

TRINET GROUP INC  
Form 4  
December 03, 2014

**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 \*  
**PORTER WILLIAM**

(Last) (First) (Middle)

**TRINET GROUP, INC, 1100 SAN LEANDRO BLVD**

(Street)

**SAN LEANDRO, CA 94577**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**11/14/2014**

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)

**CHIEF FINANCIAL 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 11/14/2014                           |  | A <sup>(1)</sup>               | V 887 A \$ 13.6   | 525,379   | D  |  |
| Common Stock                    | 12/01/2014                           |  | S <sup>(2)</sup>               | 2,000 D \$ 29.79 <sup>(3)</sup>                                   | 346,000   | I  | By Trusts <sup>(7)</sup>                   |
| Common Stock                    | 12/01/2014                           |  | S <sup>(2)</sup>               | 2,000 D \$ 29.79 <sup>(3)</sup>                                   | 344,000   | I  | By Trusts <sup>(7)</sup>                   |
| Common Stock                    | 12/01/2014                           |  | S <sup>(2)</sup>               | 2,000 D \$ 29.79 <sup>(3)</sup>                                   | 342,000   | I  | By Trusts <sup>(7)</sup>                   |
| Common Stock                    | 12/01/2014                           |  | S <sup>(2)</sup>               | 3,395 D \$ 27.7444 <sup>(4)</sup>                                 | 521,984   | D  |  |

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|              |            |                  |       |   |                      |         |   |
|--------------|------------|------------------|-------|---|----------------------|---------|---|
| Common Stock | 12/01/2014 | S <sup>(2)</sup> | 1,437 | D | \$<br>28.6941<br>(5) | 520,547 | D |
| Common Stock | 12/01/2014 | S <sup>(2)</sup> | 4,168 | D | \$<br>29.4191<br>(6) | 516,379 | D |

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. 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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| PORTER WILLIAM<br>TRINET GROUP, INC<br>1100 SAN LEANDRO BLVD<br>SAN LEANDRO, CA 94577 |               |           | CHIEF<br>FINANCIAL<br>OFFICER |       |

## Signatures

/s/ Helen Hong,  
Attorney-in-fact  
12/03/2014

\*\*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) These shares were acquired under the TriNet Group, Inc 2014 Employee Stock Purchase Plan in transactions that were exempt under both Rule 16b-3(d) and Rule 16b-3(c).
- (2) The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on May 29, 2014.  
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.75 to \$29.95, 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 in footnote (3) to this Form 4.
- (3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.22 to \$28.14, 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 in footnote (4) to this form 4.
- (4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.23 to \$29.07, 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 in footnote (5) to this Form 4.
- (5) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.25 to \$29.75, 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 in footnote (6) to this Form 4.
- (6) The Reporting Person is a trustee of shares held by trusts for Reporting Person's three sons.
- (7) The Reporting Person is a trustee of shares held by trusts for Reporting Person's three sons.

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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