

TRINET GROUP INC  
Form 3  
February 03, 2017

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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 <b>and</b> Ticker or Trading Symbol                               |  |
| Â AGI-T, L.P.                                   |  | (Month/Day/Year)                              | TRINET GROUP INC [TNET]  |  |
| (Last)  | (First)                                      | (Middle)                                      | 02/01/2017   |  |
| C/O ATAIROS MANAGEMENT, L.P.,Â 40 MORRIS AVENUE |  |   | 4. Relationship of Reporting Person(s) to Issuer                                 | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)  | (Check all applicable)                       |   |  |  |
|   | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |  |  |
|   | <input type="checkbox"/> Officer             | <input type="checkbox"/> Other                | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |  |
|   | (give title below) (specify below)           |   | <input type="checkbox"/> Form filed by One Reporting Person                      |  |
| BRYN MAWR,Â PAÂ 19010                           |  |   | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |  |
| (City)  | (State)                                      | (Zip)   |  |  |

**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) |
|---------------------------------|---|--|---|
| Common Stock                    | 17,691,312  | I  | See Footnotes <u>(1)</u> <u>(3)</u> <u>(4)</u>        |
| Common Stock                    | 1,813,022   | I  | See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u>        |

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

SEC 1473 (7-02)

**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.**

**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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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| Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) |
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| AGI-T, L.P.<br>C/O ATAIROS MANAGEMENT, L.P.<br>40 MORRIS AVENUE<br>BRYN MAWR, PA 19010             | â x           | â x       | â       | â     |
| Atairos Partners GP, Inc.<br>C/O ATAIROS MANAGEMENT, L.P.<br>40 MORRIS ROAD<br>BRYN MAWR, PA 19010 | â             | â x       | â       | â     |
| Atairos Partners, L.P.<br>C/O ATAIROS MANAGEMENT, L.P.<br>40 MORRIS ROAD<br>BRYN MAWR, PA 19010    | â             | â x       | â       | â     |
| Atairos Group, Inc.<br>C/O ATAIROS MANAGEMENT, L.P.<br>40 MORRIS ROAD<br>BRYN MAWR, PA 19010       | â             | â x       | â       | â     |
| A-T Holdings GP, LLC<br>C/O ATAIROS MANAGEMENT, L.P.<br>40 MORRIS AVENUE<br>BRYN MAWR, PA 19010    | â             | â x       | â       | â     |
| A-A SMA, L.P.<br>C/O ATAIROS MANAGEMENT, L.P.<br>40 MORRIS AVENUE<br>BRYN MAWR, PA 19010           | â             | â x       | â       | â     |
| A-A SMA GP, LLC<br>C/O ATAIROS MANAGEMENT, L.P.<br>40 MORRIS AVENUE<br>BRYN MAWR, PA 19010         | â             | â x       | â       | â     |
| Angelakis Michael J<br>C/O ATAIROS MANAGEMENT, L.P.<br>40 MORRIS ROAD<br>BRYN MAWR, PA 19010       | â x           | â x       | â       | â     |

## Signatures

|  |            |
|--|------------|
| By: ATAIROS PARTNERS GP, INC., by /s/ David L. Caplan, Vice President  | 02/03/2017 |
| **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  | 02/03/2017 |
| **Signature of Reporting Person  | Date       |
| By: ATAIROS GROUP, INC., by /s/ David L. Caplan, Vice President and General Counsel  | 02/03/2017 |
| **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                                      | 02/03/2017 |
| **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 | 02/03/2017 |
| **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    | 02/03/2017 |
| **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   | 02/03/2017 |
| **Signature of Reporting Person  | Date       |
| By: /s/ Michael J. Angelakis   | 02/03/2017 |
| **Signature of 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) AGI-T, L.P. directly beneficially owns 17,691,312 shares of the common stock, par value \$0.000025 per share (the "Common Stock"), of TriNet Group, Inc. (the "Issuer").
- (2) A-A SMA, L.P. directly beneficially owns 1,813,022 shares of Common Stock.
- This Form 3 is being filed by more than one Reporting Person. The Reporting Persons are the beneficial owners of an aggregate of 19,504,334 shares of Common Stock. 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
- (3) A-A SMA, L.P. Atairos Group, Inc. is the sole member and manager of A-A SMA GP, LLC and the sole limited 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 of A-T Holdings GP, LLC, Atairos Group, Inc., Atairos Partners, L.P., Atairos Partners GP, Inc., A-A SMA GP, LLC and Mr.
- (4) Angelakis may be deemed to have beneficial ownership of the reported securities directly owned by AGI-T, L.P. and/or A-A SMA, L.P., as applicable. Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its or his pecuniary interest therein.

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.