

TRINET GROUP INC
Form 4
December 19, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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)
11/10/2014

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	11/10/2014		P		500	D	\$ 30.11	500	I	By Reporting Person's Dependent
Common Stock	12/17/2014		S		1,685,890	D	\$ 30	19,103,652	I	By GA TriNet, LLC (1) (2) (3)
Common Stock	12/17/2014		S		99,433	D	\$ 30	1,126,733	I	By HR Acquisitions, LLC (1) (2) (4)

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Common Stock 12/15/2014 G V 7,200 D \$ 0 278,388 D

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 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 (Instr. 5)
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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 12/19/2014

**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

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("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)

(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").

- (2) 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.

- GA TriNet directly holds 19,103,652 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 8,043,341 Common Shares; GAP 84 is a member of GA TriNet and indirectly owns 5,987,049 Common Shares; GAP-W is a member of GA TriNet and indirectly owns 3,674,188 Common Shares; GapStar is a member of GA TriNet and indirectly owns 214,901 Common Shares; KG is a member of GA TriNet and indirectly owns 30,289 Common Shares; CDA is a member of GA TriNet and indirectly owns 14,318 Common Shares; GAPCO III is a member of GA TriNet and indirectly owns 910,482 Common Shares; and GAPCO IV is a member of GA TriNet and indirectly owns 229,085 Common Shares.

- HR Acquisitions directly holds 1,126,733 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 853,125 Common Shares; GAP-W is a member of HR Acquisitions and indirectly owns 213,069 Common Shares; GapStar is a member of HR Acquisitions and indirectly owns 2,817 Common Shares; KG is a member of HR Acquisitions and indirectly owns 2,028 Common Shares; CDA is a member of HR Acquisitions and indirectly owns 1,830 Common Shares; GAPCO III is a member of HR Acquisitions and indirectly owns 43,216 Common Shares; and GAPCO IV is a member of HR Acquisitions and indirectly owns 10,648 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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