

AGI-T, L.P.

Form 4

February 26, 2019

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
AGI-T, L.P.

(Last) (First) (Middle)

C/O ATAIVOS MANAGEMENT,  
L.P., 40 MORRIS AVENUE

(Street)

BRYN MAWR, PA 19010

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

TRINET GROUP INC [TNET]

3. Date of Earliest Transaction  
(Month/Day/Year)

02/25/2019

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
|                                       |   |   |   | (A)<br>or<br>(D)  |  |  |   |
|                                       |   |   | Code                                    | V   | Amount   |  |   |
|                                       |   |   |   |   | (1)  |  |   |
|                                       |   |   |   |   | (2)  |  |   |
|                                       |   |   |   |   | \$   |  |   |
| Common<br>Stock                       | 02/25/2019                              |   | P                                       |   | 1,000  | A  | 63.14                                   |
|                                       |   |   |   |   |  |  | 1,814,022                               |
|                                       |   |   |   |   |  | I  | See<br>Footnote<br>(3) (4)              |
| Common<br>Stock                       |   |   |   |   |  | I  | See<br>Footnote<br>(4) (5)              |
| Common<br>Stock                       |   |   |   |   |  | I  | See<br>Footnote<br>(4) (6)              |

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<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>Repor<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 |
| AGI-T, L.P.<br>C/O ATAIROS MANAGEMENT, L.P.<br>40 MORRIS AVENUE<br>BRYN MAWR, PA 19010               | X             | X         |         |       |
| Angelakis Michael J<br>C/O ATAIROS MANAGEMENT, L.P.<br>40 MORRIS AVENUE<br>BRYN MAWR, PA 19010       | X             | X         |         |       |
| Atairos Partners GP, Inc.<br>C/O ATAIROS MANAGEMENT, L.P.<br>40 MORRIS AVENUE<br>BRYN MAWR, PA 19010 |               | X         |         |       |
| Atairos Partners, L.P.<br>C/O ATAIROS MANAGEMENT, L.P.<br>40 MORRIS AVENUE<br>BRYN MAWR, PA 19010    |               | X         |         |       |
| Atairos Group, Inc.<br>C/O ATAIROS MANAGEMENT, L.P.<br>40 MORRIS AVENUE<br>BRYN MAWR, PA 19010       |               | X         |         |       |

A-T Holdings GP, LLC  
C/O ATAIROS MANAGEMENT, L.P. X  
40 MORRIS AVENUE  
BRYN MAWR, PA 19010

A-A SMA, L.P.  
C/O ATAIROS MANAGEMENT, L.P. X  
40 MORRIS AVENUE  
BRYN MAWR, PA 19010

A-A SMA GP, LLC  
C/O ATAIROS MANAGEMENT, L.P. X  
40 MORRIS AVENUE  
BRYN MAWR, PA 19010

## Signatures

By: ATAIROS PARTNERS GP, INC., by /s/ David L. Caplan, Vice President 02/25/2019  
\_\_Signature of Reporting Person Date

By: ATAIROS PARTNERS, L.P., by ATAIROS PARTNERS GP, INC., its general partner, 02/25/2019  
by /s/ David L. Caplan, Vice President  
\_\_Signature of Reporting Person Date

By: ATAIROS GROUP, INC., by /s/ David L. Caplan, Vice President and General Counsel 02/25/2019  
\_\_Signature of Reporting Person Date

By: A-T HOLDINGS GP, LLC, by ATAIROS GROUP, INC., its sole member and manager, 02/25/2019  
by /s/ David L. Caplan, Authorized Signatory  
\_\_Signature of Reporting Person Date

By: AGI-T, L.P., by A-T HOLDINGS GP, LLC, its general partner, by ATAIROS GROUP, 02/25/2019  
INC., its sole member and manager, by /s/ David L. Caplan, Authorized Signatory  
\_\_Signature of Reporting Person Date

By: A-A SMA, L.P., by A-A SMA GP, LLC, its general partner, by ATAIROS GROUP, 02/25/2019  
INC., its sole member and manager, by /s/ David L. Caplan, Authorized Signatory  
\_\_Signature of Reporting Person Date

By: A-A SMA GP, LLC, by ATAIROS GROUP, INC., its sole member and manager, by /s/ 02/25/2019  
David L. Caplan, Authorized Signatory  
\_\_Signature of Reporting Person Date

By: /s/ Michael J. Angelakis 02/25/2019  
\_\_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) Reflects the purchase of shares of Common Stock of the Issuer ("Common Stock") effected pursuant to a Rule 10b5-1 trading plan adopted by A-A SMA, L.P. on February 19, 2019.

- (2) The price reported in Column 4 is a weighted average price. The reported securities were purchased in multiple transactions at prices ranging from \$62.65 to \$63.57. The Reporting Persons undertake to provide to the Issuer, any security holders of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within such range.

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- (3) Reflects shares of Common Stock directly beneficially owned by A-A SMA, L.P.

This Form 4 is being filed by more than one Reporting Person. 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 A-A SMA, L.P. Atairos Group, Inc. is the sole member and manager of A-A SMA GP, LLC and the sole limited

- (4) 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 Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its or his pecuniary interest therein.
- (5) Reflects shares of Common Stock directly beneficially owned by AGI-T, L.P.
- (6) Reflects shares of Common Stock directly beneficially owned by Michael J. Angelakis, which were previously delivered to Mr. Angelakis in connection with the vesting of Restricted Stock Units granted to him in his capacity as a director of the Issuer.

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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