

TRINET GROUP INC
Form 4
February 03, 2017

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)
02/01/2017

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					284,404	D	
Common Stock					465	I	By Reporting Person's Dependent
Common Stock	02/01/2017		S	16,705,993	D \$ 25 0	I	By GA TriNet, LLC <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	02/01/2017		S	985,319	D \$ 25 0	I	By HR

Stock

Acquisitions,
LLC (1) (2) (4)

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 (Instr. 5)
				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
Hodgson

02/03/2017

**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"). Each of GAP 79, GAP 84, GAP-W, GapStar, CDA, GAPCO III, GAPCO IV and KG is a member of GA TriNet,

- (2) 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 disposed of 16,705,993 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 owned 7,033,838

Common Shares; GAP 84 is a member of GA TriNet and indirectly owned 5,235,627 Common Shares; GAP-W is a member of GA

- (3) TriNet and indirectly owned 3,213,048 Common Shares; GapStar is a member of GA TriNet and indirectly owned 187,930 Common Shares; KG is a member of GA TriNet and indirectly owned 26,488 Common Shares; CDA is a member of GA TriNet and indirectly owned 12,520 Common Shares; GAPCO III is a member of GA TriNet and indirectly owned 796,209 Common Shares; and GAPCO IV is a member of GA TriNet and indirectly owned 200,333 Common Shares.

HR Acquisitions directly disposed of 985,319 Common Shares. With respect to all of the Common Shares held by HR Acquisitions, GAP 84 is a member of HR Acquisitions and indirectly owned 746,051 Common Shares; GAP-W is a member of HR Acquisitions and

- (4) indirectly owned 186,327 Common Shares; GapStar is a member of HR Acquisitions and indirectly owned 2,463 Common Shares; KG is a member of HR Acquisitions and indirectly owned 1,773 Common Shares; CDA is a member of HR Acquisitions and indirectly owned 1,601 Common Shares; GAPCO III is a member of HR Acquisitions and indirectly owned 37,792 Common Shares; and GAPCO IV is a member of HR Acquisitions and indirectly owned 9,312 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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