

TRINET GROUP INC
Form 4
April 01, 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)
03/31/2014

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)		
				(A) or (D)	Price				
Common Stock	03/31/2014		C	21,565,764	A	11	21,565,764	I	By GA TriNet, LLC <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	03/31/2014		C	14,379,872	A	11	35,945,636	I	By GA TriNet, LLC <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	03/31/2014		S	2,124,686	D	\$ 14.88	33,820,950	I	By GA TriNet, LLC <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

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Common Stock	03/31/2014		C	2,120,072	A	<u>(1)</u>	2,120,072	I	By HR Acquisitions, LLC <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	03/31/2014		S	125,314	D	\$ 14.88	1,994,758	I	By HR Acquisitions, LLC <u>(2)</u> <u>(3)</u> <u>(5)</u> <u>(6)</u>
Common Stock							285,588	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series G Preferred Stock	<u>(7)</u>	03/31/2014		C	5,391,441	<u>(7)</u> <u>(7)</u>	Common Stock 21,560
Series H Preferred Stock	<u>(7)</u>	03/31/2014		C	3,594,968	<u>(7)</u> <u>(7)</u>	Common Stock 14,370
Series H Preferred Stock	<u>(7)</u>	03/31/2014		C	530,018	<u>(7)</u> <u>(7)</u>	Common Stock 2,120
Stock Option (Right to Buy)	\$ 0.05					<u>(8)</u> 02/05/2023	Common Stock 40,000
Stock Option (Right to Buy)	\$ 10.98					<u>(9)</u> 02/11/2024	Common Stock 20,000

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

David C. Hodgson, by /s/ Ron A. Metzger,
Attorney-in-Fact

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) 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, LLC ("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, LLC ("HR Acquisitions") converted into 2,120,072 Common Shares.

(2) 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 3)

(3) (cont'd from footnote 2) 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 are member of GA TriNet, LLC. Each of GAP 84, GAP-W, GapStar, CDA, GAPCO III, GAPCO IV and KG are members 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.

(4) GA TriNet directly holds 33,820,950 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 14,239,865 Common Shares; GAP 84 is a member of GA TriNet and indirectly owns 10,599,423 Common Shares; GAP-W is a member of GA TriNet and indirectly owns 6,504,753 Common Shares; GapStar is a member of GA TriNet and indirectly owns 380,459 Common Shares; KG is a member of GA TriNet and indirectly owns 53,623 Common Shares; CDA is a member of GA TriNet and indirectly owns 25,348 Common Shares; GAPCO III is a member of GA TriNet and indirectly owns 1,611,909 Common Shares; GAPCO IV is a member of GA TriNet and indirectly owns 405,569 Common Shares.

(5) 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.

(6) HR Acquisitions directly holds 1,994,758 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 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; GAPCO IV is a member of HR

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Acquisitions and indirectly owns 18,852 Common Shares.

- (7) Not applicable.
- (8) Option is subject to a 1-year vesting schedule, with 100% vesting upon the 12-month anniversary of February 5, 2013. The option is also subject to accelerated vesting upon certain events.
- (9) Option is subject to a 1-year vesting schedule, with 100% vesting upon the 12-month anniversary of February 11, 2014. The option is also subject to accelerated vesting upon certain events.

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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