ARI NETWORK SERVICES INC /WI Form 8-K December 12, 2014

#### UNITED STATES

### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### FORM 8-K

### **CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 9, 2014

### ARI NETWORK SERVICES, INC.

(Exact name of registrant as specified in its charter)

Wisconsin0-1960839-1388360(State or other jurisdiction of incorporation)(Commission (IRS Employer Identification No.)

10850 West Park Place, Suite 1200

Milwaukee, Wisconsin

(Zip Code)

(Address of principal executive offices)

Registrant s telephone number, including area code: (414) 973-4300

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- " Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- " Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- " Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### Item 5.02.

<u>Departure of Directors or Certain Officers; Election of Directors;</u>
<u>Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.</u>

On December 9, 2014, James R. Johnson resigned from the Board of Directors of ARI Network Services, Inc. (the Company ), effective immediately. Mr. Johnson was also a member of the Company s Audit Committee. In recognition of his service, the Company determined to accelerate the vesting of all of Mr. Johnson s unvested restricted stock awards, to vest immediately upon his resignation. Mr. Johnson s resignation was not due to any disagreement with the Company on any matter relating to its operations, policies or practices.

### **SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 12, 2014 ARI NETWORK SERVICES, INC. By: /s/ William A. Nurthen

William A. Nurthen Chief Financial Officer

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20,789,542 D (1) (3) (4) (6) (7) Common Stock09/17/2014 SV 768,592 D \$ 24.42 1,226,166 D (2) (5) (6) (7)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	Derivative Securities Acquired		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo
		C-l- V	of (D) (Instr. 3, 4, and 5)		Tal.		Trans (Instr
		3	,	(Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) (Instr. 8) Derivative Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 5) Securities (Instr. 3 and 4) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

(9-02)

Date Expiration Exercisable Date

Amount or Number of Shares

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Namess	Director	10% Owner	Officer	Other		
GENERAL ATLANTIC LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X		*See Remarks		
GENERAL ATLANTIC GENPAR, L.P. C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X		*See Remarks		
GAPCO MANAGEMENT GMBH C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X		*See Remarks		
GA Trinet, LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X		*See Remarks		
HR Acquisitions, LLC C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X		*See Remarks		
General Atlantic Partners 79, L.P. C/O GENERAL ATLANTIC SERVICE CO., LLC 55 EAST 52ND STREET, 32ND FLOOR NEW YORK, NY 10055		X		*See Remarks		

# **Signatures**

/s/ Thomas J. Murphy	09/17/2014
**Signature of Reporting Person	Date
/s/ Thomas J. Murphy	09/17/2014
**Signature of Reporting Person	Date
/s/ Thomas J. Murphy	09/17/2014

Reporting Owners 5

\*\*Signature of Date

Reporting Person

/s/ Thomas J. 09/17/2014 Murphy

\*\*Signature of Date

Reporting Person

/s/ Thomas J. 09/17/2014 Murphy

\*\*Signature of Date

Reporting Person

/s/ Thomas J. 09/17/2014 Murphy

\*\*Signature of Date Reporting Person

## **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) By GA TriNet, LLC ("GA TriNet"), a Delaware limited liability company.
- (2) HR Acquisitions, LLC ("HR Acquisitions"), a Delaware limited liability company.
- With respect to all of the shares of common stock, par value \$0.000025 of the TriNet Group, Inc. ("Common Shares") held by GA
  TriNet, General Atlantic Partners 79, L.P., a Delaware limited partnership ("GAP 79"), is a member of GA TriNet and indirectly owns
  8,753,162 Common Shares; General Atlantic Partners 84, L.P., a Delaware limited partnership ("GAP 84"), is a member of GA TriNet
  and indirectly owns 6,515,404 Common Shares; GAP-W, LLC, a Delaware limited liability company ("GAP-W"), is a member of GA
  TriNet and indirectly owns 3,998,434 Common Shares; GapStar, LLC, a Delaware limited liability company ("GapStar"), is a member
  of GA TriNet and indirectly owns 233,866 Common Shares; (cont'd in FN 4)
- (cont'd from FN 3) GAPCO GmbH & Co. KG, a German limited partnership ("KG"), is a member of GA TriNet and indirectly owns 32,962 Common Shares; GAP Coinvestments CDA, L.P., a Delaware limited partnership ("CDA"), is a member of GA TriNet and indirectly owns 15,581 Common Shares; GAP Coinvestments III, LLC, a Delaware limited liability company ("GAPCO III"), is a member of GA TriNet and indirectly owns 990,831 Common Shares; and GAP Coinvestments IV, LLC, a Delaware limited liability company ("GAPCO IV"), is a member of GA TriNet and indirectly owns 249,301 Common Shares.
- With respect to all of the Common Shares held by HR Acquisitions, GAP 84 is a member of HR Acquisitions and indirectly owns 928,412 Common Shares; GAP-W is a member of HR Acquisitions and indirectly owns 231,872 Common Shares; GapStar is a member of HR Acquisitions and indirectly owns 3,065 Common Shares; KG is a member of HR Acquisitions and indirectly owns 2,207 Common Shares; CDA is a member of HR Acquisitions and indirectly owns 1,992 Common Shares; GAPCO III is a member of HR Acquisitions and indirectly owns 11,588 Common Shares.
- 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.
- Reflects the sale on September 17, 2014, of 13,031,408 Common Shares held by GA TriNet and 768,592 held by HR Acquisitions, each pursuant to that certain Underwriting Agreement, dated September 11, 2014, by and among TriNet Group, Inc., the Selling Stockholders named therein, J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and Deutsche Bank Securities Inc., as representatives of the several Underwriters listed therein.

#### **Remarks:**

Each of the reporting persons described in the notes above may be deemed to be a member of a "group" for purposes of the Se Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Signatures 6

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