

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)

<p>1. Name and Address of Reporting Person *</p> <p><b>Â HODGSON DAVID C</b></p> <p>(Last) (First) (Middle)</p> <p>C/O GENERAL ATLANTIC SERVICE COMPANY LLC, Â 55 EAST 52ND STREET, 32ND FLOOR</p> <p>(Street)</p> <p>NEW YORK, Â NY Â 10055</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/21/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p><b>TRINET GROUP INC [TNET]</b></p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director    <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer    <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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)
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	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 C/O GENERAL ATLANTIC SERVICE COMPANY LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 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.  
The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the
- (4) 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 initial public offering of Issuer.

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- (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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