

TRINET GROUP INC

Form 4

February 03, 2017

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
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(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)
02/01/2017

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 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)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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displays a currently valid OMB control
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	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

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units ⁽¹⁾	<u>(2)</u>	02/01/2017	A		89		<u>(3)</u>	<u>(3)</u>	Common Stock	89	\$ 0

Reporting Owners

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

40 MORRIS AVENUE
BRYN MAWR, PA 19010

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

X

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 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).
- This Form 4 is being filed by more than one Reporting Person. The restricted stock units reported herein were granted to Michael J. Angelakis in his capacity as a director of the Issuer. 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 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.
- (1) Each Restricted Stock Unit represents a contingent right to receive one share of TNET common stock.
 - (2) The Restricted Stock Units will vest 100% on February 5, 2017. The Restricted Stock Units are also subject to accelerated vesting upon certain events.
 - (3)

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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