

TRINET GROUP INC

Form 4

August 15, 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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PORTER WILLIAM**

(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)

**08/15/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

**CHIEF FINANCIAL OFFICER**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	08/15/2016		M	684 A <u>1</u>	545,010	D	
Common Stock	08/15/2016		M	1,641 A <u>1</u>	546,651	D	
Common Stock					312,000	I	By Trust (2)

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  
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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)	8. Pr Secu (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	08/15/2016		M	684	(3)	(3)	Common Stock	684	\$
Restricted Stock Units	(1)	08/15/2016		M	1,641	(4)	(4)	Common Stock	1,641	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PORTER WILLIAM TRINET GROUP, INC. 1100 SAN LEANDRO BLVD., STE. 400 SAN LEANDRO, CA 94577	CHIEF FINANCIAL OFFICER

## Signatures

/s/ Brady Mickelsen,  
Attorney-in-fact 08/15/2016

\_\_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).

(1) Restricted Stock Units convert into common stock on a one-for-one basis.

(2) The Reporting Person is a Trustee of shares held by irrevocable trusts for Reporting Person's three sons, for which Reporting Person has sole voting and investment power.

On March 5, 2015, the Reporting Person was granted 10,943 Restricted Stock Units, subject to a 4-year vesting schedule, 1/16 of the total  
(3) number of shares vesting quarterly on the 15th day of the second month of each calendar quarter following the grant date. The Restricted Stock Units are also subject to accelerated vesting upon certain events.

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- On January 4, 2016, the Reporting Person was granted 26,261 Restricted Stock Units, subject to a 4-year vesting schedule, 1/16 of the
- (4) 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 Units are 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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