

LISSY DAVID H
Form 4
February 01, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
LISSY DAVID H

2. 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)

3. Date of Earliest Transaction (Month/Day/Year)

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

Chief Executive Officer

C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC, 200 TALCOTT AVENUE SOUTH

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WATERTOWN, MA 02472

(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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Option to purchase Common Stock	\$ 14.54	01/30/2013		A		267,485		(1) 09/02/2018		Common Stock	267,485
Option to purchase Common Stock	\$ 12	01/30/2013		A		34,713		(2) 09/02/2018		Common Stock	34,713
Option to purchase Common Stock	\$ 14.54	01/30/2013		A		21,645		(3) 05/02/2022		Common Stock	21,645
Option to purchase Common Stock	\$ 12	01/30/2013		A		2,809		(4) 05/02/2022		Common Stock	2,809

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LISSY DAVID H C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC 200 TALCOTT AVENUE SOUTH WATERTOWN, MA 02472	X		Chief Executive Officer	

Signatures

/s/ John Casagrande, as attorney in fact for David Lissy

02/01/2013

__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) On May 2, 2012, the reporting person was granted an option to purchase 267,485 shares of common stock in connection with the Issuer's option exchange program. The option vests based upon time (in accordance with the vesting schedule that was applicable to the option award that was exchanged for this award in the option exchange program such that this option is time vested as to 213,988 shares with the remaining 53,497 shares eligible to time vest on May 28, 2013) and performance (change of control of the Issuer or an initial public

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offering of the Issuer's common stock) criteria. As a result of the consummation of the Issuer's initial public offering, the performance criteria was met with respect to all 267,485 shares of common stock subject to this option award, resulting in vesting of the option as to 213,988 shares and an additional 53,497 shares eligible to vest on May 28, 2013.

- (2) On May 2, 2012, the reporting person was granted an option to purchase 34,713 shares of common stock in connection with the Issuer's option exchange program. The option vests based upon time (in accordance with the vesting schedule that was applicable to the option award that was exchanged for this award in the option exchange program such that this option is time vested as to 27,770 shares with the remaining 6,943 shares eligible to time vest on May 28, 2013) and performance (change of control of the Issuer or an initial public offering of the Issuer's common stock) criteria. As a result of the consummation of the Issuer's initial public offering, the performance criteria was met with respect to all 34,713 shares of common stock subject to this option award, resulting in vesting of the option as to 27,770 shares and an additional 6,943 shares eligible to vest on May 28, 2013.

- (3) On May 2, 2012 the reporting person was granted an option to purchase 21,645 shares of common stock. The option vests based upon time (40% on May 2, 2014 and thereafter, as to the remaining 60%, three equal annual installments beginning on May 2, 2015) and performance (change of control of the Issuer or an initial public offering of the Issuer's common stock) criteria. As a result of the consummation of the Issuer's initial public offering, the performance criteria was met with respect to all 21,645 shares of common stock subject to this option award, resulting in the option becoming eligible to vest as to 40% of the underlying shares on May 2, 2014 and thereafter, as to the remaining 60% of the underlying shares, in three equal annual installments beginning on May 2, 2015.

- (4) On May 2, 2012 the reporting person was granted an option to purchase 2,809 shares of common stock. The option vests based upon time (40% on May 2, 2014 and thereafter, as to the remaining 60%, three equal annual installments beginning on May 2, 2015) and performance (change of control of the Issuer or an initial public offering of the Issuer's common stock) criteria. As a result of the consummation of the Issuer's initial public offering, the performance criteria was met with respect to all 2,809 shares of common stock subject to this option award, resulting in the option becoming eligible to vest as to 40% of the underlying shares on May 2, 2014 and thereafter, as to the remaining 60% of the underlying shares, in three equal annual installments beginning on May 2, 2015.

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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