

Goldfield Burton M.  
Form 4  
February 20, 2019

**FORM 4**

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

OMB APPROVAL

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**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)  
02/15/2019

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 02/15/2019                           |  | M                              | 2,176 A (1)   | 173,985   | D  |   |
| Common Stock                    | 02/15/2019                           |  | F                              | 753 (2) D \$ 49.53  | 173,232   | D  |   |
| Common Stock                    | 02/15/2019                           |  | M(3)                           | 8,616 A (3) (1)   | 207,699 (3)   | D  |   |
| Common Stock                    | 02/15/2019                           |  | F                              | 2,980 (4) D \$ 49.53  | 204,719   | D  |   |
| Common Stock                    | 02/15/2019                           |  | M(5)                           | 3,571 A (5) (1)   | 236,853 (5)   | D  |   |

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|              |            |                  |                     |   |                              |           |   |                         |
|--------------|------------|------------------|---------------------|---|------------------------------|-----------|---|-------------------------|
| Common Stock | 02/15/2019 | F                | <u>1,335</u><br>(6) | D | \$ 49.53                     | 235,518   | D |                         |
| Common Stock | 02/15/2019 | F                | <u>1,302</u><br>(7) | D | \$ 49.53                     | 234,216   | D |                         |
| Common Stock | 02/20/2019 | M <sup>(8)</sup> | 7,500               | A | \$ 10.98                     | 241,716   | D |                         |
| Common Stock | 02/20/2019 | S <sup>(9)</sup> | 10,519              | D | \$<br>60.7748<br><u>(10)</u> | 231,197   | D |                         |
| Common Stock | 02/20/2019 | S <sup>(9)</sup> | 100                 | D | \$ 61.26                     | 231,097   | D |                         |
| Common Stock | 02/20/2019 | S <sup>(9)</sup> | 7,500               | D | \$ 60.92                     | 223,597   | D |                         |
| Common Stock | 02/20/2019 | S <sup>(9)</sup> | 7,500               | D | \$ 60.92                     | 1,059,056 | I | By Trust<br><u>(11)</u> |
| Common Stock | 02/20/2019 | S <sup>(9)</sup> | 1,902               | D | \$ 60.92                     | 0         | I | By Trust<br><u>(12)</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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares    |
| Restricted Stock Units                     | <u>(1)</u>   | 02/15/2019                           |  | M                              | 2,176   | <u>(13)</u> <u>(13)</u>                                  | Common Stock  | 2,176                         |
| Restricted Stock Units                     | <u>(1)</u>   | 02/15/2019                           |  | M                              | <u>8,616</u><br>(3)   | <u>(14)</u> <u>(14)</u>                                  | Common Stock  | 8,616                         |



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- (10) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.23 to \$61.145, 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.
- (11) 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.
- (12) 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.
- (13) On March 5, 2015, the Reporting Person was granted 34,816 restricted stock units ("RSUs"), 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 RSUs are also subject to accelerated vesting upon certain events.
- (14) On January 4, 2016, the Reporting Person was granted 137,868 restricted stock units ("RSUs"), 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 RSUs are also subject to accelerated vesting upon certain events. Such RSUs are now being reported as common stock and included in Column 5 of Table I.
- (15) On March 24, 2017, the Reporting Person was granted 57,126 restricted stock units ("RSUs"), 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 RSUs are also subject to accelerated vesting upon certain events. Such RSUs are now being reported as common stock and included in Column 5 of Table I.
- (16) Option is subject to a 4-year vesting schedule, with 25% vesting upon the 12-month anniversary of February 1, 2014, and 1/48th of the total number of shares vesting each month thereafter. The Option is also subject to accelerated vesting upon certain events.

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