

Angelakis Michael J
 Form 4
 February 21, 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)
 02/17/2018

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/17/2018		M	7,588 A <u>(1)</u>	7,677 <u>(2)</u>	I	See footnote <u>(2)</u> <u>(3)</u>
Common Stock					17,691,312	I	See footnote <u>(3)</u> <u>(4)</u>
Common Stock					1,813,022	I	See footnote <u>(3)</u> <u>(5)</u>

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	<u>(1)</u>	02/17/2018		M	7,588	<u>(6)</u> / <u>(6)</u>	Common Stock	7,588

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

Angelakis Michael J
C/O ATAIROS MANAGEMENT, L.P.
40 MORRIS AVENUE
BRYN MAWR, PA 19010

Atairos Partners GP, Inc.
C/O ATAIROS MANAGEMENT, L.P.
40 MORRIS AVENUE
BRYN MAWR, PA 19010

Atairos Partners, L.P.
C/O ATAIROS MANAGEMENT, L.P.
40 MORRIS AVENUE
BRYN MAWR, PA 19010

Atairos Group, Inc.
C/O ATAIROS MANAGEMENT, L.P.

40 MORRIS AVENUE
BRYN MAWR, PA 19010

A-T Holdings GP, LLC
C/O ATAIROS MANAGEMENT, L.P.
40 MORRIS AVENUE
BRYN MAWR, PA 19010

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

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

Signatures

By: ATAIROS PARTNERS GP, INC., by /s/ David L. Caplan, Vice President	02/21/2018
__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	02/21/2018
__Signature of Reporting Person	Date
By: ATAIROS GROUP, INC., by /s/ David L. Caplan, Vice President and General Counsel	02/21/2018
__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	02/21/2018
__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	02/21/2018
__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	02/21/2018
__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	02/21/2018
__Signature of Reporting Person	Date
By: /s/ Michael J. Angelakis	02/21/2018
__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).
- (1) Restricted Stock Units convert into common stock, par value \$0.000025 per share (the "Common Stock"), on a one-for-one basis.
 - (2)

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Michael J. Angelakis directly beneficially owns 7,677 shares of Common Stock. The Restricted Stock Units reported herein were granted to Michael J. Angelakis in his capacity as a director of the Issuer.

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

- (3) 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.
- (4) AGI-T, L.P. directly beneficially owns 17,691,312 shares of the Common Stock.
- (5) A-A SMA, L.P. directly beneficially owns 1,813,022 shares of Common Stock.
- (6) The Restricted Stock Units vested 100% on February 17, 2018. 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.

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