

TRINET GROUP INC
Form 4
March 31, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
General Atlantic Partners 84, L.P.

2. Issuer Name and Ticker or Trading Symbol
TRINET GROUP INC [TNET]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2014

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)

*See Remarks

C/O GENERAL ATLANTIC SERVICE CO., LLC, 55 EAST 52ND STREET, 32ND FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK, NY 10055

(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 | 03/31/2014 | | C | | 21,565,764 | A | \$ 0 |
| | | | | | | | 21,565,764 |
| | | | | | | | D (1) (3) (7) |
| Common Stock | 03/31/2014 | | C | | 14,379,872 | A | \$ 0 |
| | | | | | | | 35,945,636 |
| | | | | | | | D (1) (3) (7) |
| Common Stock | 03/31/2014 | | S | | 2,124,686 | D | \$ 14.88 |
| | | | | | | | 33,820,950 |
| | | | | | | | D (1) (4) (5) (7) (8) |
| Common Stock | 03/31/2014 | | C | | 2,120,072 | A | \$ 0 |
| | | | | | | | 2,120,072 |
| | | | | | | | D (2) (3) (7) |
| Common Stock | 03/31/2014 | | S | | 125,314 | D | \$ 14.88 |
| | | | | | | | 1,994,758 |
| | | | | | | | D (2) (6) (7) (8) |

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

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SEC 1474
(9-02)

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|--|-----------------|---|----------------------------|----------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | | | |
| | | | | Code | V | (A) | (D) | | Title | Amount or Number of Shares | |
| Series G Preferred Stock | (9) | 03/31/2014 | | C | | 5,391,441 | | (9) | (9) | Common Stock | 21,565,7 |
| Series H Preferred Stock | (9) | 03/31/2014 | | C | | 3,594,968 | | (9) | (9) | Common Stock | 14,379,8 |
| Series H Preferred Stock | (9) | 03/31/2014 | | C | | 530,018 | | (9) | (9) | Common Stock | 2,120,07 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------|
| | Director | 10% Owner | Officer | Other |
| General Atlantic Partners 84, L.P. C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055 | | X | | *See Remarks |
| GAP-W, LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055 | | X | | *See Remarks |
| GAPSTAR LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055 | | X | | *See Remarks |
| GAP Coinvestments CDA, L.P. C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR | | X | | *See Remarks |

NEW YORK, NY 10055

GAPCO GMBH & CO KG

C/O GENERAL ATLANTIC SERVICE CO., LLC

55 EAST 52ND STREET, 32ND FLOOR

NEW YORK, NY 10055

X

*See Remarks

GAP COINVESTMENTS III LLC

C/O GENERAL ATLANTIC SERVICE CO., LLC

55 EAST 52ND STREET, 32ND FLOOR

NEW YORK, NY 10055

X

*See Remarks

GAP COINVESTMENTS IV LLC

C/O GENERAL ATLANTIC SERVICE CO., LLC

55 EAST 52ND STREET, 32ND FLOOR

NEW YORK, NY 10055

X

*See Remarks

Signatures

/s/ Thomas J.
Murphy

03/31/2014

**Signature of
Reporting Person

Date

/s/ Thomas J.
Murphy

03/31/2014

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03/31/2014

**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) By GA TriNet, LLC ("GA TriNet"), a Delaware limited liability company.
- (2) HR Acquisitions, LLC ("HR Acquisitions"), a Delaware limited liability company.
- (3) Immediately prior to the initial public offering (the "IPO") of TriNet Group, Inc. (the "Issuer"), (i) 5,391,441 shares of Series G Preferred Stock ("Series G Shares") and 3,594,968 shares of Series H Preferred Stock ("Series H Shares"), each held by GA TriNet, converted into 21,565,764 shares of common stock, par value \$0.00025 of the Issuer ("Common Shares") and 14,379,872 Common Shares, respectively, and (ii) 530,018 Series H Shares held by HR Acquisitions converted into 2,120,072 Common Shares.
- (4) With respect to all of the Common Shares held by GA TriNet, General Atlantic Partners 79, L.P., a Delaware limited partnership ("GAP 79"), is a member of GA TriNet and indirectly owns 14,239,865 Common Shares; General Atlantic Partners 84, L.P., a Delaware limited partnership ("GAP 84"), is a member of GA TriNet and indirectly owns 10,599,423 Common Shares; GAP-W, LLC, a Delaware limited liability company ("GAP-W"), is a member of GA TriNet and indirectly owns 6,504,753 Common Shares; GapStar, LLC, a Delaware limited liability company ("GapStar"), is a member of GA TriNet and indirectly owns 380,459 Common Shares; (cont'd in FN 5)
- (5) (cont'd from FN 4) GAPCO GmbH & Co. KG, a German limited partnership ("KG"), is a member of GA TriNet and indirectly owns 53,623 Common Shares; GAP Coinvestments CDA, L.P., a Delaware limited partnership ("CDA"), is a member of GA TriNet and indirectly owns 25,348 Common Shares; GAP Coinvestments III, LLC, a Delaware limited liability company ("GAPCO III"), is a member of GA TriNet and indirectly owns 1,611,909 Common Shares; and GAP Coinvestments IV, LLC, a Delaware limited liability company ("GAPCO IV"), is a member of GA TriNet and indirectly owns 405,569 Common Shares.
- (6) With respect to all of the Common Shares held by HR Acquisitions, GAP 84 is a member of HR Acquisitions and indirectly owns 1,510,364 Common Shares; GAP-W is a member of HR Acquisitions and indirectly owns 377,215 Common Shares; GapStar is a member of HR Acquisitions and indirectly owns 4,987 Common Shares; KG is a member of HR Acquisitions and indirectly owns 3,590 Common Shares; CDA is a member of HR Acquisitions and indirectly owns 3,240 Common Shares; GAPCO III is a member of HR Acquisitions and indirectly owns 76,510 Common Shares; and GAPCO IV is a member of HR Acquisitions and indirectly owns 18,852 Common Shares.
- (7) General Atlantic GenPar, L.P. ("GA GenPar") is the general partner of GAP 84 and the manager of GAP-W. General Atlantic LLC ("GA LLC") is the general partner of GA GenPar, the general partner of GAP 79 and CDA and the managing member of GAPCO III and GAPCO IV. GAPCO Management GmbH, a German corporation ("Management GmbH"), is the general partner of KG. The Managing Directors of GA LLC (the "GA Managing Directors") control the voting and investment decisions made by KG and Management GmbH. Certain GA Managing Directors are the members and officers of GapStar.
- (8) Reflects the sale on March 31, 2014, of 2,124,686 Common Shares held by GA TriNet and 125,314 held by HR Acquisitions, each pursuant to that certain Underwriting Agreement, dated March 26, 2014, by and among the Issuer, the Selling Stockholders named therein, J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and Deutsche Bank Securities Inc., as representatives of the several Underwriters listed therein.
- (9) Not Applicable.

Remarks:

Each of the reporting persons described in the notes above may be deemed to be a "group" for purposes of the Se

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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