

Goldfield Burton M.  
Form 4  
February 20, 2019

**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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/15/2019

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

(Street)

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

DUBLIN, CA 94568

(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                    | 02/15/2019                           |  | M                              |   | 2,176   | A  | (\$1)   |
| Common Stock                    | 02/15/2019                           |  | F                              |   | 753 (2)   | D  | \$ 49.53  |
| Common Stock                    | 02/15/2019                           |  | M(3)                           |   | 8,616   | A (3)  | (\$1)   |
| Common Stock                    | 02/15/2019                           |  | F                              |   | 2,980 (4)   | D  | \$ 49.53  |
| Common Stock                    | 02/15/2019                           |  | M(5)                           |   | 3,571   | A (5)  | (\$1)   |

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|              |            |                  |                     |   |                              |           |   |                         |
|--------------|------------|------------------|---------------------|---|------------------------------|-----------|---|-------------------------|
| Common Stock | 02/15/2019 | F                | <u>1,335</u><br>(6) | D | \$ 49.53                     | 235,518   | D |                         |
| Common Stock | 02/15/2019 | F                | <u>1,302</u><br>(7) | D | \$ 49.53                     | 234,216   | D |                         |
| Common Stock | 02/20/2019 | M <sup>(8)</sup> | 7,500               | A | \$ 10.98                     | 241,716   | D |                         |
| Common Stock | 02/20/2019 | S <sup>(9)</sup> | 10,519              | D | \$<br>60.7748<br><u>(10)</u> | 231,197   | D |                         |
| Common Stock | 02/20/2019 | S <sup>(9)</sup> | 100                 | D | \$ 61.26                     | 231,097   | D |                         |
| Common Stock | 02/20/2019 | S <sup>(9)</sup> | 7,500               | D | \$ 60.92                     | 223,597   | D |                         |
| Common Stock | 02/20/2019 | S <sup>(9)</sup> | 7,500               | D | \$ 60.92                     | 1,059,056 | I | By Trust<br><u>(11)</u> |
| Common Stock | 02/20/2019 | S <sup>(9)</sup> | 1,902               | D | \$ 60.92                     | 0         | I | By Trust<br><u>(12)</u> |

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

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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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | <u>(1)</u>   | 02/15/2019                           |  | M                              | 2,176   | <u>(13)</u> <u>(13)</u>                                  | Common Stock  | 2,176                         |
| Restricted Stock Units                     | <u>(1)</u>   | 02/15/2019                           |  | M                              | <u>8,616</u><br>(3)   | <u>(14)</u> <u>(14)</u>                                  | Common Stock  | 8,616                         |

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|                                      |          |            |   |              |      |            |              |       |
|--------------------------------------|----------|------------|---|--------------|------|------------|--------------|-------|
| Restricted Stock Units               | (1)      | 02/15/2019 | M | 3,571<br>(5) | (15) | (15)       | Common Stock | 3,571 |
| Employee Stock Option (right to buy) | \$ 10.98 | 02/20/2019 | M | 7,500<br>(8) | (16) | 02/11/2024 | Common Stock | 7,500 |

## Reporting Owners

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

## Signatures

/s/ Helen Hong,  
Attorney-in-fact

02/20/2019

\*\*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) Represents the shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of the restricted stock units granted on March 5, 2015.  
Includes 25,851 unvested restricted stock units ("RSUs") from an award of 137,868 RSUs originally granted on January 4, 2016 and were previously reported in Table II of a Form 4 filed by the Reporting Person on January 6, 2016 and which are now being reported as common stock and included in Column 5 of Table I. The RSUs are subject to a 4-year vesting schedule: 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 RSUs are also subject to accelerated vesting upon certain events.
  - (3) Represents the shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of the restricted stock units granted on January 4, 2016.  
Includes 28,563 unvested restricted stock units ("RSUs") from an award of 57,126 RSUs originally granted on March 24, 2017 and were previously reported in Table II of a Form 4 filed by the Reporting Person on March 28, 2017 and which are now being reported as common stock and included in Column 5 of Table I. The RSUs are subject to a 4-year vesting schedule: 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 RSUs are also subject to accelerated vesting upon certain events.
  - (4) Represents the shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of the restricted stock units granted on March 24, 2017.
  - (5) Represents the shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of the restricted stock awards granted on March 8, 2018.
  - (6) The exercise of stock options reported on this Form 4 were effected pursuant to a 10b5-1 trading plan previously established.
  - (7) The sales reported on this Form 4 were effected pursuant to a 10b5-1 trading plan previously established.

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- (10) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.23 to \$61.145, 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.
- (11) 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.
- (12) 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.
- (13) On March 5, 2015, the Reporting Person was granted 34,816 restricted stock units ("RSUs"), subject to a 4-year vesting schedule: 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 RSUs are also subject to accelerated vesting upon certain events.
- (14) On January 4, 2016, the Reporting Person was granted 137,868 restricted stock units ("RSUs"), subject to a 4-year vesting schedule: 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 RSUs are also subject to accelerated vesting upon certain events. Such RSUs are now being reported as common stock and included in Column 5 of Table I.
- (15) On March 24, 2017, the Reporting Person was granted 57,126 restricted stock units ("RSUs"), subject to a 4-year vesting schedule: 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 RSUs are also subject to accelerated vesting upon certain events. Such RSUs are now being reported as common stock and included in Column 5 of Table I.
- (16) Option is subject to a 4-year vesting schedule, with 25% vesting upon the 12-month anniversary of February 1, 2014, 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.