

Goldfield Burton M.
Form 4
March 12, 2018

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 *
Goldfield Burton M.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

PRESIDENT, CEO and DIRECTOR

(Street)

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

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

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

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) 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 Beneficial Ownership (Instr. 4)
Common Stock	03/06/2018		G	V 1,268 D \$ 0	1,204,226	I	By Trust (1)
Common Stock	03/08/2018		A	44,122 (2) A (2) 72,712		D	
Common Stock	03/08/2018		F(3)	21,542 D \$ 47.7	51,170	D	
Common Stock	03/08/2018		A	42,008 (4) A \$ 0	93,178	D	
Common Stock	03/08/2018		A	114,251 (5) A \$ 0	207,429	D	

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Common Stock 55,744 I By Trust (6)

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

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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 Beneficially Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldfield Burton M. TRINET GROUP, INC. 1100 SAN LEANDRO BLVD., STE. 400 SAN LEANDRO, CA 94577	X		PRESIDENT, CEO and DIRECTOR	

Signatures

/s/ Helen Hong, Attorney-in-fact 03/12/2018
 **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) Reporting Person is a Trustee and shares voting and investment power over the shares held by Burton M. and Maud Carol Goldfield, Trustees, Burton M. Goldfield and Maud Carol Goldfield Trust, u/a/d 12/6/00.
- (2) Represents common stock received in settlement of the portion of a performance-based restricted stock unit award made on March 5, 2015 that was determined to be earned based on performance for the period ending December 31, 2017.

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- (3) These shares represent shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of the restricted stock units reported herein.

Represents a grant of a restricted stock award. The restricted stock award is 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 award is also subject to accelerated vesting upon certain events.

- (4) Represents the portion of a performance-based restricted stock unit (the "PRSU") award made on March 24, 2017 that was determined to be earned based on performance for the period ending December 31, 2017. The PRSUs will vest as follows: 50% on December 31, 2018 and 50% on December 31, 2019, subject to continued service through each such date and are subject to accelerated vesting upon certain events. Each PRSU represents a contingent right to receive one share of TNET common stock upon vesting.

- (5) Reporting Person is a Trustee and shares voting and investment power over the shares held by Burton M. Goldfield and Maud Carol Goldfield, Trustees of the Alec Thunder Goldfield 2011 Irrevocable Trust.

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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