

Goldfield Burton M.
Form 4
March 20, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
03/18/2019

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 or (D) Price		
Common Stock	03/18/2019		A		32,394 ⁽¹⁾ \$ 0	D	
Common Stock	03/18/2019		M ⁽²⁾		7,500 \$ 10.98	D	
Common Stock	03/18/2019		S ⁽³⁾		7,500 \$ 61.02	D	
Common Stock	03/18/2019		S ⁽³⁾		7,500 \$ 61.02	I	By Trust ⁽⁴⁾

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
Employee Stock Option (right to buy)	\$ 10.98	03/18/2019		M	7,500	<u>(5)</u> 02/11/2024	Common Stock	7,500

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

03/20/2019

**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).

- Represents a grant of a restricted stock unit award. The restricted stock unit award is 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 restricted stock unit award is also subject to accelerated vesting upon certain events.
- (1) 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 award is also subject to accelerated vesting upon certain events.
 - (2) The exercise reported on this Form 4 were effected pursuant to a 10b5-1 trading plan previously established.

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

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