

# FORM 4

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

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OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<b>Griese Edward</b>	<b>TRINET GROUP INC [ TNET ]</b>	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>SR. VP, INSURANCE SERVICES</b>
(Last) (First) (Middle) <b>TRINET GROUP, INC., ONE PARK PLACE, SUITE 600</b>	3. Date of Earliest Transaction (MM/DD/YYYY) <b>11/15/2018</b>	
(Street) <b>DUBLIN, CA 94568</b>	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	11/15/2018		M		6250	A	(1)	31316	D	
Common Stock	11/15/2018		M		439	A	(1)	31755	D	
Common Stock	11/15/2018		F		2789 (2)	D	\$44.44	28966	D	
Common Stock	11/19/2018		S (3)		1141	D	\$44.22	27825	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	11/15/2018		M		6250	(4)	(4)	Common Stock	6250.0	\$0	31250	D	
Restricted Stock Units	(1)	11/15/2018		M		439	(5)	(5)	Common Stock	439.0	\$0	3958	D	

#### Explanation of Responses:

- (1) Restricted Stock Units convert into common stock on a one-for-one basis.
- (2) These shares represent shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of the Restricted Stock Units and Restricted Stock Awards.
- (3) The sales reported on this Form 4 were effected pursuant to a 10b5-1 trading plan previously established.
- (4) On March 10, 2016, the Reporting Person was granted 100,000 Restricted Stock Units, subject to a 4-year vesting schedule: one-fourth of the total number of shares vesting on the first anniversary of the grant date, and thereafter 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 Unit is also subject to accelerated vesting upon certain event.
- (5) On March 24, 2017, the Reporting Person was granted 7,035 Restricted Stock Units, 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 Units are also subject to accelerated vesting upon certain events.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Griese Edward</b> <b>TRINET GROUP, INC.</b> <b>ONE PARK PLACE, SUITE 600</b>			<b>SR. VP, INSURANCE SERVICES</b>	

**Signatures**

/s/ Helen Hong, Attorney-in-fact

11/19/2018

\*\*  
Signature of Reporting Person

Date

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

\* 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).

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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