

TRINET GROUP INC  
Form 4/A  
February 17, 2015

**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.

(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)  
01/05/2015

4. If Amendment, Date Original Filed(Month/Day/Year)  
01/06/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
PRESIDENT, CEO and DIRECTOR

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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	01/05/2015		S(1)	(2)	2,065	D	\$ 30.3153
							1,345,985
							(3)
Common Stock	01/05/2015		S(1)	(2)	1,927	D	\$ 30.3259
							180,000
							(4)

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

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SEC 1474 (9-02)

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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 Owned Beneficially (Instr. 5)
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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

PRESIDENT, CEO and DIRECTOR

## Signatures

/s/ Helen Hong,  
Attorney-in-fact

02/17/2015

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 May 23, 2014.

(2) The reporting person is amending the form 4 originally filed to report this sale, for the purpose of reflecting the correct number of shares sold by the trust.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.18 to \$30.44, 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.

(4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.18 to \$30.46, 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.

(5) Reporting Person is a Trustee and shares voting and investment power over the shares held by Burton M. and Carol Maud Goldfield, Trustees Burton M. Goldfield and Carol Maud Goldfield Trust, u/a/d 12/6/00.

(6)

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

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