

BRIGHT HORIZONS FAMILY SOLUTIONS INC.  
Form SC 13G/A  
February 14, 2019

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 5)\***

**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, 2018**

**(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).

CUSIP No. 109194100

13G

Page 2 of 12 Pages

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 0

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

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

12. 0%  
TYPE OF REPORTING PERSON

PN

CUSIP No. 109194100

13G

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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 0  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8. SHARED DISPOSITIVE POWER

WITH

9. 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. 0  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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

12. 0%  
TYPE OF REPORTING PERSON

PN

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13G

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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 0  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8. SHARED DISPOSITIVE POWER

WITH

9. 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. 0  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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

0%

12. 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 0  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8. SHARED DISPOSITIVE POWER

WITH

9. 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. 0  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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

0%

12. TYPE OF REPORTING PERSON

OO

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13G

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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 0  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8. SHARED DISPOSITIVE POWER

WITH

9. 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. 0  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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

12. 0%  
TYPE OF REPORTING PERSON

OO

CUSIP No. 109194100

13G

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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 0  
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8. SHARED DISPOSITIVE POWER

WITH

9. 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. 0  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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

12. 0%  
TYPE OF REPORTING PERSON

OO

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

The name of the issuer to which this filing on Schedule 13G 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) BC Brightness SPV, LP, a Delaware limited partnership ( BC SPV ), (2) BCIP Associates G, a Delaware general partnership ( BCIP-G ), (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 BC SPV, BCIP-G, 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. BCI governs the investment strategy and decision-making process with respect to investments held by each of BCIP-G, BCIP III, BCIP T III, BCIP III-B and BCIP T III-B.

As a result of the relationships described above, BCI may be deemed to share voting and dispositive power with respect to the securities held by the Reporting Persons.

The Reporting Persons have entered into a Joint Filing Agreement, dated February 14, 2019, 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 BC SPV, BCIP-G, 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 is 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 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 is being filed on behalf of the Reporting Persons. As of the close of business on December 31, 2018, the Reporting Persons did not beneficially own any shares of the Common Stock of the Company.

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: 0

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

(iii) sole power to dispose or to direct the disposition of: 0

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

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

If this statement is being filed to report the fact that as of the date hereof the reporting person ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

**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, 2019

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**

The undersigned hereby agree as follows:

(i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and

(ii) Each of them is responsible for the timely filing of such Schedule 13G 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, 2019

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