership ( Associates III ), which is the manager of BCIP III. Boylston is the managing partner of BCIP Trust Associates III, a Cayman Islands exempted limited partnership ( Trust Associates III ), which is the manager of BCIP T III. Boylston is the managing partner of BCIP Associates III-B, a Cayman Islands exempted limited partnership ( Associates III-B ), which is the manager of BCIP III-B. Boylston is the managing partner of BCIP Trust Associates III-B, a Cayman Islands exempted limited partnership ( Trust Associates III-B ), which is the manager of BCIP T III-B.

The governance, investment strategy and decision-making process with respect to the investments held by all of the Reporting Persons is directed by BCI's Global Private Equity Board. As a result, BCI may be deemed to share voting and dispositive power with respect to all of the shares of Common Stock held by all of the Reporting Persons.

The Reporting Persons have entered into a Joint Filing Agreement, dated February 14, 2017, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

**Item 2(b). Address of Principal Business Office or, if none, Residence**

The principal business address of each of the Reporting Persons, BCI, BC SPV GP, Boylston, Associates III, Trust Associates III, Associates III-B and Trust Associates III-B is 200 Clarendon Street, Boston, MA 02116.

**Item 2(c). Citizenship**

Each of BCIP-G, BC SPV, BCIP III, BCIP T III, BCIP III-B, BCIP T III-B, Boylston, BCI and BC SPV GP is organized under the laws of the State of Delaware. Each of Associates III, Trust Associates III, Associates III-B and Trust Associates III-B are organized under the laws of the Cayman Islands.

**Item 2(d). Title of Class of Securities**

The class of equity securities of the Company to which this filing on Schedule 13G/A relates is Common Stock, par value \$0.001 per share ( Common Stock ).

**Item 2(e). CUSIP Number**

The CUSIP number of the Company's Common Stock is 109194100.

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:** Not applicable.

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

**Item 4. Ownership**

**Item 4(a). Amount beneficially owned**

This Schedule 13G/A is being filed on behalf of the Reporting Persons. As of the close of business on December 31, 2016, the following shares were held by the Reporting Persons:

BCIP-G held 1,641 shares of Common Stock, representing less than 0.1% of the Company's outstanding shares of Common Stock.

BC SPV held 12,382,969 shares of Common Stock, representing approximately 20.83% of the Company's outstanding shares of Common Stock.

BCIP III held 86,815 shares of Common Stock, representing approximately 0.15% of the Company's outstanding shares of Common Stock.

BCIP T III held 37,696 shares of Common Stock, representing less than 0.1% of the Company's outstanding shares of Common Stock.

BCIP III-B held 15,761 shares of Common Stock, representing less than 0.1% of the Company's outstanding shares of Common Stock.

BCIP T III-B held 2,610 shares of Common Stock, representing less than 0.1% of the Company's outstanding shares of Common Stock.

As a result of the foregoing and the relationships described in Item 2(a), the Reporting Persons may be deemed to beneficially own in the aggregate 12,527,492 shares of Common Stock, representing approximately 21.07% of the Company's outstanding shares of Common Stock. The percentage of the Company's outstanding shares of Common Stock held by the Reporting Persons is based on 59,456,329 shares of Common Stock outstanding as of November 11, 2016, as reported in the Company's prospectus supplement filed with the Securities and Exchange Commission on November 23, 2016.

**Item 4(b). Percent of Class**

See Item 4(a) hereof.

**Item 4(c). Number of shares as to which such person has:**

(i) sole power to vote or to direct the vote:

|              |            |
|--------------|------------|
| BCIP-G       | 1,641      |
| BC SPV       | 12,382,969 |
| BCIP III     | 86,815     |
| BCIP T III   | 37,696     |
| BCIP III-B   | 15,761     |
| BCIP T III-B | 2,610      |

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of:

|              |            |
|--------------|------------|
| BCIP-G       | 1,641      |
| BC SPV       | 12,382,969 |
| BCIP III     | 86,815     |
| BCIP T III   | 37,696     |
| BCIP III-B   | 15,761     |
| BCIP T III-B | 2,610      |

(iv) shared power to dispose or to direct the disposition of: 0

**Item 5. Ownership of Five Percent or Less of a Class**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

Not applicable.

## SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: February 14, 2017

BC Brightness SPV, LP

By: BC Brightness SPV GP, LLC  
its general partner

By: Bain Capital Investors, LLC,  
its managing member,

By: /s/ Michael D. Ward  
Michael D. Ward  
Managing Director

BCIP ASSOCIATES-G

By: Boylston Coinvestors, LLC,  
its managing partner

BCIP Associates III, LLC

By: BCIP Associates III,  
its manager

By: Boylston Coinvestors, LLC,  
its managing partner

BCIP T Associates III, LLC

By: BCIP Trust Associates III  
its manager

By: Boylston Coinvestors, LLC,  
its managing partner

BCIP Associates III-B, LLC

By: BCIP Associates III-B  
its manager

By: Boylston Coinvestors, LLC,  
its managing partner

BCIP T Associates III-B, LLC

By: BCIP Trust Associates III-B  
its manager

By: Boylston Coinvestors, LLC,  
its managing partner

By: /s/ Michael D. Ward  
Michael D. Ward  
Authorized Signatory

**Exhibit A**

**Agreement Regarding the Joint Filing of Schedule 13G/A**

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G/A to which this Exhibit is attached, and such Schedule 13G/A is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G/A and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: February 14, 2017

BC Brightness SPV, LP

By: BC Brightness SPV GP, LLC  
its general partner

By: Bain Capital Investors, LLC,  
its managing member,

By: /s/ Michael D. Ward  
Michael D. Ward  
Managing Director

BCIP ASSOCIATES-G

By: Boylston Coinvestors, LLC,  
its managing partner

BCIP Associates III, LLC

By: BCIP Associates III,  
its manager

By: Boylston Coinvestors, LLC,  
its managing partner

BCIP T Associates III, LLC

By: BCIP Trust Associates III  
its manager

By: Boylston Coinvestors, LLC,  
its managing partner

BCIP Associates III-B, LLC

By: BCIP Associates III-B  
its manager

By: Boylston Coinvestors, LLC,  
its managing partner

BCIP T Associates III-B, LLC

By: BCIP Trust Associates III-B  
its manager

By: Boylston Coinvestors, LLC,  
its managing partner

By: /s/ Michael D. Ward  
Michael D. Ward  
Authorized Signatory