TRINET GROUP INC

Form 4

December 02, 2016

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Goldfield Burton M.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

TRINET GROUP INC [TNET]

(Check all applicable)

(Last)

(Middle)

3. Date of Earliest Transaction

X Director

10% Owner

TRINET GROUP, INC., 1100 SAN

(Street)

(First)

(Month/Day/Year)

11/30/2016

_X__ Officer (give title _ Other (specify below)

LEANDRO BLVD., STE. 400

PRESIDENT, CEO and DIRECTOR

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN LEANDRO, CA 94577

(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. Transactic Code (Instr. 8)	4. Securities Acquired (A) omr Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			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)
Common Stock	11/30/2016		M	10,000	A	\$ 1.4475	21,376	D	
Common Stock	11/30/2016		S <u>(1)</u>	5,000	D	\$ 25.253 (2)	16,376	D	
Common Stock	11/30/2016		S(1)	5,000	D	\$ 25.2555 (2)	11,376	D	
Common Stock	11/30/2016		S <u>(1)</u>	5,000	D	\$ 25.252 (2)	1,297,571	I	By Trust
Common Stock	11/30/2016		S(1)	5,000	D	\$ 25.2519	1,292,571	I	By Trust

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(2)

Common Stock 11/30/2016 $S_{\underline{(4)}}^{(1)}$ 2,000 D \$ 25.3 130,000 I $\underline{(4)}$

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to	\$ 1.4475	11/30/2016		M	10,000	<u>(5)</u>	03/13/2023	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 8	Director	10% Owner	Officer	Other		
C-14C-14 D						

Goldfield Burton M.

TRINET GROUP, INC.

1100 SAN LEANDRO BLVD., STE. 400

SAN LEANDRO, CA 94577

X PRESIDENT, CEO and DIRECTOR

Signatures

**Signature of Reporting Person

buy)

/s/ Helen Hong, Attorney-in-fact

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Reporting Owners 2

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- (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 \$25.15 to \$25.31, 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.
- (3) 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.
- (4) 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.
- 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. 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.