

TRINET GROUP INC  
Form 4  
April 14, 2017

**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.

(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)  
04/12/2017

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)  
 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	04/12/2017		M		5,337	A	\$ 0.5
Common Stock	04/12/2017		S <sup>(1)</sup>		2,666	D	\$ 28.1632
Common Stock	04/12/2017		S <sup>(1)</sup>		2,671	D	\$ 28.1579
Common Stock	04/12/2017		S <sup>(1)</sup>		2,726	D	\$ 28.1543
						I	1,300,139
							By Trust

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Common Stock	04/12/2017	<u>S</u> <sup>(1)</sup>	2,636	D	\$ 28.169 <u>(2)</u>	1,297,503	I	By Trust <u>(4)</u>
Common Stock	04/12/2017	<u>S</u> <sup>(1)</sup>	1,900	D	\$ 28.193 <u>(5)</u>	128,100	I	By Trust <u>(6)</u>
Common Stock	04/12/2017	<u>S</u> <sup>(1)</sup>	1,900	D	\$ 28.1941 <u>(5)</u>	126,200	I	By Trust <u>(6)</u>
Common Stock	04/13/2017	M	4,663	A	\$ 0.5	13,460	D	
Common Stock	04/13/2017	<u>S</u> <sup>(1)</sup>	3,202	D	\$ 27.9016 <u>(7)</u>	10,258	D	
Common Stock	04/13/2017	<u>S</u> <sup>(1)</sup>	1,461	D	\$ 27.8896 <u>(8)</u>	8,797	D	
Common Stock	04/13/2017	<u>S</u> <sup>(1)</sup>	3,274	D	\$ 27.9019 <u>(9)</u>	1,294,229	I	By Trust <u>(4)</u>
Common Stock	04/13/2017	<u>S</u> <sup>(1)</sup>	3,364	D	\$ 27.9063 <u>(10)</u>	1,290,865	I	By Trust <u>(4)</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	
Employee Stock Option	\$ 0.5	04/12/2017		M	5,337	<u>(11)</u>	03/06/2022	Common Stock	5,337



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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.

- (9) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.76 to \$28.01, 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.

- (10) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.75 to \$28.02, 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) Option is subject to a 4-year vesting schedule, with 25% vesting upon the 12-month anniversary of February 9, 2012, 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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