

TRINET GROUP INC
Form 3
March 25, 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 General Atlantic Partners 84,
L.P.

(Last) (First) (Middle)

C/O GENERAL ATLANTIC
SERVICE CO., LLC, Â 55 EAST
52ND STREET, 32ND FLOOR

(Street)

NEW YORK, Â NY Â 10055

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
03/25/2014

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ☒ 10% Owner
____ Officer ☒ Other
(give title below) (specify below)
*See Remarks

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 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)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series G Preferred Stock	Â (1)	Â (2)	Common Stock	21,565,764 (5)	\$ (2)	D (3) (6) (7) (8) (11)	Â
Series H Preferred Stock	Â (1)	Â (2)	Common Stock	14,379,872 (5)	\$ (2)	D (3) (6) (7) (8) (11)	Â
Series H Preferred Stock	Â (1)	Â (2)	Common Stock	2,120,072 (5)	\$ (2)	D (4) (9) (10) (11)	Â

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	Â	Â X	Â	*See Remarks
GAP-W, LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	Â	Â X	Â	*See Remarks
GAPSTAR LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	Â	Â X	Â	*See Remarks
GAP Coinvestments CDA, L.P. C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	Â	Â X	Â	*See Remarks
GAPCO GMBH & CO KG C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	Â	Â X	Â	*See Remarks
GAP COINVESTMENTS III LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	Â	Â X	Â	*See Remarks
GAP COINVESTMENTS IV LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055	Â	Â X	Â	*See Remarks

Signatures

/s/ Thomas J.
Murphy 03/25/2014

__Signature of Date
Reporting Person

/s/ Thomas J.
Murphy 03/25/2014

__Signature of Date
Reporting Person

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Murphy 03/25/2014

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Murphy 03/25/2014

__Signature of Date
Reporting Person

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) GA TriNet, LLC ("GA TriNet"), a Delaware limited liability company, is the direct holder of 5,391,441 shares of Series G Preferred Stock ("Series G Shares") and 3,594,968 shares of Series H Preferred Stock ("Series H Shares").
- (4) HR Acquisitions, LLC ("HR Acquisitions"), a Delaware limited liability company, is the direct holder of 530,018 Series H Shares.
- (5) Immediately prior to the initial public offering (the "IPO") of TriNet Group, Inc. (the "Issuer"), each Series G Share and each Series H Share will be converted into four shares of common stock, par value \$0.00025 of the Issuer ("Common Shares"), subject to certain adjustments in the event of either accrued and unpaid dividends or to account for certain dilutive events set forth in the Issuer's Amended and Restated Certificate of Incorporation.
- (6) General Atlantic Partners 79, L.P., a Delaware limited partnership ("GAP 79"), is a member of GA TriNet and indirectly owns 3,783,609 Series G Shares (to be converted in connection with the IPO into 15,134,436 Common Shares) held by GA TriNet; General Atlantic Partners 84, L.P., a Delaware limited partnership ("GAP 84"), is a member of GA TriNet and indirectly owns 2,816,324 Series H Shares (to be converted in connection with the IPO into 11,265,296 Common Shares) held by GA TriNet; GAP-W, LLC, a Delaware limited liability company ("GAP-W"), is a member of GA TriNet and indirectly owns 1,127,807 Series G

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Shares and 600,541 Series H Shares (to be converted in connection with the IPO into 6,913,392 Common Shares in the aggregate) held by GA TriNet; (cont'd in FN 7)

- (7) (cont'd from FN 6) GapStar, LLC, a Delaware limited liability company ("GapStar"), is a member of GA TriNet and indirectly owns 101,090 Series G Shares (to be converted in connection with the IPO into 404,360 Common Shares) held by GA TriNet; GAPCO GmbH & Co. KG, a German limited partnership ("KG"), is a member of GA TriNet and indirectly owns 8,424 Series G Shares and 5,824 Series H Shares (to be converted in connection with the IPO into 56,992 Common Shares in the aggregate) held by GA TriNet; GAP Coinvestments CDA, L.P., a Delaware limited partnership ("CDA"), is a member of GA TriNet and indirectly owns 6,735 Series H Shares (to be converted in connection with the IPO into 26,940 Common Shares) held by GA TriNet; (cont'd in FN 8)

- (8) (cont'd from FN 7) GAP Coinvestments III, LLC, a Delaware limited liability company ("GAPCO III"), is a member of GA TriNet and indirectly owns 293,548 Series G Shares and 134,745 Series H Shares (to be converted in connection with the IPO into 1,713,172 Common Shares in the aggregate) held by GA TriNet; GAP Coinvestments IV, LLC, a Delaware limited liability company ("GAPCO IV"), is a member of GA TriNet and indirectly owns 76,963 Series G Shares and 30,799 Series H Shares (to be converted in connection with the IPO into 431,048 Common Shares in the aggregate) held by GA TriNet.

- (9) GAP 84 is a member of HR Acquisitions and indirectly owns 401,312 Series H Shares (to be converted in connection with the IPO into 1,605,248 Common Shares) held by HR Acquisitions; GAP-W is a member of HR Acquisitions and indirectly owns 100,228 Series H Shares (to be converted in connection with the IPO into 400,912 Common Shares) held by HR Acquisitions; GapStar is a member of HR Acquisitions and indirectly owns 1,325 Series H Shares (to be converted in connection with the IPO into 5,300 Common Shares) held by HR Acquisitions; (cont'd in FN 10)

- (10) (cont'd from FN 9) KG is a member of HR Acquisitions and indirectly owns 954 Series H Shares (to be converted in connection with the IPO into 3,816 Common Shares) held by HR Acquisitions; CDA is a member of HR Acquisitions and indirectly owns 861 Series H Shares (to be converted in connection with the IPO into 3,444 Common Shares) held by HR Acquisitions; GAPCO III is a member of HR Acquisitions and indirectly owns 20,329 Series H Shares (to be converted in connection with the IPO into 81,316 Common Shares) held by HR Acquisitions; GAPCO IV is a member of HR Acquisitions and indirectly owns 5,009 Series H Shares (to be converted in connection with the IPO into 20,036 Common Shares) held by HR Acquisitions.

- (11) 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.

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Remarks:

EachÂ ofÂ theÂ reportingÂ personsÂ describedÂ inÂ theÂ notesÂ aboveÂ mayÂ beÂ deemedÂ toÂ beÂ aÂ memberÂ ofÂ

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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