

TRINET GROUP INC  
Form 4  
December 02, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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**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)  
11/30/2016

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	Price		
Common Stock	11/30/2016		M		10,000	\$ 1.4475	21,376 D	
Common Stock	11/30/2016		S <sup>(1)</sup>		5,000	\$ 25.253 <sup>(2)</sup>	16,376 D	
Common Stock	11/30/2016		S <sup>(1)</sup>		5,000	\$ 25.2555 <sup>(2)</sup>	11,376 D	
Common Stock	11/30/2016		S <sup>(1)</sup>		5,000	\$ 25.252 <sup>(2)</sup>	1,297,571 I	By Trust <sup>(3)</sup>
Common Stock	11/30/2016		S <sup>(1)</sup>		5,000	\$ 25.2519	1,292,571 I	By Trust <sup>(3)</sup>



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

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.15 to \$25.31, 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.

- (2)
- (3) 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.
- (4) 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.
- (5) 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.

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.