

TRINET GROUP INC
Form 4
September 17, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
HODGSON DAVID C

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10055

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/17/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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	09/17/2014		S	V	13,031,408	D	\$ 24.42	20,789,542	I	By GA TriNet, LLC <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Stock	09/17/2014		S	V	768,592	D	\$ 24.42	1,226,166	I	By HR Acquisitions, LLC <u>(1)</u> <u>(2)</u> <u>(4)</u> <u>(5)</u>
Common Stock								285,588	D	

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

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(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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HODGSON DAVID C C/O GENERAL ATLANTIC SERVICE COMPANY LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	X	X		

Signatures

/s/ David C. Hodgson 09/17/2014

**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) The reporting person is a Managing Director of General Atlantic LLC, a Delaware limited liability company ("GA LLC"). GA LLC is the general partner of General Atlantic GenPar, L.P., a Delaware limited partnership ("GA GenPar"), the general partner of General Atlantic Partners 79, L.P., a Delaware limited partnership ("GAP 79"), the general partner of GAP Coinvestments CDA, L.P., a Delaware limited partnership ("CDA"), and the managing member of each of GAP Coinvestments III, LLC, a Delaware limited liability company ("GAPCO III"), and GAP Coinvestments IV, LLC, a Delaware limited liability company ("GAPCO IV"). GA GenPar is the general partner of General Atlantic Partners 84, L.P., a Delaware limited partnership ("GAP 84") and the manager of GAP-W, LLC, a Delaware limited liability company ("GAP-W"). GAPCO Management GmbH, a German corporation ("Management GmbH"), is the general partner of GAPCO GmbH & Co. KG, a German limited partnership ("KG"). (cont'd in footnote 2)

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(cont'd from footnote 1) 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 of GapStar, LLC, a Delaware limited liability company ("GapStar"). Each of GAP 79, GAP 84, GAP-W, GapStar, CDA, GAPCO III, GAPCO IV and KG is a member of GA TriNet, LLC. Each of GAP 84, GAP-W, GapStar, CDA, GAPCO III, GAPCO IV and KG is a member of HR Acquisitions, LLC. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(2) GA TriNet directly holds 20,789,542 shares of common stock, par value \$0.000025 of TriNet Group, Inc. ("Common Shares"). With respect to all of the Common Shares held by GA TriNet, GAP 79 is a member of GA TriNet and indirectly owns 8,753,162 Common Shares; GAP 84 is a member of GA TriNet and indirectly owns 6,515,404 Common Shares; GAP-W is a member of GA TriNet and indirectly owns 3,998,434 Common Shares; GapStar is a member of GA TriNet and indirectly owns 233,866 Common Shares; KG is a member of GA TriNet and indirectly owns 32,962 Common Shares; CDA is a member of GA TriNet and indirectly owns 15,581 Common Shares; GAPCO III is a member of GA TriNet and indirectly owns 990,831 Common Shares; GAPCO IV is a member of GA TriNet and indirectly owns 249,301 Common Shares.

(4) Reflects the sale on September 17, 2014, of 13,031,408 Common Shares held by GA TriNet and 768,592 held by HR Acquisitions, each pursuant to that certain Underwriting Agreement, dated September 11, 2014, by and among TriNet Group Inc., 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.

(5) HR Acquisitions directly holds 1,226,166 Common Shares. With respect to all of the Common Shares held by HR Acquisitions, GAP 84 is a member of HR Acquisitions and indirectly owns 928,412 Common Shares; GAP-W is a member of HR Acquisitions and indirectly owns 231,872 Common Shares; GapStar is a member of HR Acquisitions and indirectly owns 3,065 Common Shares; KG is a member of HR Acquisitions and indirectly owns 2,207 Common Shares; CDA is a member of HR Acquisitions and indirectly owns 1,992 Common Shares; GAPCO III is a member of HR Acquisitions and indirectly owns 47,030 Common Shares; and GAPCO IV is a member of HR Acquisitions and indirectly owns 11,588 Common Shares.

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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