Babinec Martin Form 4 March 05, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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January 31,

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obligations may continue. See Instruction 1(b).

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 * **Babinec Martin**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First)

(Middle)

TRINET GROUP INC [TNET]

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

03/01/2018

(Check all applicable)

TRINET GROUP, INC., 1100 SAN LEANDRO BLVD., STE. 400

(Street)

_X__ Director 10% Owner _ Other (specify Officer (give title

below)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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) our Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
_			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	03/01/2018		M	7,588	A	<u>(1)</u>	7,588	D	
Common Stock	03/01/2018		S	7,588	D	\$ 45.6904 (2)	0	D	
Common Stock	03/05/2018		S(3)	23,585	D	\$ 46.9952 (4)	3,646,911	I	By Trust (5)
Common Stock	03/05/2018		S(3)	6,415	D	\$ 47.38 (6)	3,640,496	I	By Trust (5)
	03/05/2018		S(3)	6,500	D		739,869	I	

Common	\$	By Trust
Stock	46.7879	(8)
	(7)	

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

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SEC 1474

(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. Transactic Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ive Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Restricted Stock	<u>(1)</u>	03/01/2018		M	7,588	<u>(9)</u>	<u>(9)</u>	Common Stock	7,588	Ç	

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
Babinec Martin TRINET GROUP, INC. 1100 SAN LEANDRO BLVD., STE. 400 SAN LEANDRO, CA 94577	X					
0!						

Signatures

Units

/s/ Helen Hong, Attorney-in-fact 03/05/2018

**Signature of Reporting Person

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) Restricted Stock Units convert into common stock on a one-for-one basis.

Reporting Owners 2

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- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.52 to \$46.01, 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.
- (3) 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 \$46.27 to \$47.26, 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) Shares are held directly by Martin and Krista Babinec, Trustees of The Babinec Family Trust. Reporting Person is a Trustee and has sole voting and investment power over the shares held by The Babinec Family Trust.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.27 to \$47.55, 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.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.27 to \$47.20, 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) Shares are held directly by Babinec 2008 Children's Trust. Reporting Person is a Trustee and shares voting and investment power over the shares held by Babinec 2008 Children's Trust.
- (9) The Restricted Stock Units vested 100% on February 17, 2018 and settled on March 1, 2018. The Restricted Stock Units are 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.