

TRINET GROUP INC
Form 4
April 01, 2014

FORM 4

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

OMB APPROVAL

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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 *
HODGSON DAVID C

(Last) (First) (Middle)

C/O GENERAL ATLANTIC SERVICE COMPANY 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)
03/31/2014

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/31/2014		C		21,565,764	A	11	21,565,764	I	By GA TriNet, LLC (1) (2) (3)
Common Stock	03/31/2014		C		14,379,872	A	11	35,945,636	I	By GA TriNet, LLC (1) (2) (3)
Common Stock	03/31/2014		S		2,124,686	D	\$ 14.88	33,820,950	I	By GA TriNet, LLC (2) (3) (4) (5)

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Common Stock	03/31/2014		C	2,120,072	A	<u>(1)</u>	2,120,072	I	By HR Acquisitions, LLC <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	03/31/2014		S	125,314	D	\$ 14.88	1,994,758	I	By HR Acquisitions, LLC <u>(2)</u> <u>(3)</u> <u>(5)</u> <u>(6)</u>
Common Stock							285,588	D	

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series G Preferred Stock	<u>(7)</u>	03/31/2014		C	5,391,441	<u>(7)</u> <u>(7)</u>	Common Stock 21,560
Series H Preferred Stock	<u>(7)</u>	03/31/2014		C	3,594,968	<u>(7)</u> <u>(7)</u>	Common Stock 14,370
Series H Preferred Stock	<u>(7)</u>	03/31/2014		C	530,018	<u>(7)</u> <u>(7)</u>	Common Stock 2,120
Stock Option (Right to Buy)	\$ 0.05					<u>(8)</u> 02/05/2023	Common Stock 40,000
Stock Option (Right to Buy)	\$ 10.98					<u>(9)</u> 02/11/2024	Common Stock 20,000

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Acquisitions and indirectly owns 18,852 Common Shares.

- (7) Not applicable.
- (8) Option is subject to a 1-year vesting schedule, with 100% vesting upon the 12-month anniversary of February 5, 2013. The option is also subject to accelerated vesting upon certain events.
- (9) Option is subject to a 1-year vesting schedule, with 100% 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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