TRINET GROUP INC
Form 3
March 21, 2014

# FORM 3

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

OMB APPROVAL

| | |
|---|---|
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## INITIAL STATEMENT OF 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 *
Â HODGSON DAVID C
(Last) (First) (Middle)

C/O GENERAL ATLANTIC SERVICE COMPANY LLC,Â 55 EAST 52ND STREET, 32ND FLOOR
(Street)

NEW YORK,Â NYÂ 10055
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/21/2014

3. Issuer Name **and** Ticker or Trading Symbol
TRINET GROUP INC [TNET]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

| 1.Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|
| Common Stock | 285,588 | D | Â |

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

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|---|

| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---|---|---|---|---|---|---|---|
| Series G Preferred Stock | Â (1) | Â (2) | Common Stock | 21,565,764 (3) | $ (2) | I | By GA TriNet, LLC (4) |
| Series H Preferred Stock | Â (1) | Â (2) | Common Stock | 14,379,872 (5) | $ (2) | I | By GA TriNet, LLC (4) |
| Series H Preferred Stock | Â (1) | Â (2) | Common Stock | 2,120,072 (6) | $ (2) | I | By HR Acquisitions, LLC (4) |
| Stock Option (Right to Buy) | Â (7) | 02/05/2023 | Common Stock | 40,000 | $ 0.5 | D | Â |
| Stock Option (Right to Buy) | Â (8) | 02/11/2024 | Common Stock | 20,000 | $ 10.98 | D | Â |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| HODGSON DAVID C<br>C/O GENERAL ATLANTIC SERVICE COMPANY LLC<br>55 EAST 52ND STREET, 32ND FLOOR<br>NEW YORK,Â NYÂ 10055 | Â X | Â X | Â | Â |

# Signatures

| | |
|---|---|
| /s/ David C. Hodgson | 03/21/2014 |
| **Signature of Reporting Person | Date |

# Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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)** Immediately.

**(2)** Not applicable.

**(3)** Common shares issuable upon conversion of 5,391,441 shares of Series G Preferred Stock immediately upon the closing of the initial public offering of Issuer.

**(4)** The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

**(5)** Common shares issuable upon conversion of 3,594,968 shares of Series H Preferred Stock immediately upon the closing of the initial public offering of Issuer.

**(6)** Common shares issuable upon conversion of 530,018 shares of Series H Preferred Stock immediately upon the closing of the inital public offering of Issuer.

**(7)** Option is subject to a 1-year vesting schedule, with 10% vesting upon the 12-month anniversary of February 5, 2013. The option is also subject to accelerated vesting upon certain events.

**(8)** Option is subject to a 1-year vesting schedule, with 10% vesting upon the 12-month anniversary of February 11, 2014. The option is also subject to accelerated vesting upon certain events.

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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