

AGI-T, L.P.
Form 4
February 26, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ATAIROS MANAGEMENT,
L.P., 40 MORRIS AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2019

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

(Street)

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

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

BRYN MAWR, PA 19010

(City) (State) (Zip)

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 Ownership (Instr. 4)			
			Code	V	Amount (A) or (D) Price					
Common Stock	02/25/2019		P		1,000 <u>(1)</u>	A	\$ 63.14 <u>(2)</u>	1,814,022	I	See Footnote (3) (4)
Common Stock								17,691,312	I	See Footnote (4) (5)
Common Stock								12,513	I	See Footnote (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 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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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
AGI-T, L.P. C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS AVENUE BRYN MAWR, PA 19010	X	X		
Angelakis Michael J C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS AVENUE BRYN MAWR, PA 19010	X	X		
Atairos Partners GP, Inc. C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS AVENUE BRYN MAWR, PA 19010			X	
Atairos Partners, L.P. C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS AVENUE BRYN MAWR, PA 19010			X	
Atairos Group, Inc. C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS AVENUE 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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