

TRINET GROUP INC

Form 4

January 06, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)

01/04/2016

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)
Common Stock	11/19/2015		G	V 2,140 D \$ 0	1,312,990	I	By Trust (1)
Common Stock					150,000	I	By Trust (2)
Common Stock					67,562	D	

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**

SEC 1474
(9-02)

number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	01/04/2016		A		137,868		(4)	(4)	Common Stock	137,868

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldfield Burton M. TRINET GROUP, INC. 1100 SAN LEANDRO BLVD., STE. 400 SAN LEANDRO, CA 94577	X		PRESIDENT, CEO and DIRECTOR	

Signatures

/s/ Brady Mickelsen,
Attorney-in-fact
01/05/2016

**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).

- 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.
- 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.
- Each Restricted Stock Unit represents a contingent right to receive one share of TNET common stock.

Restricted Stock Units is subject to a 4-year vesting schedule, 1/16 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 Unit 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.