

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

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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)

02/01/2017

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 02/01/2017 | | S | 16,705,993 | D \$ 25 0 | D (1) (3) (4) (6) | |
| Common Stock | 02/01/2017 | | S | 985,319 | D \$ 25 0 | D (2) (5) (6) | |

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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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. 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

| 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 02/03/2017

__Signature of
 Reporting Person Date

/s/ Thomas J.
 Murphy 02/03/2017

__Signature of
 Reporting Person Date

/s/ Thomas J.
 Murphy 02/03/2017

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 Reporting Person Date

/s/ Thomas J.
 Murphy 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).
- (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") disposed of by GA TriNet, General Atlantic Partners 79, L.P., a Delaware limited partnership ("GAP 79"), is a member of GA TriNet and indirectly owned 7,033,838 Common Shares; General Atlantic Partners 84, L.P., a Delaware limited partnership ("GAP 84"), is a member of GA TriNet and indirectly owned 5,235,627 Common Shares; GAP-W, LLC, a Delaware limited liability company ("GAP-W"), is a member of GA TriNet and indirectly owned 3,213,048 Common Shares; GapStar, LLC, a Delaware limited liability company ("GapStar"), is a member of GA TriNet and indirectly owned 187,930 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 owned 26,488 Common Shares; GAP Coinvestments CDA, L.P., a Delaware limited partnership ("CDA"), is a member of GA TriNet and

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indirectly owned 12,520 Common Shares; GAP Coinvestments III, LLC, a Delaware limited liability company ("GAPCO III"), is a member of GA TriNet and indirectly owned 796,209 Common Shares; and GAP Coinvestments IV, LLC, a Delaware limited liability company ("GAPCO IV"), is a member of GA TriNet and indirectly owned 200,333 Common Shares.

- (5) With respect to all of the Common Shares disposed of by HR Acquisitions, GAP 84 is a member of HR Acquisitions and indirectly owned 746,051 Common Shares; GAP-W is a member of HR Acquisitions and indirectly owned 186,327 Common Shares; GapStar is a member of HR Acquisitions and indirectly owned 2,463 Common Shares; KG is a member of HR Acquisitions and indirectly owned 1,773 Common Shares; CDA is a member of HR Acquisitions and indirectly owned 1,601 Common Shares; GAPCO III is a member of HR Acquisitions and indirectly owned 37,792 Common Shares; and GAPCO IV is a member of HR Acquisitions and indirectly owned 9,312 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 "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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