

TRINET GROUP INC

Form 4

December 23, 2014

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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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)

12/22/2014

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/22/2014		S	V	74,106	D	\$ 31.77	19,029,546	D <u>(1)</u> <u>(6)</u>	
Common Stock	12/22/2014		S	V	4,371	D	\$ 31.77	1,122,362	D <u>(2)</u> <u>(6)</u>	
Common Stock	12/23/2014		S	V	57,221	D	\$ 31.6	18,972,325	D <u>(1)</u> <u>(3)</u> <u>(4)</u> <u>(6)</u>	
Common Stock	12/23/2014		S	V	3,375	D	\$ 31.6	1,118,987	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.

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SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

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 12/23/2014

**Signature of
Reporting Person

Date

/s/ Thomas J.
Murphy 12/23/2014

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Reporting Person

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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 7,988,047 Common Shares; General Atlantic Partners 84, L.P., a Delaware limited partnership ("GAP 84"), is a member of GA TriNet

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and indirectly owns 5,945,892 Common Shares; GAP-W, LLC, a Delaware limited liability company ("GAP-W"), is a member of GA TriNet and indirectly owns 3,648,930 Common Shares; GapStar, LLC, a Delaware limited liability company ("GapStar"), is a member of GA TriNet and indirectly owns 213,424 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 30,081 Common Shares; GAP Coinvestments CDA, L.P., a Delaware limited partnership ("CDA"), is a member of GA TriNet and indirectly owns 14,219 Common Shares; GAP Coinvestments III, LLC, a Delaware limited liability company ("GAPCO III"), is a member of GA TriNet and indirectly owns 904,223 Common Shares; and GAP Coinvestments IV, LLC, a Delaware limited liability company ("GAPCO IV"), is a member of GA TriNet and indirectly owns 227,510 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 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) 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 Securities Exchange Act of 1934.

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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