**Babinec Martin** Form 4 October 10, 2017

### FORM 4

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

(Print or Type Responses)

1(b).

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]

(Check all applicable)

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

(Street)

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

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

10/05/2017

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

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. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3, 4)	ed of		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	10/05/2017		S <u>(1)</u>	15,000	D	\$ 34.9066 (2)	3,822,766	I	By Trust	
Common Stock	10/05/2017		S <u>(1)</u>	15,000	D	\$ 34.9114 (4)	3,807,766	I	By Trust	
Common Stock	10/05/2017		S <u>(1)</u>	3,250	D	\$ 34.9198 (5)	775,619	I	By Trust	
Common Stock	10/05/2017		S <u>(1)</u>	3,250	D	\$ 34.9097	772,369	I	By Trust	

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(5)

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of Derivative	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	any (Month/Day/Year)	Code (Instr. 8)	ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Under Securi (Instr.	rlying	Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

**Babinec Martin** 

TRINET GROUP, INC.

1100 SAN LEANDRO BLVD., STE. 400

SAN LEANDRO, CA 94577

### **Signatures**

/s/ Helen Hong, 10/10/2017 Attorney-in-fact

\*\*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) The sales reported on this Form 4 were effected pursuant to a 10b5-1 trading plan previously established.

X

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.58 to \$35.09, 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.

Reporting Owners 2

SEC 1474

(9-02)

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- (3) 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 \$34.60 to \$35.09, 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 \$34.58 to \$35.07, 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 herein.
- (6) 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.

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.