

Goldfield Burton M.
Form 4
June 20, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
TRINET GROUP INC [TNET]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
TRINET GROUP, INC., ONE
PARK PLACE, SUITE 600
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/18/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
PRESIDENT, CEO and DIRECTOR

DUBLIN, CA 94568

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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. 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	06/18/2018		M		1,766 A \$ 1.4475	208,472	D
Common Stock	06/18/2018		S ⁽¹⁾		1,766 D \$ 55.8132	206,706	D
Common Stock	06/18/2018		S ⁽¹⁾		5,848 D \$ 56.2796	1,180,532	I
Common Stock	06/18/2018		S ⁽¹⁾		8,348 D \$ 56.2959	22,400	I
							By Trust ⁽⁴⁾
							By Trust ⁽⁵⁾

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Common Stock	06/20/2018		<u>S⁽¹⁾</u>	1,323	D	\$ 56.7124 <u>(6)</u>	205,383	D	
Common Stock	06/20/2018		M	6,472	A	\$ 1.4475	211,855	D	
Common Stock	06/20/2018		<u>S⁽¹⁾</u>	6,472	D	\$ 56.7288 <u>(7)</u>	205,383	D	
Common Stock	06/20/2018		<u>S⁽¹⁾</u>	7,500	D	\$ 56.6995 <u>(8)</u>	1,173,032	I	By Trust <u>(4)</u>
Common Stock	06/20/2018		<u>S⁽¹⁾</u>	2,563	D	\$ 56.7179 <u>(9)</u>	19,837	I	By Trust <u>(5)</u>

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

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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
Employee Stock Option (right to buy)	\$ 1.4475	06/18/2018		M	1,766	<u>(10)</u> 03/13/2023	Common Stock	1,766
Employee Stock Option (right to buy)	\$ 1.4475	06/20/2018		M	6,472	<u>(10)</u> 03/13/2023	Common Stock	6,472

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldfield Burton M. TRINET GROUP, INC. ONE PARK PLACE, SUITE 600 DUBLIN, CA 94568	X		PRESIDENT, CEO and DIRECTOR	

Signatures

/s/ Helen Hong,
Attorney-in-fact

06/20/2018

__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) The sales reported on this Form 4 were effected pursuant to a 10b5-1 trading plan previously established.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.63 to \$56.01, 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.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.63 to \$56.58, 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.

(4) 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.

(5) 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.

(6) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.52 to \$56.94, 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.

(7) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.34 to \$57.07, 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.

(8) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.6972 to \$56.7057, 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.

(9) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.37 to \$57.07, 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) 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.

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