

Goldfield Burton M.  
Form 4  
January 19, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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., 1100 SAN LEANDRO BLVD., STE. 400  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/17/2018

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

SAN LEANDRO, CA 94577

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  | (D)  | Price   |                       |   |                         |
| Common Stock                    | 01/17/2018                           |  | M                              |   | 3,645   | A  | \$ 1.4475   | 32,234                | D |                         |
| Common Stock                    | 01/17/2018                           |  | S <sup>(1)</sup>               |   | 3,645   | D  | \$ 41.7812  | 28,590 <sup>(3)</sup> | D |                         |
| Common Stock                    | 01/17/2018                           |  | S <sup>(1)</sup>               |   | 5,832   | D  | \$ 41.7817  | 1,211,326             | I | By Trust <sup>(5)</sup> |
| Common Stock                    | 01/17/2018                           |  | S <sup>(1)</sup>               |   | 8,332   | D  | \$ 41.7745  | 64,076                | I | By Trust <sup>(7)</sup> |

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

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(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)       | \$ 1.4475  | 01/17/2018                           |  | M                              | 3,645   | (8) 03/13/2023   | Common Stock  | 3,645                         |

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| Goldfield Burton M.<br>TRINET GROUP, INC.<br>1100 SAN LEANDRO BLVD., STE. 400<br>SAN LEANDRO, CA 94577 | X             |           | PRESIDENT, CEO and DIRECTOR |       |

**Signatures**

/s/ Helen Hong,  
Attorney-in-fact 01/19/2018

**\*\*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 \$41.58 to \$42.17, 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

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price within the ranges set forth herein.

- (3) The total amount of securities beneficially owned directly was corrected to reflect the one additional share acquired in the November 15, 2017 purchase 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).

- (4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.58 to \$42.24, 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) 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.

- (6) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.55 to \$42.185, 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) 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.

- (8) 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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