

TRINET GROUP INC  
Form 3  
March 21, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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)

|   |  |   |  |   |   |
|---|--|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Babinec Martin</p> <p>(Last) (First) (Middle)</p> <p>TRINET GROUP, INC.,Â 1100<br/>SAN LEANDRO BLVD., STE.<br/>400</p> <p>(Street)</p> <p>SAN LEANDRO,Â CAÂ 94577</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement<br/>(Month/Day/Year)</p> <p>03/21/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TRINET GROUP INC [TNET]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|--|---|--|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 4,571,020  | I   | By Trust <sup>(1)</sup>                                  |
| Common Stock                       | 855,724  | I   | By Trust <sup>(2)</sup>                                  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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|                             | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
|-----------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|
| Stock Option (Right to buy) | Â (3)            | 02/11/2024      | Common Stock        | 20,000                     | \$ 10.235                    | D Â  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Babinec Martin<br>TRINET GROUP, INC.<br>1100 SAN LEANDRO BLVD., STE. 400<br>SAN LEANDRO, CA 94577 | Â X           | Â X       | Â       | Â     |

## Signatures

/s/ Martin  
Babinec

03/21/2014

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares are held directly by Martin and Krista Babinec, Trustees of The Babinec Family Trust. Reporting Owner is a Trustee and has sole voting and investment power over the shares held by The Babinec Family Trust.
  - (2) Shares are held directly by Babinec 2008 Children's Trust. Reporting Owner is a Trustee and shares voting and investment power over the shares held by Babinec 2008 Children's Trust.
  - (3) Option is subject to a 1-year vesting schedule, with 100% vesting upon the 12-month anniversary of February 11, 2014. 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. 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.