

Goldfield Burton M.
Form 4
August 17, 2017

FORM 4

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

OMB APPROVAL

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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

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2017

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

(Street)

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

SAN LEANDRO, CA 94577

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 08/04/2017 | | G | V 150 D \$ 0 | 1,247,883 | I | By Trust (1) |
| Common Stock | 08/07/2017 | | G | V 800 D \$ 0 | 1,247,083 | I | By Trust (1) |
| Common Stock | 08/15/2017 | | M | 2,176 A (2) 30,707 | | D | |
| Common Stock | 08/15/2017 | | M | 8,617 A (2) 39,324 | | D | |
| Common Stock | 08/15/2017 | | M | 3,570 A (2) 42,894 | | D | |

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| | | | | | | | | | |
|--------------|------------|------------------|--------------|---|-----------------|---------|-----------|------------------|------------------|
| Common Stock | 08/15/2017 | F | 7,496 (3) | D | \$ 38.25 | 35,398 | D | | |
| Common Stock | 08/17/2017 | M | 3,645 | A | \$ 1.4475 | 39,043 | D | | |
| Common Stock | 08/17/2017 | S ⁽⁴⁾ | 2,694 | D | \$ 34.01 | 36,349 | D | | |
| Common Stock | 08/17/2017 | S ⁽⁴⁾ | 951 | D | \$ 35.05 | 35,398 | D | | |
| Common Stock | 08/17/2017 | S ⁽⁴⁾ | 200 | D | \$ 31.81 (5) | 35,198 | D | | |
| Common Stock | 08/17/2017 | S ⁽⁴⁾ | 100 | D | \$ 32.55 | 35,098 | D | | |
| Common Stock | 08/17/2017 | S ⁽⁴⁾ | 100 | D | \$ 34.4 | 34,998 | D | | |
| Common Stock | 08/17/2017 | S ⁽⁴⁾ | 3,100 | D | \$ (6) | 35.4169 | 31,898 | D | |
| Common Stock | 08/17/2017 | S ⁽⁴⁾ | 3,367 | D | \$ (7) | 36.1546 | 28,531 | D | |
| Common Stock | 08/17/2017 | S ⁽⁴⁾ | 1,958 | D | \$ (8) | 34.0634 | 1,245,125 | I | By Trust (1) |
| Common Stock | 08/17/2017 | S ⁽⁴⁾ | 3,174 | D | \$ (9) | 35.3551 | 1,241,951 | I | By Trust (1) |
| Common Stock | 08/17/2017 | S ⁽⁴⁾ | 700 | D | \$ (10) | 36.3629 | 1,241,251 | I | By Trust (1) |
| Common Stock | 08/17/2017 | S ⁽⁴⁾ | 200 | D | \$ 32.55 | 113,868 | I | By Trust (11) | |
| Common Stock | 08/17/2017 | S ⁽⁴⁾ | 400 | D | \$ (12) | 34.0238 | 113,468 | I | By Trust (11) |
| Common Stock | 08/17/2017 | S ⁽⁴⁾ | 5,439 | D | \$ (13) | 35.5229 | 108,029 | I | By Trust (11) |
| Common Stock | 08/17/2017 | S ⁽⁴⁾ | 2,293 | D | \$ (14) | 36.4343 | 105,736 | I | By Trust (11) |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | <u>(2)</u> | 08/15/2017 | | M | 2,176 | <u>(15)</u> <u>(15)</u> | Common Stock | 2,176 |
| Restricted Stock Units | <u>(2)</u> | 08/15/2017 | | M | 8,617 | <u>(16)</u> <u>(16)</u> | Common Stock | 8,617 |
| Restricted Stock Units | <u>(2)</u> | 08/15/2017 | | M | 3,570 | <u>(17)</u> <u>(17)</u> | Common Stock | 3,570 |
| Employee Stock Option (right to buy) | \$ 1.4475 | 08/17/2017 | | M | 3,645 | <u>(18)</u> 03/13/2023 | Common Stock | 3,645 |

Reporting Owners

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

Signatures

/s/ Helen Hong,
Attorney-in-fact

08/17/2017

__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) 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.
- (2) Restricted Stock Units convert into 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 reported herein.
- (4) 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 \$31.52 to \$32.10, 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)

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.65, 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.
- (6)

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.67 to \$36.66, 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)

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.00 to \$35.00, 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.
- (8)

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.05 to \$36.05, 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.
- (9)

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.17 to \$36.58, 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.
- (10) 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.
- (11)

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.00 to \$34.095, 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.
- (12)

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.03 to \$36.02, 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.
- (13)

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.25 to \$36.62, 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.
- (14)

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separate price within the ranges set forth herein.

(15) On March 5, 2015, the Reporting Person was granted 34,816 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.

(16) On January 4, 2016, the Reporting Person was granted 137,868 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.

(17) On March 24, 2017, the Reporting Person was granted 57,126 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.

(18) 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.