

Boston Barrett
 Form 4
 February 20, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Boston Barrett

(Last) (First) (Middle)

TRINET GROUP, INC., ONE
 PARK PLACE, SUITE 600

(Street)

DUBLIN, CA 94568

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 TRINET GROUP INC [TNET]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/15/2019

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, CHIEF REVENUE OFFICER

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	02/15/2019		M ⁽¹⁾		1,776 ^A ₍₁₎	\$ 29,706 ⁽¹⁾	D
Common Stock	02/15/2019		F ⁽³⁾		712 D \$ 49.53	29,994	D
Common Stock	02/15/2019		F ⁽⁴⁾		111 D \$ 49.53	29,883	D

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

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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. Transaction Code (Instr. 8)	5. Number of 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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(2)	02/15/2019		M	1,776 (1)	(5) (5)	Common Stock	1,776

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boston Barrett TRINET GROUP, INC. ONE PARK PLACE, SUITE 600 DUBLIN, CA 94568			SVP, CHIEF REVENUE OFFICER	

Signatures

/s/ Helen Hong,
Attorney-in-fact

02/20/2019

**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) Includes 17,752 unvested restricted stock units ("RSUs") from an award of 28,403 RSUs originally granted on November 14, 2017 and were previously reported in Table II of a Form 4 filed by the Reporting Person on November 16, 2017 and which are now being reported as common stock and included in Column 5 of Table I. The RSUs are 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 RSUs are also subject to accelerated vesting upon certain events.
- (2) Restricted Stock Units convert into common stock on a one-for-one basis.
- (3) Represents the shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of the restricted stock units granted on November 14, 2017.
- (4)

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Represents the shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of the restricted stock awards granted on March 8, 2018.

- On November 14, 2017, the Reporting Person was granted 28,403 restricted stock units ("RSUs"), 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
- (5) of shares vesting quarterly on the 15th day of the second month of each calendar quarter following the grant date. The RSUs are also subject to accelerated vesting upon certain events. Such RSUs are now being reported as common stock and included in Column 5 of Table I.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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