

TRINET GROUP INC  
Form 4  
June 03, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Goldfield Burton M.

(Last) (First) (Middle)  
TRINET GROUP, INC., 1100 SAN LEANDRO BLVD., STE. 400  
(Street)

SAN LEANDRO, CA 94577  
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/15/2015

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)  
PRESIDENT, CEO and DIRECTOR

6. Individual or Joint/Group Filing (Check Applicable Line)  
\_X\_ 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	05/15/2015		A <sup>(1)</sup>	V 1,000 A \$ 25.245 1,000		D	
Common Stock	05/15/2015		M	2,176 A 2 3,176		D	
Common Stock	05/15/2015		F	1,136 D \$ 29.72 2,040		D	
Common Stock	06/01/2015		S <sup>(3)</sup>	5,000 D \$ 25.81 155,000		I	By Trust <sup>(4)</sup>
Common Stock	06/01/2015		S <sup>(3)</sup>	5,000 D \$ 25.81 1,320,130		I	By Trust <sup>(5)</sup>

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Common Stock	06/01/2015	M	10,000	A	\$ 1.4475	12,040	D
Common Stock	06/01/2015	S <sup>(3)</sup>	7,200	D	\$ 29.6483 (6)	4,840	D
Common Stock	06/01/2015	S <sup>(3)</sup>	2,800	D	\$ 29.8807 (7)	2,040	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 or Number of Shares
Restricted Stock Units	(2)	05/15/2015		M	2,176	(8) (8)	Common Stock 2,176
Employee Stock Option (right to buy)	\$ 1.4475	06/01/2015		M <sup>(3)</sup>	10,000	(9) 03/13/2023	Common Stock 10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldfield Burton M. TRINET GROUP, INC. 1100 SAN LEANDRO BLVD., STE. 400 SAN LEANDRO, CA 94577			PRESIDENT, CEO and DIRECTOR	

## Signatures

/s/ Helen Hong,  
Attorney-in-fact

06/03/2015

\_\_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) These shares were acquired under the TriNet Group, Inc 2014 Employee Stock Purchase Plan in transactions that were exempt under both Rule 16b-3(d) and Rule 16b-3(c).
- (2) Restricted Stock Units convert into common stock on a one-for-one basis.
- (3) The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on May 23, 2014.
- (4) Reporting Person is a Trustee and shares voting and investment power over the shares held by Burton M. Goldfield and Carol Maud Goldfield, Trustees of the Alec Thunder Goldfield 2011 Irrevocable Trust.
- (5) Reporting Person is a Trustee and shares voting and investment power over the shares held by Burton M. and Carol Maud Goldfield, Trustees Burton M. Goldfield and Carol Maud Goldfield Trust, u/a/d 12/6/00.  

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from 28.81 to \$29.7905, inclusive. The reporting person undertakes to provide to TriNet Group, Inc., any security holder of TriNet Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (6) to this Form 4.
- (6) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from 29.81 to \$29.96, inclusive. The reporting person undertakes to provide to TriNet Group, Inc., any security holder of TriNet Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (7) to this Form 4.
- (7) On March 5, 2015, the reporting person was granted 34,816 restricted stock units, subject to a 4-year vesting schedule, 1/16 of the total number of shares vesting quarterly on the 15th day of the second month of each calendar quarter following the grant date. The Restricted Stock Unit is also subject to accelerated vesting upon certain events.
- (8) Option is subject to a 4-year vesting schedule, with 25% vesting upon the 12-month anniversary of February 1, 2013, and 1/48th of the total number of shares vesting each month thereafter. The option is also subject to accelerated vesting upon certain events.
- (9)

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.