### Edgar Filing: Mickelsen Brady - Form 4

Mickelsen I Form 4	Brady									
November	19, 2018									
FORM	ЛЛ						OMB AF	PROVAL		
	<b>UNITED STATE</b>	S SECURITIES Washington				OMMISSION	OMB Number:	3235-0287		
Check t if no lor subject Section Form 4 Form 5	nger to 16. or Filed pursuant to	OF CHANGES IN SECU	CHANGES IN BENEFICIAL OW SECURITIES				Expires: Estimated a burden hour response			
Form 5 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)										
Mickelsen Brady Symbol			d Ticker o JP INC ['		-	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)	3. Date of Earliest 7	-			(Check	all applicable	)		
TRINET G PARK PLA	(Month/Day/Year) 11/15/2018				Director 10% Owner X Officer (give title Other (specify below) below) SVP, CLO & SECRETARY					
	(Street)	4. If Amendment, D Filed(Month/Day/Yes	-	al		<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>				
DUBLIN, CA 94568       Form filed by More than One Reporting         Person       Person										
(City)	(State) (Zip)	Table I - Non-	Derivative	e Secu	rities Acqu	uired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	any	on Date, if Transacti Code Day/Year) (Instr. 8)	omr Dispo (Instr. 3,	sed of 4 and (A) or	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)		
Common			Amount		Price					
Stock	11/15/2018	М	5,000	А	<u>(1)</u>	47,390	D			
Common Stock	11/15/2018	М	4,924	А	<u>(1)</u>	52,314	D			
Common Stock	11/15/2018	М	825	А	<u>(1)</u>	53,139	D			
Common Stock	11/15/2018	F	5,575 (2)	D	\$ 44.44	47,564	D			
Common Stock	11/19/2018	М	1,875	А	\$ 17.71	49,439	D			

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Common Stock	11/19/2018	S <u>(3)</u>	1,875	D	\$ 44.0995 (4)	47,564	D
Common Stock	11/19/2018	S <u>(3)</u>	5,418	D	\$ 44.0519	42,146	D

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

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 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 prof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	11/15/2018		М	5,000	(6)	(6)	Common Stock	5,000
Restricted Stock Units	<u>(1)</u>	11/15/2018		М	4,924	(7)	<u>(7)</u>	Common Stock	4,924
Restricted Stock Units	<u>(1)</u>	11/15/2018		М	825	(8)	(8)	Common Stock	825
Employee Stock Option (right to buy)	\$ 17.71	11/19/2018		М	1,875	<u>(9)</u>	08/21/2025	Common Stock	1,875

# **Reporting Owners**

**Reporting Owner Name / Address** 

#### Relationships

8 I S ()

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Director 10% Owner O

Other

Mickelsen Brady TRINET GROUP, INC. ONE PARK PLACE, SUITE 600 DUBLIN, CA 94568

## Signatures

/s/ Helen Hong, Attorney-in-fact

11/19/2018

#### \*\*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) Restricted Stock Units convert into common stock on a one-for-one basis.
- (2) These shares represent shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of the Restricted Stock Units and Restricted Stock Awards.
- (3) The sales reported on this Form 4 were effected pursuant to a 10b5-1 trading plan previously established.

(4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.66 to \$44.22, 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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.66
   (5) to \$44.28, 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.

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.

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.

On March 24, 2017, the Reporting Person was granted 13,191 Restricted Stock Units, subject to a 4-year vesting schedule: one-sixteenth
 (8) 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.

Option is subject to a 4-year vesting schedule: one-fourth of the total number of shares vesting on the first anniversary of the grant date,(9) 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 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.

SVP, CLO & SECRETARY

Officer