

TRINET GROUP INC

Form 4

May 17, 2017

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Griese Edward

(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)

05/15/2017

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 below) \_\_\_\_ Other (specify below)

SR. VP, INSURANCE SERVICES

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.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<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: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common<br>Stock                       | 05/15/2017                              |   | A                                       | V<br>Amount<br>1,000<br>(1)   | A<br>\$<br>19.69   | 2,000  | D   |
| Common<br>Stock                       | 05/15/2017                              |   | M                                       | 6,250   | A<br>(2)   | 8,250  | D   |
| Common<br>Stock                       | 05/15/2017                              |   | M                                       | 439   | A<br>(2)   | 8,689  | D   |
| Common<br>Stock                       | 05/15/2017                              |   | F                                       | 2,260<br>(3)  | D<br>\$<br>30.83   | 6,429  | D   |

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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares                                  |
| Restricted Stock Units                     | (2)  | 05/15/2017                           |  | M                              | 6,250   | (4) (4)  | Common Stock  | 6,250   |
| Restricted Stock Units                     | (2)  | 05/15/2017                           |  | M                              | 439   | (5) (5)  | Common Stock  | 439   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| Griese Edward<br>TRINET GROUP, INC.<br>1100 SAN LEANDRO BLVD., STE 400<br>SAN LEANDRO, CA 94577 | SR. VP, INSURANCE SERVICES       |

## Signatures

/s/ Helen Hong,  
Attorney-in-fact 05/17/2017

\_\_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) These shares were acquired under the TriNet Group, Inc 2014 Employee Stock Purchase Plan in transactions that were exempt under both Rule 16b-3(c) and Rule 16b-3(d).
- (2) Restricted Stock Units convert into common stock on a one-for-one basis.

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- (3) These shares represent shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of the Restricted Stock Units reported herein.

- (4) On March 10, 2016, Reporting Person was granted 100,000 Restricted Stock Units, subject to a 4-year vesting schedule. 1/4th of the total number of shares vesting on the first anniversary of the Grant Date, and thereafter 1/16th 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 is also subject to accelerated vesting upon certain event.

- (5) On March 24, 2017, Reporting Person was granted 7,035 Restricted Stock Units, subject to a 4-year vesting schedule. 1/16 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 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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