

Goldfield Burton M.
Form 4
May 17, 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 *
Goldfield Burton M.

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) (Middle)

TRINET GROUP, INC., ONE
PARK PLACE, SUITE 600

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
PRESIDENT, CEO and DIRECTOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DUBLIN, CA 94568

(City) (State) (Zip)

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 or Price | | |
| Common Stock | 05/15/2018 | | A | V | 579 ⁽¹⁾ | A | \$ 36.68 208,008 D |
| Common Stock | 05/15/2018 | | M | | 2,176 ₍₂₎ | A | 210,184 D |
| Common Stock | 05/15/2018 | | M | | 8,617 ₍₂₎ | A | 218,801 D |
| Common Stock | 05/15/2018 | | M | | 3,570 ₍₂₎ | A | 222,371 D |
| Common Stock | 05/15/2018 | | F | | 8,425 ₍₃₎ | D | \$ 52.63 213,946 D |

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|-----------|-----------|---|-----------------|
| Common Stock | 05/16/2018 | G V | 350 | D | \$ 0 | 1,192,212 | I | By Trust (4) |
| Common Stock | 05/17/2018 | M | 3,645 | A | \$ 1,4475 | 217,591 | D | |
| Common Stock | 05/17/2018 | S ⁽⁵⁾ | 10,885 | D | \$ 52.51 | 206,706 | D | |
| Common Stock | 05/17/2018 | S ⁽⁵⁾ | 5,832 | D | \$ 52.51 | 1,186,380 | I | By Trust (4) |
| Common Stock | 05/17/2018 | S ⁽⁵⁾ | 8,332 | D | \$ 52.51 | 30,748 | I | By Trust (6) |

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 (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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (2) | 05/15/2018 | | M | 2,176 | (7) | (7) | Common Stock | 2,176 |
| Restricted Stock Units | (2) | 05/15/2018 | | M | 8,617 | (8) | (8) | Common Stock | 8,617 |
| Restricted Stock Units | (2) | 05/15/2018 | | M | 3,570 | (9) | (9) | Common Stock | 3,570 |
| Employee Stock Option (right to buy) | \$ 1.4475 | 05/17/2018 | | M | 3,645 | (10) | 03/13/2023 | Common Stock | 3,645 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goldfield Burton M. TRINET GROUP, INC. ONE PARK PLACE, SUITE 600 DUBLIN, CA 94568 | X | | PRESIDENT, CEO and DIRECTOR | |

Signatures

/s/ Helen Hong,
Attorney-in-fact

05/17/2018

**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) These shares were acquired under the TriNet Group, Inc 2014 Employee Stock Purchase Plan in transactions that were exempt under both Rule 16b-3(c) and Rule 16b-3(d).

(2) Restricted Stock Units convert into common stock on a one-for-one basis.

(3) These shares represent shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of the Restricted Stock Units and Restricted Stock Awards.

(4) Reporting Person is a Trustee and shares voting and investment power over the shares held by Burton M. and Maud Carol Goldfield, Trustees, Burton M. Goldfield and Maud Carol Goldfield Trust, u/a/d 12/6/00.

(5) The sales reported on this Form 4 were effected pursuant to a 10b5-1 trading plan previously established.

(6) Reporting Person is a Trustee and shares voting and investment power over the shares held by Burton M. Goldfield and Maud Carol Goldfield, Trustees of the Alec Thunder Goldfield 2011 Irrevocable Trust.

(7) On March 5, 2015, the Reporting Person was granted 34,816 Restricted Stock Units, subject to a 4-year vesting schedule: one-sixteenth 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 Units are also subject to accelerated vesting upon certain events.

(8) On January 4, 2016, the Reporting Person was granted 137,868 Restricted Stock Units, subject to a 4-year vesting schedule: one-sixteenth 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 Units are also subject to accelerated vesting upon certain events.

(9) On March 24, 2017, the Reporting Person was granted 57,126 Restricted Stock Units, subject to a 4-year vesting schedule: one-sixteenth 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 Units are also subject to accelerated vesting upon certain events.

(10) 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.

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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