

Angelakis Michael J
 Form 4
 February 16, 2018

FORM 4

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

OMB APPROVAL

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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.

(Last) (First) (Middle)

C/O ATAIROS MANAGEMENT,
 L.P., 40 MORRIS AVENUE

(Street)

BRYN MAWR, PA 19010

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/14/2018

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 Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-----------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-----------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | (Instr. 3, 4, and 5) |
|---|------------------------------------|------------------|------------|---|-------------------------|------|---|-----|-----|---------------------|--------------------|-----------------|--|-------------------------|
| Restricted Stock Units ⁽¹⁾ | <u>(2)</u> | 02/14/2018 | A | 4,836 | | | | | | <u>(3)</u> | <u>(3)</u> | Common Stock | 4,836 | \$ |

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. 40 MORRIS AVENUE BRYN MAWR, PA 19010 | | X | | |
| A-A SMA, L.P. C/O ATAIROS MANAGEMENT, L.P. 40 MORRIS AVENUE, THIRD FLOOR BRYN MAWR, PA 19010 | | X | | |

A-A SMA GP, LLC
 C/O ATAIROS MANAGEMENT, L.P.
 40 MONROE AVENUE, THIRD FLOOR
 BRYN MAWR, PA 19010

X

Signatures

| | |
|---|------------|
| By: ATAIROS PARTNERS GP, INC., by /s/ David L. Caplan, Vice President | 02/16/2018 |
| __Signature of Reporting Person | Date |
| By: ATAIROS PARTNERS, L.P., by ATAIROS PARTNERS GP, INC., its general partner, by /s/ David L. Caplan, Vice President | 02/16/2018 |
| __Signature of Reporting Person | Date |
| By: ATAIROS GROUP, INC., by /s/ David L. Caplan, Vice President and General Counsel | 02/16/2018 |
| __Signature of Reporting Person | Date |
| By: A-T HOLDINGS GP, LLC, by ATAIROS GROUP, INC., its sole member and manager, by /s/ David L. Caplan, Authorized Signatory | 02/16/2018 |
| __Signature of Reporting Person | Date |
| By: AGI-T, L.P., by A-T HOLDINGS GP, LLC, its general partner, by ATAIROS GROUP, INC., its sole member and manager, by /s/ David L. Caplan, Authorized Signatory | 02/16/2018 |
| __Signature of Reporting Person | Date |
| By: A-A SMA, L.P., by A-A SMA GP, LLC, its general partner, by ATAIROS GROUP, INC., its sole member and manager, by /s/ David L. Caplan, Authorized Signatory | 02/16/2018 |
| __Signature of Reporting Person | Date |
| By: A-A SMA GP, LLC, by ATAIROS GROUP, INC., its sole member and manager, by /s/ David L. Caplan, Authorized Signatory | 02/16/2018 |
| __Signature of Reporting Person | Date |
| By: /s/ Michael J. Angelakis | 02/16/2018 |
| __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).

- This Form 4 is being filed by more than one Reporting Person. The restricted stock units reported herein were granted to Michael J. Angelakis in his capacity as a director of the Issuer. 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 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.
- (1)
 - (2) Restricted Stock Units convert into common stock, par value \$0.000025 per share, of the Issuer, on a one-for-one basis.
 - (3) The Restricted Stock Units will vest 100% on February 14, 2019. The Restricted Stock Units are 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.