

BROWN ROGER H  
Form 3  
January 24, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â BROWN ROGER H

(Last) (First) (Middle)

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

(Street)

WATERTOWN,Â MAÂ 02472

(City) (State) (Zip)

1. Title of Security (Instr. 4)

Common Stock

Common Stock

2. Date of Event Requiring Statement

(Month/Day/Year)  
01/24/2013

3. Issuer Name and Ticker or Trading Symbol

BRIGHT HORIZONS FAMILY SOLUTIONS INC.  
[BFAM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

**Table I - Non-Derivative Securities Beneficially Owned**

2. Amount of Securities Beneficially Owned (Instr. 4)

34,712

177,103

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

I

I

4. Nature of Indirect Beneficial Ownership (Instr. 5)

By Roger H. Brown Trust

By Linda A. Mason Trust

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |  |
| Option to Purchase<br>Common Stock            | 05/28/2008   | 02/19/2014         | Common<br>Stock  | 71,165                           | \$ 2.56  | D  | Â  |
| Option to Purchase<br>Common Stock            | 05/28/2008   | 02/19/2014         | Common<br>Stock  | 9,235                            | \$ 4.93  | D  | Â  |
| Option to Purchase<br>Common Stock            | Â (1)  | 09/02/2018         | Common<br>Stock  | 8,622                            | \$ 14.54   | D  | Â  |
| Option to Purchase<br>Common Stock            | Â (1)  | 09/02/2018         | Common<br>Stock  | 1,119                            | \$ 12  | D  | Â  |
| Option to Purchase<br>Common Stock            | 05/28/2008   | 02/19/2014         | Common<br>Stock  | 7,320                            | \$ 2.56  | I  | By Spouse  |
| Option to Purchase<br>Common Stock            | 05/28/2008   | 02/19/2014         | Common<br>Stock  | 950                              | \$ 4.93  | I  | By Spouse  |
| Option to Purchase<br>Common Stock            | Â (2)  | 09/02/2018         | Common<br>Stock  | 28,684                           | \$ 14.54   | I  | By Spouse  |
| Option to Purchase<br>Common Stock            | Â (2)  | 09/02/2018         | Common<br>Stock  | 3,722                            | \$ 12  | I  | By Spouse  |
| Option to Purchase<br>Common Stock            | 04/04/2012   | 04/04/2022         | Common<br>Stock  | 4,540                            | \$ 14.54   | I  | By Spouse  |
| Option to Purchase<br>Common Stock            | 04/04/2012   | 04/04/2022         | Common<br>Stock  | 589                              | \$ 12  | I  | By Spouse  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BROWN ROGER H<br>C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC<br>200 TALCOTT AVENUE SOUTH<br>WATERTOWN,Â MAÂ 02472 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ John Casagrande, attorney-in-fact for Roger Brown, Jr. 01/24/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) The option to purchase 8,622 shares of common stock is vested as to 6,898 shares and the option to purchase 1,119 shares of common stock is vested as to 895 shares. The remaining portion of each option award is eligible to vest and become exercisable on May 28, 2013.  
The option to purchase 28,684 shares of common stock is vested as to 22,947 shares and the option to purchase 3,722 shares of common stock is vested as to 2,977 shares. The remaining portion of each option award is eligible to vest and become exercisable on May 28, 2013.

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### Remarks:

Exhibit^ List

Exhibit^ 24^ -^ Power^ of^ Attorney

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.