

TRINET GROUP INC

Form 4

February 12, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
02/12/2016

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)
Common Stock	02/12/2016		M	6,016 A	284,404	D	
Common Stock					465	I	By Reporting Person's Dependent
Common Stock					18,972,325	I	By GA TriNet, LLC (2) (3) (4)
Common					1,118,987	I	By HR

Stock

Acquisitions,
LLC (2) (3) (5)

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. Pr Deriv Secu (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/12/2016		M	6,016	(6)	(6)	Common Stock	6,016

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/ Helen Hong,
Attorney-in-fact

02/12/2016

**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 on a one-for-one basis.

(2)

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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)

(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 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.

- (4) GA TriNet directly holds 18,972,325 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 7,988,047 Common Shares; GAP 84 is a member of GA TriNet and indirectly owns 5,945,892 Common Shares; GAP-W is a member of GA TriNet and indirectly owns 3,648,930 Common Shares; GapStar is a member of GA TriNet and indirectly owns 213,424 Common Shares; KG is a member of GA TriNet and indirectly owns 30,081 Common Shares; CDA is a member of GA TriNet and indirectly owns 14,219 Common Shares; GAPCO III is a member of GA TriNet and indirectly owns 904,223 Common Shares; and GAPCO IV is a member of GA TriNet and indirectly owns 227,510 Common Shares.

- (5) HR Acquisitions directly holds 1,118,987 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 847,260 Common Shares; GAP-W is a member of HR Acquisitions and indirectly owns 211,604 Common Shares; GapStar is a member of HR Acquisitions and indirectly owns 2,797 Common Shares; KG is a member of HR Acquisitions and indirectly owns 2,014 Common Shares; CDA is a member of HR Acquisitions and indirectly owns 1,818 Common Shares; GAPCO III is a member of HR Acquisitions and indirectly owns 42,919 Common Shares; and GAPCO IV is a member of HR Acquisitions and indirectly owns 10,575 Common Shares.

- (6) The Restricted Stock Units vested 100% on February 12, 2016. The Restricted Stock Units are 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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