

TRINET GROUP INC
Form 3/A
March 09, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Babinec Martin | | (Month/Day/Year) | TRINET GROUP INC [TNET] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 02/11/2014 | | 03/21/2014 |
| TRINET GROUP, INC.,Â 1100 | | | (Check all applicable) | |
| SAN LEANDRO BLVD., STE. | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | |
| 400 | | | <input type="checkbox"/> Officer <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | (give title below) (specify below) | _X_ Form filed by One Reporting Person |
| SAN LEANDRO,Â CAÂ 94577 | | | | ___ Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Title | Amount or Number of | | |
| | Expiration Date | | | | |

| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|-------|------------|--------------|--------|--------------|----------------------------------|---|
| Stock Option (Right to buy) | Â (2) | 02/11/2024 | Common Stock | 20,000 | \$ 10.98 (1) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Babinec Martin TRINET GROUP, INC. 1100 SAN LEANDRO BLVD., STE. 400 SAN LEANDRO, CA 94577 | Â | Â | Â | Â |

Signatures

/s/ Martin
Babinec
03/06/2015

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The Reporting person is amending the Form 3 originally filed for purposes of reflecting the correct conversion or exercise price of the stock option.
- (2) Option is subject to a 1-year vesting schedule, with 100% vesting upon the 12-month anniversary of February 11, 2014. 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.