

TRINET GROUP INC  
Form 4  
May 19, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Hammond Gregory L  
  
(Last) (First) (Middle)  
  
TRINET GROUP, INC., 1100 SAN LEANDRO BLVD., STE. 400  
  
(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)  
05/15/2015  
  
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)  
EVP and CHIEF LEGAL 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | Code V Amount (A) or (D) Price                                    |   |  |   |
| Common Stock                    | 05/15/2015                           |  | M                              | 2,000 A \$ 0.5  | 2,000   | D  |   |
| Common Stock                    | 05/15/2015                           |  | M                              | 1,000 A \$ 1.4475   | 3,000   | D  |   |
| Common Stock                    | 05/15/2015                           |  | S <sup>(1)</sup>               | 3,000 D \$ 30   | 0   | 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**

SEC 1474 (9-02)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 0.5   | 05/15/2015                           |  | M <sup>(1)</sup>               | 2,000   | <sup>(2)</sup> 02/09/2022                                | Common Stock  | 2,000                         |
| Employee Stock Option (right to buy)       | \$ 1.4475  | 05/15/2015                           |  | M <sup>(1)</sup>               | 1,000   | <sup>(3)</sup> 03/13/2023                                | Common Stock  | 1,000                         |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director                      10% Owner                      Officer                      Other

Hammond Gregory L  
TRINET GROUP, INC.  
1100 SAN LEANDRO BLVD., STE. 400  
SAN LEANDRO, CA 94577

EVP and  
CHIEF LEGAL  
OFFICER

## Signatures

/s/ Helen Hong,                                      05/19/2015  
Attorney-in-fact

\_\_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) The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on December 8, 2014.

(2)

## Edgar Filing: TRINET GROUP INC - Form 4

Option is subject to a 4-year vesting schedule, with 25% vesting upon the 12-month anniversary of February 9, 2012, and 1/48th of the total number of shares vesting each month thereafter. The option is also subject to accelerated vesting upon certain events.

- (3) Option is subject to a 4-year vesting schedule, with 25% vesting upon the 12-month anniversary of February 1, 2013, and 1/48th of the total number of shares vesting each month thereafter. 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.