

TRINET GROUP INC  
Form 4  
May 17, 2016

**FORM 4**

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

OMB APPROVAL

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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 \*  
Turner John W

(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)  
05/15/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

SR. VP of SALES

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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 (A) or (D) Price   |   |  |   |
| Common Stock                    | 05/13/2016                           |  | A <sup>(1)</sup>               | V 1,000 A \$ 15.64  | 1,000   | D  |   |
| Common Stock                    | 05/15/2016                           |  | M                              | 621 A <u>(2)</u>  | 1,621   | D  |   |
| Common Stock                    | 05/15/2016                           |  | F                              | 234 D \$ 18.75  | 1,387   | D  |   |
| Common Stock                    | 05/15/2016                           |  | M                              | 3,118 A <u>(2)</u>  | 4,505   | D  |   |
| Common Stock                    | 05/15/2016                           |  | F                              | 1,172 D \$ 18.75  | 3,333   | D  |   |

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|              |            |                         |       |   |                             |         |   |                        |
|--------------|------------|-------------------------|-------|---|-----------------------------|---------|---|------------------------|
| Common Stock | 05/17/2016 | M                       | 5,000 | A | \$ 0.5                      | 8,333   | D |                        |
| Common Stock | 05/17/2016 | <u>S</u> <sup>(3)</sup> | 5,000 | D | \$<br>19.0836<br><u>(4)</u> | 3,333   | D |                        |
| Common Stock |            |                         |       |   |                             | 109,084 | I | By Trust<br><u>(5)</u> |

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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Restricted Stock Units                     | <u>(2)</u>   | 05/15/2016                           |  | M                              | 621   | <u>(6)</u>   | <u>(6)</u>  | Common Stock                  | 621                        |
| Restricted Stock Units                     | <u>(2)</u>   | 05/15/2016                           |  | M                              | 3,118   | <u>(7)</u>   | <u>(7)</u>  | Common Stock                  | 3,118                      |
| Employee Stock Option (right to buy)       | \$ 0.5   | 05/17/2016                           |  | M                              | 5,000   | <u>(8)</u>   | 02/09/2022  | Common Stock                  | 5,000                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SR. VP of SALES

Turner John W  
TRINET GROUP, INC.  
1100 SAN LEANDRO BLVD., STE. 400  
SAN LEANDRO, CA 94577

## Signatures

/s/ Helen Hong,  
Attorney-in-fact

05/17/2016

\_\_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.
- (3) The sales reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on December 16, 2015.  
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.86 to \$19.39, 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.
- (4) Reporting Person is a Trustee and shares voting and investment power over the shares held by The Turner 2000 Revocable Trust.  
On March 5, 2015, the Reporting Person was granted 9,948 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 Unit is also subject to accelerated vesting upon certain events.
- (5) On January 4, 2016, the Reporting Person was granted 49,895 restricted stock units, subject to a 4-year vesting schedule, 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 events.
- (6) Option is subject to a 4-year vesting schedule, with 25% vesting upon the 12-month anniversary of February 9, 2012, and 1/48th of the total number of shares vesting each month thereafter. The Option is also subject to accelerated vesting upon certain events
- (7) (8)

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.