

Mickelsen Brady
Form 4
November 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 *
Mickelsen Brady

(Last) (First) (Middle)

TRINET GROUP, INC., 1100 SAN LEANDRO BLVD., SUITE 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)
11/15/2017

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)

SVP, CLO & SECRETARY

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/06/2017 | | G | V | 6,000 | D | \$ 0 29,392 |
| Common Stock | 11/15/2017 | | A | V | 250 ⁽¹⁾ | A | \$ 26.52 29,642 |
| Common Stock | 11/15/2017 | | M | | 5,000 | A | <u>(2)</u> 34,642 |
| Common Stock | 11/15/2017 | | M | | 4,924 | A | <u>(2)</u> 39,566 |
| Common Stock | 11/15/2017 | | M | | 825 | A | <u>(2)</u> 40,391 |

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| | | | | | | | |
|--------------|------------|------|--------------|---|-----------------|--------|---|
| Common Stock | 11/15/2017 | F | 5,611 (3) | D | \$ 42.25 | 34,780 | D |
| Common Stock | 11/17/2017 | S(4) | 4,744 | D | \$ 42.73 (5) | 30,036 | D |

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 (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. Price of Underlying Securities (Instr. 3 and 4) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------------------------------|----------------------------|----------------------------------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | 8. Price of Underlying Securities (Instr. 3 and 4) |
| | | | | | | Code | V | (A) | (D) | |
| Restricted Stock Units | (2) | 11/15/2017 | | M | 5,000 | (6) | (6) | Common Stock | 5,000 | \$ |
| Restricted Stock Units | (2) | 11/15/2017 | | M | 4,924 | (7) | (7) | Common Stock | 4,924 | \$ |
| Restricted Stock Units | (2) | 11/15/2017 | | M | 825 | (8) | (8) | Common Stock | 825 | \$ |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Mickelsen Brady
TRINET GROUP, INC.
1100 SAN LEANDRO BLVD., SUITE 400
SAN LEANDRO, CA 94577

SVP, CLO & SECRETARY

Signatures

/s/ Brady
Mickelsen

11/17/2017

__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) 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) 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 \$42.395 to \$43.10, 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) On August 21, 2015, the Reporting Person was granted 80,000 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 Units are also subject to accelerated vesting upon certain events.
- (6) On January 4, 2016, the Reporting Person was granted 78,782 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.
- (7) On March 24, 2017, the Reporting Person was granted 13,191 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.
- (8)

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