

TRINET GROUP INC
Form 4
September 17, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
General Atlantic Partners 84, L.P.

(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)
09/17/2014

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	09/17/2014		S	V 13,031,408 D \$ 24.42	20,789,542	D (1) (3) (4) (6) (7)	
Common Stock	09/17/2014		S	V 768,592 D \$ 24.42	1,226,166	D (2) (5) (6) (7)	

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

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SEC 1474 (9-02)

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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 Owned Following Transaction (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
General Atlantic Partners 84, L.P. C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X		*See Remarks
GAP-W, LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X		*See Remarks
GAPSTAR LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X		*See Remarks
GAP Coinvestments CDA, L.P. C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X		*See Remarks
GAPCO GMBH & CO KG C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X		*See Remarks
GAP COINVESTMENTS III LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X		*See Remarks

GAP COINVESTMENTS IV LLC
 C/O GENERAL ATLANTIC SERVICE CO., LLC
 55 EAST 52ND STREET, 32ND FLOOR
 NEW YORK, NY 10055

X

*See Remarks

Signatures

/s/ Thomas J. Murphy 09/17/2014

__Signature of Reporting Person Date

/s/ Thomas J. Murphy 09/17/2014

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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) 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 8,753,162 Common Shares; General Atlantic Partners 84, L.P., a Delaware limited partnership ("GAP 84"), is a member of GA TriNet and indirectly owns 6,515,404 Common Shares; GAP-W, LLC, a Delaware limited liability company ("GAP-W"), is a member of GA TriNet and indirectly owns 3,998,434 Common Shares; GapStar, LLC, a Delaware limited liability company ("GapStar"), is a member of GA TriNet and indirectly owns 233,866 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 32,962 Common Shares; GAP Coinvestments CDA, L.P., a Delaware limited partnership ("CDA"), is a member of GA TriNet and

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indirectly owns 15,581 Common Shares; GAP Coinvestments III, LLC, a Delaware limited liability company ("GAPCO III"), is a member of GA TriNet and indirectly owns 990,831 Common Shares; and GAP Coinvestments IV, LLC, a Delaware limited liability company ("GAPCO IV"), is a member of GA TriNet and indirectly owns 249,301 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 928,412 Common Shares; GAP-W is a member of HR Acquisitions and indirectly owns 231,872 Common Shares; GapStar is a member of HR Acquisitions and indirectly owns 3,065 Common Shares; KG is a member of HR Acquisitions and indirectly owns 2,207 Common Shares; CDA is a member of HR Acquisitions and indirectly owns 1,992 Common Shares; GAPCO III is a member of HR Acquisitions and indirectly owns 47,030 Common Shares; and GAPCO IV is a member of HR Acquisitions and indirectly owns 11,588 Common Shares.

- (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.

- (7) Reflects the sale on September 17, 2014, of 13,031,408 Common Shares held by GA TriNet and 768,592 held by HR Acquisitions, each pursuant to that certain Underwriting Agreement, dated September 11, 2014, by and among TriNet Group, Inc., the Selling Stockholders named therein, J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and Deutsche Bank Securities Inc., as representatives of the several Underwriters listed therein.

Remarks:

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

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