

Mickelsen Brady  
Form 4  
August 22, 2018

**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 \*  
Mickelsen Brady

(Last) (First) (Middle)

TRINET GROUP, INC., ONE  
PARK PLACE, SUITE 600

(Street)

DUBLIN, CA 94568

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

TRINET GROUP INC [TNET]

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

08/20/2018

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)

SVP, CLO &amp; SECRETARY

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 08/20/2018                              |                                                             | M                                    | 2,625                                                                   | A \$ 17.71                                                                                                         | 59,379                                                                  | D                                                                 |
| Common<br>Stock                       | 08/20/2018                              |                                                             | S <sup>(1)</sup>                     | 825                                                                     | D \$ 57.2453                                                                                                       | 58,554                                                                  | D                                                                 |
| Common<br>Stock                       | 08/20/2018                              |                                                             | S <sup>(1)</sup>                     | 1,800                                                                   | D \$ 58.2033                                                                                                       | 56,754                                                                  | D                                                                 |
| Common<br>Stock                       | 08/20/2018                              |                                                             | S <sup>(1)</sup>                     | 3,851                                                                   | D \$ 57.4577                                                                                                       | 52,903                                                                  | D                                                                 |

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|              |            |                  |         |   |                      |        |   |
|--------------|------------|------------------|---------|---|----------------------|--------|---|
| Common Stock | 08/20/2018 | S <sup>(1)</sup> | 7,440   | D | \$<br>(5)<br>58.0942 | 45,463 | D |
| Common Stock | 08/22/2018 | G                | V 3,073 | D | \$ 0                 | 42,390 | 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 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (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)       | \$ 17.71                                               | 08/20/2018                           |                                                    | M                              | 2,625                                                                          | (6)<br>08/21/2025                                        | Common Stock                                                  | 2,625                         |

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships                                                        |
|----------------------------------------------------------------------------------------|----------------------------------------------------------------------|
| Mickelsen Brady<br>TRINET GROUP, INC.<br>ONE PARK PLACE, SUITE 600<br>DUBLIN, CA 94568 | Director<br>10% Owner<br>Officer<br>Other<br>SVP, CLO &<br>SECRETARY |

## Signatures

/s/ Brady  
Mickelsen 08/22/2018

\*\*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.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.770 to \$57.380, 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.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.000 to \$58.300, 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 \$56.770 to \$57.760, 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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.770 to \$58.580, 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.

(5) Option is subject to a 4-year vesting schedule: one-fourth of the total number of shares vesting on the first anniversary of the grant date, and thereafter one-sixteenth 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 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.