

BRIGHT HORIZONS FAMILY SOLUTIONS INC.

Form 8-K

June 12, 2018

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): June 12, 2018

BRIGHT HORIZONS FAMILY SOLUTIONS INC.

(Exact name of Registrant as specified in its charter)

| | | |
|--|-----------------------------|--|
| Delaware | 001-35780 | 80-0188269 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification Number) |
| 200 Talcott Avenue South Watertown, MA | 02472 | |
| (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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

On June 12, 2018, Bright Horizons Family Solutions Inc. (the “Company”) held its annual meeting of shareholders pursuant to notice duly given. Set forth below are the final voting results for each of the matters submitted to a vote of the shareholders. For more information about the proposals set forth below, please see the Company’s Proxy Statement.

Proposal One: Election of Directors

All of the Board’s nominees for director were elected to serve on the Company’s Board of Directors for a term of three years, as follows:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|------------------|------------|-----------|---------|------------------|
| Julie Atkinson | 53,424,426 | 52,589 | 36,548 | 2,016,694 |
| E. Townes Duncan | 53,267,792 | 207,997 | 37,774 | 2,016,694 |
| Jordan Hitch | 51,108,822 | 2,367,266 | 37,475 | 2,016,694 |
| Linda Mason | 52,202,921 | 1,274,205 | 36,437 | 2,016,694 |
| Mary Ann Tocio | 52,370,267 | 1,106,860 | 36,436 | 2,016,694 |

Proposal Two: Advisory Vote on Named Executive Officer Compensation

The Company’s shareholders approved, on an advisory basis, the compensation paid by the Company to its named executive officers, as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 49,391,320 | 4,083,514 | 38,729 | 2,016,694 |

Proposal Three: Ratification of the Company’s Independent Registered Public Accounting Firm

The Company’s shareholders ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018, as follows:

| For | Against | Abstain |
|------------|---------|---------|
| 55,082,262 | 404,131 | 43,864 |

The proposal to ratify the appointment of Deloitte & Touche LLP was a routine matter and, therefore, there were no broker non-votes relating to that matter.

Item 8.01 Other Events

On June 12, 2018, the Board of Directors authorized a share repurchase program under which up to \$300 million of the Company’s outstanding common stock may be repurchased. The share repurchase program, which is effective as of June 12, 2018, replaces the prior \$300 million authorization announced in August 2016, of which \$34.9 million remained available thereunder. The prior share repurchase authorization has been cancelled. Shares may be repurchased from time to time in open market transactions at prevailing market prices, in privately negotiated transactions, under Rule 10b5-1 plans, or by other means in accordance with federal securities laws. The actual timing, number and value of shares repurchased under the program will be determined by management at its discretion and will depend on a number of factors, including the market price of the Company’s stock, general market and economic conditions, applicable legal requirements, and compliance with the terms of the Company’s senior secured credit facility. Shares purchased under the program will be retired. The program does not have an expiration date and may be suspended, modified or discontinued at any time without prior notice.

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.

Date: June 12, 2018 By: /s/ Elizabeth Boland

Elizabeth Boland
Chief Financial Officer