

BRIGHT HORIZONS FAMILY SOLUTIONS INC.

Form 8-K

December 22, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): December 18, 2015**

**BRIGHT HORIZONS FAMILY SOLUTIONS INC.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**200 Talcott Avenue South**

**001-35780**  
**(Commission**

**File Number)**

**80-0188269**  
**(I.R.S. Employer**

**Identification Number)**

**02472**

**Watertown, MA**  
**(Address of principal executive offices)** **(Zip code)**  
**Registrant's telephone number, including area code: (617) 673-8000**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 22, 2015, Bright Horizons Family Solutions Inc. (the Company) announced that Stephen H. Kramer, the Company's Chief Development Officer, would be promoted to the role of President effective January 1, 2016.

Mr. Kramer, age 45, has served as the Chief Development Officer of the Company since January 2014. Mr. Kramer served as Senior Vice President, Strategic Growth & Global Operations from January 2010 until December 2013. He served as Managing Director, Europe based in the UK from January 2008 until December 2009. He joined the Company in September 2006 through the acquisition of College Coach, which he cofounded and led for eight years. Previously he was an Associate at Fidelity Ventures, the venture capital arm of Fidelity Investments and a Consultant with Arthur D. Little. Mr. Kramer received a B.S. from Babson College and an MBA from Harvard Business School. He serves on the board of Building Excellent Schools.

There are no arrangements or understandings between Mr. Kramer and any other person pursuant to which he was selected as an officer of the Company. There are no family relationships between Mr. Kramer and any of the Company's directors or executive officers and there are no transactions between Mr. Kramer and the Company that would be required to be reported under Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act).

We expect that in connection with the appointment for fiscal year 2016, Mr. Kramer will receive approximately a \$17,000 increase to his base salary, a 15% increase in the targeted value of his annual equity award and his annual target cash incentive award will remain 100% of base salary. Mr. Kramer is already a party to our standard Indemnification Agreement and Amended and Restated Severance Agreement, the forms of which are on file with the Securities and Exchange Commission.

**Item 7.01 Other Events**

On December 22, 2015, the Company issued a press release announcing Mr. Kramer's appointment as well as certain other executive leadership changes. A copy of the press release is attached hereto as Exhibit 99.1. The information contained in this Item is being furnished and shall not be deemed filed for any purpose, and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act regardless of any general incorporation language in any such filing.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

**Exhibit**

**No. Description**

99.1 Press Release of Bright Horizons Family Solutions Inc. dated December 22, 2015

**Forward-Looking Statements**

This report includes statements that express the Company's opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results and therefore are, or may be deemed to be,

forward-looking statements. The Company's actual results may vary significantly from the results anticipated in these forward-looking statements, which can generally be identified by the use of forward-looking terminology, including the terms believes, expects, may, will, should, seeks, projects, approximately, intends, plans, or, in each case, their negatives or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They include statements regarding the Company's intentions, beliefs or current expectations concerning, among other things, future compensation. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. These risks and uncertainties are described in the Risk Factors section of our Annual Report on Form 10-K filed March 2, 2015, and other filings with the Securities and Exchange Commission. These forward-looking statements speak only as of the time of this release and we do not undertake to publicly update or revise them, whether as a result of new information, future events or otherwise, except as required by law.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BRIGHT HORIZONS FAMILY SOLUTIONS  
INC.

By: /s/ Elizabeth Boland  
Name: Elizabeth Boland  
Title: Chief Financial Officer

Date: December 22, 2015