

TRINET GROUP INC

Form 4

December 15, 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GENERAL ATLANTIC LLC**

(Last) (First) (Middle)

**C/O GENERAL ATLANTIC  
SERVICE CO., 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)  
**12/14/2016**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

\*See Remarks

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount    | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 12/14/2016                           |                                                    | S                              |                                                                   | 2,266,332 | D          | \$ 24.03                                                                                      | 16,705,993                                               | D <u>(1)</u> <u>(3)</u> <u>(4)</u> <u>(6)</u>         |
| Common Stock                    | 12/14/2016                           |                                                    | S                              |                                                                   | 133,668   | D          | \$ 24.03                                                                                      | 985,319                                                  | D <u>(2)</u> <u>(5)</u> <u>(6)</u>                    |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

# Edgar Filing: TRINET GROUP INC - Form 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                                                       | Relationships |           |         |              |
|--------------------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|--------------|
|                                                                                                                                      | Director      | 10% Owner | Officer | Other        |
| GENERAL ATLANTIC LLC<br>C/O GENERAL ATLANTIC SERVICE CO., LLC<br>55 EAST 52ND STREET, 32ND FLOOR<br>NEW YORK, NY 10055               |               | X         |         | *See Remarks |
| GENERAL ATLANTIC GENPAR, L.P.<br>C/O GENERAL ATLANTIC SERVICE CO., LLC<br>55 EAST 52ND STREET, 32ND FLOOR<br>NEW YORK, NY 10055      |               | X         |         | *See Remarks |
| GAPCO MANAGEMENT GMBH<br>C/O GENERAL ATLANTIC SERVICE CO., LLC<br>55 EAST 52ND STREET, 32ND FLOOR<br>NEW YORK, NY 10055              |               | X         |         | *See Remarks |
| GA Trinet, LLC<br>C/O GENERAL ATLANTIC SERVICE CO., LLC<br>55 EAST 52ND STREET, 32ND FLOOR<br>NEW YORK, NY 10055                     |               | X         |         | *See Remarks |
| HR Acquisitions, LLC<br>C/O GENERAL ATLANTIC SERVICE CO., LLC<br>55 EAST 52ND STREET, 32ND FLOOR<br>NEW YORK, NY 10055               |               | X         |         | *See Remarks |
| General Atlantic Partners 79, L.P.<br>C/O GENERAL ATLANTIC SERVICE CO., LLC<br>55 EAST 52ND STREET, 32ND FLOOR<br>NEW YORK, NY 10055 |               | X         |         | *See Remarks |

## Signatures

/s/ Thomas J.  
Murphy 12/15/2016

           \*\*Signature of  
Reporting Person Date

/s/ Thomas J.  
Murphy 12/15/2016

           \*\*Signature of  
Reporting Person Date

/s/ Thomas J.  
Murphy 12/15/2016

           \*\*Signature of  
Reporting Person Date

/s/ Thomas J.  
Murphy 12/15/2016

           \*\*Signature of  
Reporting Person Date

/s/ Thomas J.  
Murphy 12/15/2016

           \*\*Signature of  
Reporting Person Date

/s/ Thomas J.  
Murphy 12/15/2016

           \*\*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) By GA TriNet, LLC ("GA TriNet"), a Delaware limited liability company.

(2) By HR Acquisitions, LLC ("HR Acquisitions"), a Delaware limited liability company.

(3) With respect to all of the shares of common stock, par value \$0.000025 of the TriNet Group, Inc. ("Common Shares") held by GA TriNet, General Atlantic Partners 79, L.P., a Delaware limited partnership ("GAP 79"), is a member of GA TriNet and indirectly owns 7,033,838 Common Shares; General Atlantic Partners 84, L.P., a Delaware limited partnership ("GAP 84"), is a member of GA TriNet and indirectly owns 5,235,627 Common Shares; GAP-W, LLC, a Delaware limited liability company ("GAP-W"), is a member of GA TriNet and indirectly owns 3,213,048 Common Shares; GapStar, LLC, a Delaware limited liability company ("GapStar"), is a member of GA TriNet and indirectly owns 187,930 Common Shares; (cont'd in FN 4)

(4) (cont'd from FN 3) GAPCO GmbH & Co. KG, a German limited partnership ("KG"), is a member of GA TriNet and indirectly owns 26,488 Common Shares; GAP Coinvestments CDA, L.P., a Delaware limited partnership ("CDA"), is a member of GA TriNet and indirectly owns 12,520 Common Shares; GAP Coinvestments III, LLC, a Delaware limited liability company ("GAPCO III"), is a member of GA TriNet and indirectly owns 796,209 Common Shares; and GAP Coinvestments IV, LLC, a Delaware limited liability company ("GAPCO IV"), is a member of GA TriNet and indirectly owns 200,333 Common Shares.

(5) With respect to all of the Common Shares held by HR Acquisitions, GAP 84 is a member of HR Acquisitions and indirectly owns 746,051 Common Shares; GAP-W is a member of HR Acquisitions and indirectly owns 186,327 Common Shares; GapStar is a member of HR Acquisitions and indirectly owns 2,463 Common Shares; KG is a member of HR Acquisitions and indirectly owns 1,773 Common Shares; CDA is a member of HR Acquisitions and indirectly owns 1,601 Common Shares; GAPCO III is a member of HR Acquisitions and indirectly owns 37,792 Common Shares; and GAPCO IV is a member of HR Acquisitions and indirectly owns 9,312 Common Shares.

## Edgar Filing: TRINET GROUP INC - Form 4

- (6) 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.

### Remarks:

Each of the reporting persons described in the notes above may be deemed to be a member of a "group" for purposes of the Se

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.