

TRINET GROUP INC
Form 3
March 25, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â General Atlantic Partners 84, L.P. | | | (Month/Day/Year) | TRINET GROUP INC [TNET] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O GENERAL ATLANTIC SERVICE CO., LLC, Â 55 EAST 52ND STREET, 32ND FLOOR | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK, Â NY Â 10055 | | | | <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | *See Remarks | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|--|--|---|---|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|--|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Series G Preferred Stock | Â (1) | Â (2) | Common Stock | 21,565,764 (5) | \$ (2) | D (3) (6) (7) (8) (11) | Â |
| Series H Preferred Stock | Â (1) | Â (2) | Common Stock | 14,379,872 (5) | \$ (2) | D (3) (6) (7) (8) (11) | Â |
| Series H Preferred Stock | Â (1) | Â (2) | Common Stock | 2,120,072 (5) | \$ (2) | D (4) (9) (10) (11) | Â |

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 | Â | Â X | Â | *See Remarks |
| GAP-W, LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055 | Â | Â X | Â | *See Remarks |
| GAPSTAR LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055 | Â | Â X | Â | *See Remarks |
| GAP Coinvestments CDA, L.P. C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055 | Â | Â X | Â | *See Remarks |
| GAPCO GMBH & CO KG C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055 | Â | Â X | Â | *See Remarks |
| GAP COINVESTMENTS III LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055 | Â | Â X | Â | *See Remarks |
| GAP COINVESTMENTS IV LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055 | Â | Â X | Â | *See Remarks |

Signatures

/s/ Thomas J.
Murphy 03/25/2014

**Signature of
Reporting Person Date

/s/ Thomas J.
Murphy 03/25/2014

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Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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.
- (2) Not Applicable.
- (3) GA TriNet, LLC ("GA TriNet"), a Delaware limited liability company, is the direct holder of 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").
- (4) HR Acquisitions, LLC ("HR Acquisitions"), a Delaware limited liability company, is the direct holder of 530,018 Series H Shares.
- (5) Immediately prior to the initial public offering (the "IPO") of TriNet Group, Inc. (the "Issuer"), each Series G Share and each Series H Share will be converted into four shares of common stock, par value \$0.00025 of the Issuer ("Common Shares"), subject to certain adjustments in the event of either accrued and unpaid dividends or to account for certain dilutive events set forth in the Issuer's Amended and Restated Certificate of Incorporation.
- (6) General Atlantic Partners 79, L.P., a Delaware limited partnership ("GAP 79"), is a member of GA TriNet and indirectly owns 3,783,609 Series G Shares (to be converted in connection with the IPO into 15,134,436 Common Shares) held by GA TriNet; General Atlantic Partners 84, L.P., a Delaware limited partnership ("GAP 84"), is a member of GA TriNet and indirectly owns 2,816,324 Series H Shares (to be converted in connection with the IPO into 11,265,296 Common Shares) held by GA TriNet; GAP-W, LLC, a Delaware limited liability company ("GAP-W"), is a member of GA TriNet and indirectly owns 1,127,807 Series G

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Shares and 600,541 Series H Shares (to be converted in connection with the IPO into 6,913,392 Common Shares in the aggregate) held by GA TriNet; (cont'd in FN 7)

(7) (cont'd from FN 6) GapStar, LLC, a Delaware limited liability company ("GapStar"), is a member of GA TriNet and indirectly owns 101,090 Series G Shares (to be converted in connection with the IPO into 404,360 Common Shares) held by GA TriNet; GAPCO GmbH & Co. KG, a German limited partnership ("KG"), is a member of GA TriNet and indirectly owns 8,424 Series G Shares and 5,824 Series H Shares (to be converted in connection with the IPO into 56,992 Common Shares in the aggregate) held by GA TriNet; GAP Coinvestments CDA, L.P., a Delaware limited partnership ("CDA"), is a member of GA TriNet and indirectly owns 6,735 Series H Shares (to be converted in connection with the IPO into 26,940 Common Shares) held by GA TriNet; (cont'd in FN 8)

(8) (cont'd from FN 7) GAP Coinvestments III, LLC, a Delaware limited liability company ("GAPCO III"), is a member of GA TriNet and indirectly owns 293,548 Series G Shares and 134,745 Series H Shares (to be converted in connection with the IPO into 1,713,172 Common Shares in the aggregate) held by GA TriNet; GAP Coinvestments IV, LLC, a Delaware limited liability company ("GAPCO IV"), is a member of GA TriNet and indirectly owns 76,963 Series G Shares and 30,799 Series H Shares (to be converted in connection with the IPO into 431,048 Common Shares in the aggregate) held by GA TriNet.

(9) GAP 84 is a member of HR Acquisitions and indirectly owns 401,312 Series H Shares (to be converted in connection with the IPO into 1,605,248 Common Shares) held by HR Acquisitions; GAP-W is a member of HR Acquisitions and indirectly owns 100,228 Series H Shares (to be converted in connection with the IPO into 400,912 Common Shares) held by HR Acquisitions; GapStar is a member of HR Acquisitions and indirectly owns 1,325 Series H Shares (to be converted in connection with the IPO into 5,300 Common Shares) held by HR Acquisitions; (cont'd in FN 10)

(10) (cont'd from FN 9) KG is a member of HR Acquisitions and indirectly owns 954 Series H Shares (to be converted in connection with the IPO into 3,816 Common Shares) held by HR Acquisitions; CDA is a member of HR Acquisitions and indirectly owns 861 Series H Shares (to be converted in connection with the IPO into 3,444 Common Shares) held by HR Acquisitions; GAPCO III is a member of HR Acquisitions and indirectly owns 20,329 Series H Shares (to be converted in connection with the IPO into 81,316 Common Shares) held by HR Acquisitions; GAPCO IV is a member of HR Acquisitions and indirectly owns 5,009 Series H Shares (to be converted in connection with the IPO into 20,036 Common Shares) held by HR Acquisitions.

(11) 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.

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Remarks:

Each of the reporting persons described in the notes above may be deemed to be a member of

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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