

Berman Mandy  
Form 4  
February 15, 2019

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Berman Mandy

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 \_\_\_\_ Other (specify  
below) below)

EVP & CAO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                                 |
| Common Stock                    | 02/15/2019                           |                                                    | M <sup>(1)</sup>               |                                                                   | 3,111                                                                                         | A                                                        | \$ 47.35                                              |
| Common Stock                    | 02/15/2019                           |                                                    | M <sup>(1)</sup>               |                                                                   | 1,136                                                                                         | A                                                        | \$ 14.54                                              |
| Common Stock                    | 02/15/2019                           |                                                    | S <sup>(1)</sup>               |                                                                   | 5,294                                                                                         | D                                                        | \$ 119.7                                              |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                                       |

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**

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control 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. 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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                         |                               |
| Option to Purchase Common Stock            | \$ 47.35                                               | 02/15/2019                           |                                                    | M <sup>(1)</sup>               | 3,111                                                                                   | <sup>(2)</sup> 01/12/2022                                | Common Stock                                                  | 3,111                         |
| Option to Purchase Common Stock            | \$ 14.54                                               | 02/15/2019                           |                                                    | M <sup>(1)</sup>               | 1,136                                                                                   | <sup>(3)</sup> 05/02/2022                                | Common Stock                                                  | 1,136                         |

## Reporting Owners

| Reporting Owner Name / Address                                                                              | Relationships |           |              |       |
|-------------------------------------------------------------------------------------------------------------|---------------|-----------|--------------|-------|
|                                                                                                             | Director      | 10% Owner | Officer      | Other |
| Berman Mandy<br>C/O BRIGHT HORIZONS FAMILY SOLUTIONS INC<br>200 TALCOTT AVENUE SOUTH<br>WATERTOWN, MA 02472 |               |           | EVP &<br>CAO |       |

## Signatures

/s/ John Casagrande, as attorney in fact for Mandy Berman 02/15/2019

\_\_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) These trades were made pursuant to a Rule 10b5-1 trading plan.

(2) On January 12, 2015, the reporting person was granted an option to purchase 9,400 shares of common stock in connection with the Issuer's option exchange program. Of the 6,289 shares currently outstanding, 4,409 shares are vested and the remaining 1,880 shares will

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be eligible to vest on January 12, 2020.

(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.

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