

TRINET GROUP INC
Form SC 13G
February 10, 2017

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*
TriNet Group, Inc.

(Name of Issuer)
Common Stock

(Title of Class of Securities)
896288 107

(CUSIP Number)
December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 896288 107

1. Names of Reporting Persons

Martin Babinec

Check

the

Appropriate

Box if a

2. Member

of a

Group

(see

instructions)

(a) ..

(b) ..

SEC USE ONLY

3.

4. Citizenship or Place of Organization

4.

United States

Number of Shares⁵ Beneficially Owned by Each Reporting Person⁶

Sole Voting Power

4,290,147

shares⁽¹⁾

Shared

Voting

Power

855,724

With:

shares⁽¹⁾

Sole

Dispositive

Power

7.

4,290,147

shares⁽¹⁾

8.

Shared

Dispositive

Power

855,724
 shares⁽¹⁾
 Aggregate Amount
 Beneficially Owned
 by Each Reporting
 Person

5,145,871 shares⁽¹⁾
 Check if
 the
 Aggregate
 Amount
 in Row
 (9)
 Excludes
 10. Certain
 Shares
 (see
 instructions)
 ..

Percent of Class
 Represented by
 Amount in Row 9

11. 7.46%⁽²⁾

Type of Reporting
 Person (see
 instructions)

12. IN

Includes 4,217,036 shares of Issuer's Common Stock held by Martin and Krista Babinec, Trustees of The Babinec Family Trust, 855,724 shares held by Babinec 2008 Children's Trust, 20,000 shares held by Babinec Foundation, Inc., 38,448 shares held by William and Elizabeth Babinec Family Charity Trust and, assuming the settlement,

(1) 14,663 shares of Common Stock issuable pursuant to vesting of restricted stock units within 60 days of December 31, 2016. Reporting Person exercises sole voting and dispositive power over the shares held by The Babinec Family Trust, Babinec Foundation, Inc. and William and Elizabeth Babinec Family Charity Trust, and shares voting and dispositive power over the shares held by Babinec 2008 Children's Trust.

(2) Based on 69,015,690 shares of Common Stock outstanding on December 31, 2016.

CUSIP No. 896288 107

Names of Reporting Persons

1. Martin and Krista Babinec, Trustees of The Babinec Family Trust
Check the appropriate Box if a Member of a Group (see instructions)
- 2.

(a)
 (b)
 SEC USE ONLY

3.

Citizenship or Place of Organization

4. United States

Number of Shares5. Beneficially Owned by Each Reporting Person6. With:	Sole Voting Power 4,217,036 shares Shared Voting Power Not applicable. Sole Dispositive Power 7. 4,217,036 shares 8. Shared Dispositive
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Power
Not
applicable.
Aggregate Amount
Beneficially Owned
by Each Reporting
Person

9. 4,217,036 shares
Check if
the
Aggregate
Amount
in Row
(9)
Excludes
10. Certain
Shares
(see
instructions)
..

Percent of Class
Represented by
Amount in Row 9
11. 6.11%⁽¹⁾

Type of Reporting
Person (see
instructions)
12. OO

(1)Based on 69,015,690 shares of Common Stock outstanding on December 31, 2016.

CUSIP No. 896288 107

Names of Reporting
Persons

1. Babinec 2008
Children's Trust
Check
the
Appropriate
Box if a
2. Member
of a
Group
(see
instructions)

(a) ..

(b) ..

SEC USE ONLY

3.

Citizenship or Place
of Organization

4. United States

Number of Shares ⁵ . Beneficially Owned by Each Reporting Person ⁶ .	Sole Voting Power Not applicable. Shared Voting Power
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With:	855,724 shares Sole Dispositive Power
-------	---

7.

8.	Not applicable. Shared Dispositive Power
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855,724
shares
Aggregate Amount
Beneficially Owned
by Each Reporting
Person

9.

855,724 shares

Check if
the

Aggregate
Amount
in Row

(9)

Excludes

10.

Certain
Shares

(see
instructions)

..

Percent of Class
Represented by
Amount in Row 9

11.

1.24%⁽¹⁾

Type of Reporting
Person (see
instructions)

12.

OO

(1)Based on 69,015,690 shares of Common Stock outstanding on December 31, 2016.

CUSIP No. 896288 107

Names of Reporting
Persons

1. Babinec Foundation,
Inc.
Check
the
Appropriate
Box if a
2. Member
of a
Group
(see
instructions)

(a) ..

(b) ..

SEC USE ONLY

3.

Citizenship or Place
of Organization

4. United States

Number of Shares ⁵ . Beneficially Owned by Each Reporting Person ⁶ .	Sole Voting Power 20,000 shares Shared Voting Power
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With:	Not applicable. Sole Dispositive Power
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7.

20,000
shares

8.	Shared Dispositive Power
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9. Not applicable.
Aggregate Amount Beneficially Owned by Each Reporting Person

20,000 shares

Check if the

Aggregate Amount in Row

(9)

Excludes

10. Certain Shares (see instructions)
..

11. Percent of Class Represented by Amount in Row 9

0.03%⁽¹⁾

12. Type of Reporting Person (see instructions)

CO

(1)Based on 69,015,690 shares of Common Stock outstanding on December 31, 2016.

CUSIP No. 896288 107

Names of Reporting
Persons

1. William and
Elizabeth Babinec
Family Charity Trust

Check
the
Appropriate
Box if a
Member
of a
Group
(see
instructions)

- 2.

(a) ..
(b) ..
SEC USE ONLY

- 3.

Citizenship or Place
of Organization

- 4.

United States

Number of Shares ⁵ . Beneficially Owned by Each Reporting Person ⁶ . With:	Sole Voting Power 38,448 shares Shared Voting Power Not applicable. Sole Dispositive Power 38,448 shares Shared Dispositive Power
7.	
8.	

9. Not applicable.
Aggregate Amount
Beneficially Owned
by Each Reporting
Person

38,448 shares

Check if
the

Aggregate
Amount
in Row

(9)

Excludes

10. Certain
Shares
(see
instructions)

..

11. Percent of Class
Represented by
Amount in Row 9

0.06%⁽¹⁾

12. Type of Reporting
Person (see
instructions)

OO

(1)Based on 69,015,690 shares of Common Stock outstanding on December 31, 2016.

- Item 1(a). Name of Issuer: TriNet Group, Inc.
- Item 1(b). Address of Issuer's Principal Executive Offices: 1100 San Leandro Blvd., Ste. 400, San Leandro, CA 94577
- Name of Person Filing:
Martin Babinec
- Item 2(a). Martin and Krista Babinec, Trustees of The Babinec Family Trust ("Family Trust")
Babinec 2008 Children's Trust ("Children's Trust")
Babinec Foundation, Inc. ("Foundation")
William and Elizabeth Babinec Family Charity Trust ("Charity Trust")
Address of Principal Business Office or, if none, Residence: The address and principal business office of the Reporting Person is:
- Item 2(b). c/o TriNet Group, Inc.
1100 San Leandro Blvd., Ste. 400
San Leandro, CA 94577
Citizenship:
Martin Babinec – US citizen
Family Trust – New York
Children's Trust – New York
- Item 2(c). Foundation – New York
Charity Trust – New York
- Item 2(d). Title of Class of Securities: Common Stock
- Item 2(e). CUSIP Number: 896288 107
- Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:
- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
 - (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).
- If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____
-

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in Item 1.

(a) Amount Beneficially Owned:

Martin Babinec 5,145,871 shares⁽¹⁾
Family Trust 4,217,036 shares
Children's Trust 855,724 shares
Foundation 20,000 shares
Charity Trust 38,448 shares

(b) Percent of Class:

Martin Babinec 7.46%⁽²⁾⁽³⁾
Family Trust 6.11%⁽²⁾
Children's Trust 1.24%⁽²⁾
Foundation 0.03%⁽²⁾
Charity Trust 0.06%⁽²⁾

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Martin Babinec 4,290,147 shares⁽¹⁾
Family Trust 4,217,036 shares
Foundation 20,000 shares
Charity Trust 38,448 shares

(ii) Shared power to vote or to direct the vote:

Children's Trust 855,724 shares

(iii) Sole power to dispose or to direct the disposition of:

Martin Babinec 4,251,699 shares⁽¹⁾
Family Trust 4,217,036 shares
Foundation 20,000 shares
Charity Trust 38,448 shares

(iv) Shared power to dispose or to direct the disposition of:

Children's Trust 855,724 shares

Item 5. Ownership of 5 Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following "":

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the

Parent Holding Company or Control Person.

Not applicable.

(1) Includes 4,217,036 shares of Issuer's Common Stock held by Martin and Krista Babinec, Trustees of The Babinec Family Trust, 855,724 shares held by Babinec 2008 Children's Trust, 20,000 shares held by Babinec Foundation, Inc., 38,448 shares held by William and Elizabeth Babinec Family Charity Trust and, assuming the settlement, 14,663 shares of Common Stock issuable pursuant to vesting of restricted stock units within 60 days of December 31, 2016. Reporting Person exercises sole voting and dispositive power over the shares held by The Babinec Family Trust, Babinec Foundation, Inc. and William and Elizabeth Babinec Family Charity Trust, and shares voting and dispositive power over the shares held by Babinec 2008 Children's Trust.

(2) Based on 69,015,690 shares of Common Stock outstanding on December 31, 2016.

(3) Assumes the settlement and vesting of Reporting Person's restricted stock units as of or within 60 days of December 31, 2016.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of a Group

Not applicable.

Item 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2017

Date

/s/ Martin Babinec

Martin Babinec

Individually, as Trustee of the Babinec Family Trust, as Trustee of the William and Elizabeth Babinec Family Charity Trust, on behalf of Babinec 2008 Children's Trust and as Director of Babinec Foundation, Inc.