

LISSY DAVID 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 LISSY DAVID H

(Last) (First) (Middle)

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

(Street)

WATERTOWN,Â MAÂ 02472

(City) (State) (Zip)

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)
Chief Executive Officer

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

1. Title of Security (Instr. 4)

Common Stock

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

337,667

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

D Â

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

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Option to Purchase Common Stock | 05/28/2008 | 02/19/2014 | Common Stock | 19,111 | \$ 2.56 | D | Â |
| Option to Purchase Common Stock | 05/28/2008 | 02/19/2014 | Common Stock | 2,480 | \$ 4.93 | D | Â |
| Option to Purchase Common Stock | Â (1) | 09/02/2018 | Common Stock | 267,485 | \$ 14.54 | D | Â |
| Option to Purchase Common Stock | Â (1) | 09/02/2018 | Common Stock | 34,713 | \$ 12 | D | Â |
| Option to Purchase Common Stock | 04/04/2012 | 04/04/2022 | Common Stock | 99,110 | \$ 14.54 | D | Â |
| Option to Purchase Common Stock | 04/04/2012 | 04/04/2022 | Common Stock | 12,862 | \$ 12 | D | Â |
| Option to Purchase Common Stock | Â (2) | 05/02/2022 | Common Stock | 21,645 | \$ 14.54 | D | Â |
| Option to Purchase Common Stock | Â (2) | 05/02/2022 | Common Stock | 2,809 | \$ 12 | D | Â |

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,Â MAÂ 02472 | Â X | Â | Â Chief Executive Officer | Â |

Signatures

/s/ John Casagrande, attorney-in-fact for David Lissy 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 267,485 shares of common stock is vested as to 213,988 shares and the option to purchase 34,713 shares of common stock is vested as to 27,770 shares. The remaining portion of each option award is eligible to vest and become exercisable on May 28, 2013.
 - (2) The option is eligible to vest as to 40% of the underlying shares on May 2, 2014 and thereafter, as to the remaining 60% of underlying shares, in three equal annual installments beginning on May 2, 2015.

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Remarks:

ExhibitÂ List

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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