Babinec Martin Form 4 September 08, 2017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287

Washington, D.C. 20549

Number: January 31, Expires: 2005

OMB APPROVAL

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

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Form 5 obligations may continue. See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Babinec Martin			2. Issuer Name and Ticker or Trading Symbol TRINET GROUP INC [TNET]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Mi	ile) 3	3. Date of Earliest Transaction	()			
TRINET GROUP, INC., 1100 SAN LEANDRO BLVD., STE. 400		`	(Month/Day/Year) 09/06/2017	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
		F	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
SAN LEANDRO, CA 94577				Form filed by More than One Reporting Person			

Person

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactior Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				Securities C Beneficially F Owned D Following o	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	09/06/2017		S <u>(1)</u>	22,128	D	\$ 35.3077 (2)	3,845,638	I	By Trust	
Common Stock	09/06/2017		S <u>(1)</u>	6,500	D	\$ 35.3829 (4)	778,869	I	By Trust	
Common Stock	09/07/2017		S <u>(1)</u>	7,872	D	\$ 35.1074	3,837,766	I	By Trust	

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	*	Title Nu	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Babinec Martin TRINET GROUP, INC. 1100 SAN LEANDRO BLVD., STE. 400 SAN LEANDRO, CA 94577

X

Signatures

/s/ Helen Hong, Attorney-in-fact

09/08/2017

**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) The sales reported on this Form 4 were effected pursuant to a 10b5-1 trading plan previously established.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.08 to \$35.76, inclusive. The Reporting Person undertakes to provide to TriNet Group, Inc., any security holder of TriNet Group, Inc., or the **(2)** 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 herein.
- Shares are held directly by Martin and Krista Babinec, Trustees of The Babinec Family Trust. Reporting Person is a Trustee and has sole voting and investment power over the shares held by The Babinec Family Trust.

(4)

Reporting Owners 2

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The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.12 to \$35.76, 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 herein.

- (5) Shares are held directly by Babinec 2008 Children's Trust. Reporting Person is a Trustee and shares voting and investment power over the shares held by Babinec 2008 Children's Trust.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.85 to \$35.20, 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 herein.

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.