

AGI-T, L.P.
Form 4
February 19, 2019

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 *
AGI-T, 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)
C/O ATAIROS MANAGEMENT,
L.P., 40 MORRIS AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2019

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

(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
 Form filed by More than One Reporting Person

BRYN MAWR, PA 19010

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------------------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 02/14/2019 | | M | 4,836 | A | 12,513 | I | See Footnote (2) (3) |
| Common Stock | | | | | | 17,691,312 | I | See Footnote (3) (4) |
| Common Stock | | | | | | 1,813,022 | I | See Footnote (3) (5) |

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. Pr Deriv Secu (Instr | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Units | <u>(1)</u> | 02/14/2019 | | M | 4,836 | <u>(6)</u> | <u>(6)</u> | Common Stock | 4,836 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| AGI-T, L.P. C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS AVENUE BRYN MAWR, PA 19010 | X | X | | |
| Angelakis Michael J C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS AVENUE BRYN MAWR, PA 19010 | X | X | | |
| Atairos Partners GP, Inc. C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS AVENUE BRYN MAWR, PA 19010 | | | X | |
| Atairos Partners, L.P. C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS AVENUE BRYN MAWR, PA 19010 | | | X | |
| Atairos Group, Inc. C/O ATAIROS MANAGEMENT, L.P. | | | X | |

40 MORRIS AVENUE
BRYN MAWR, PA 19010

A-T Holdings GP, LLC
C/O ATAIROS MANAGEMENT, L.P. X
40 MORRIS AVENUE
BRYN MAWR, PA 19010

A-A SMA, L.P.
C/O ATAIROS MANAGEMENT, L.P. X
40 MORRIS AVENUE, THIRD FLOOR
BRYN MAWR, PA 19010

A-A SMA GP, LLC
C/O ATAIROS MANAGEMENT, L.P. X
40 MONROE AVENUE, THIRD FLOOR
BRYN MAWR, PA 19010

Signatures

| | |
|---|------------|
| By: ATAIROS PARTNERS GP, INC., by /s/ David L. Caplan, Vice President | 02/19/2019 |
| __Signature of Reporting Person | Date |
| By: ATAIROS PARTNERS, L.P., by ATAIROS PARTNERS GP, INC., its general partner, by /s/ David L. Caplan, Vice President | 02/19/2019 |
| __Signature of Reporting Person | Date |
| By: ATAIROS GROUP, INC., by /s/ David L. Caplan, Vice President and General Counsel | 02/19/2019 |
| __Signature of Reporting Person | Date |
| By: A-T HOLDINGS GP, LLC, by ATAIROS GROUP, INC., its sole member and manager, by /s/ David L. Caplan, Authorized Signatory | 02/19/2019 |
| __Signature of Reporting Person | Date |
| By: AGI-T, L.P., by A-T HOLDINGS GP, LLC, its general partner, by ATAIROS GROUP, INC., its sole member and manager, by /s/ David L. Caplan, Authorized Signatory | 02/19/2019 |
| __Signature of Reporting Person | Date |
| By: A-A SMA, L.P., by A-A SMA GP, LLC, its general partner, by ATAIROS GROUP, INC., its sole member and manager, by /s/ David L. Caplan, Authorized Signatory | 02/19/2019 |
| __Signature of Reporting Person | Date |
| By: A-A SMA GP, LLC, by ATAIROS GROUP, INC., its sole member and manager, by /s/ David L. Caplan, Authorized Signatory | 02/19/2019 |
| __Signature of Reporting Person | Date |
| By: /s/ Michael J. Angelakis | 02/19/2019 |
| __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) Restricted Stock Units convert into common stock of the Issuer, par value \$0.000025 per share ("Common Stock"), on a one-for-one basis.

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- (2) Michael J. Angelakis directly beneficially owns 12,513 shares of Common Stock. The Restricted Stock Units reported herein were granted to Michael J. Angelakis in his capacity as a director of the Issuer.

This Form 4 is being filed by more than one Reporting Person. A-T Holdings GP, LLC is the general partner of AGI-T, L.P. Atairos Group, Inc. is the sole member and manager of A-T Holdings GP, LLC and the sole limited partner of AGI-T, L.P. A-A SMA GP, LLC is the general partner of A-A SMA, L.P. Atairos Group, Inc. is the sole member and manager of A-A SMA GP, LLC and the sole limited

- (3) partner of A-A SMA, L.P. Atairos Partners, L.P. is the sole voting shareholder of Atairos Group, Inc. Atairos Partners GP, Inc. is the general partner of Atairos Partners, L.P. Michael J. Angelakis directly or indirectly controls a majority of the voting power of Atairos Partners GP, Inc. and serves on the board of directors of the Issuer. Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its or his pecuniary interest therein.
- (4) AGI-T, L.P. directly beneficially owns 17,691,312 shares of Common Stock.
- (5) A-A SMA, L.P. directly beneficially owns 1,813,022 shares of Common Stock.
- (6) The Restricted Stock Units vested 100% on February 14, 2019.

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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