Griese Edward Form 4 May 17, 2018

## FORM 4

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

Check this box if no longer subject to Section 16.

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Griese Edward Issuer Symbol TRINET GROUP INC [TNET] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title \_ \_ Other (specify TRINET GROUP, INC., ONE 05/15/2018 below) PARK PLACE, SUITE 600 SR. VP, INSURANCE SERVICES (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **DUBLIN, CA 94568** 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. Transact Code (Instr. 8)	4. Sec ransaction(A) or ode (Instr.		rities Acquired Disposed of (D) 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code '	V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	05/15/2018		A	V	233 (1)	A	\$ 36.68	24,385	D		
Common Stock	05/15/2018		M		6,250	A	<u>(2)</u>	30,635	D		
Common Stock	05/15/2018		M		440	A	<u>(2)</u>	31,075	D		
Common Stock	05/15/2018		F		1,726 (3)	D	\$ 52.63	29,349	D		
Common Stock	05/17/2018		S(4)		4,553	D	\$ 52.51	24,796	D		

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

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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	aversion (Month/Day/Year) Execution Date, if Transaction Derived Exercise any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or unity Disposed (D)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exer Expiration D (Month/Day)	Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Instr	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	05/15/2018		M	6,250	<u>(5)</u>	(5)	Common Stock	6,250	\$
Restricted Stock Units	<u>(2)</u>	05/15/2018		M	440	<u>(6)</u>	<u>(6)</u>	Common Stock	440	\$

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SR. VP, INSURANCE SERVICES

Griese Edward

TRINET GROUP, INC.

ONE PARK PLACE, SUITE 600

DUBLIN, CA 94568

## **Signatures**

/s/ Helen Hong, Attorney-in-fact 05/17/2018

\*\*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) 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).

Reporting Owners 2

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- (2) Restricted Stock Units convert to common stock on a one-for-one basis.
- (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 and Restricted Stock Awards.
- (4) The sales reported on this Form 4 were effected pursuant to a 10b5-1 trading plan previously established.
- On March 10, 2016, the Reporting Person was granted 100,000 Restricted Stock Units, 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 Restricted Stock Unit is also subject to accelerated vesting upon certain event.
- On March 24, 2017, the Reporting Person was granted 7,035 Restricted Stock Units, 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 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. 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.