

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

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

OMB APPROVAL
OMB Number: 3235-0287
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hours per response... 0.5

1. Name and Address of Reporting Person * Warren Alexander G. (Last) (First) (Middle) TRINET GROUP, INC., ONE PARK PLACE, SUITE 600 (Street) DUBLIN, CA 94568 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol TRINET GROUP, INC. [TNET]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, CHIEF REVENUE OFFICER
3. Date of Earliest Transaction (MM/DD/YYYY) 5/15/2024		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	5/15/2024		F		630 (1)	D	\$101.03	35,435 (2)	D	
Common Stock	5/15/2024		F		169 (2)	D	\$101.03	35,266 (2)	D	
Common Stock	5/15/2024		F		191 (2)	D	\$101.03	35,075 (2)	D	
Common Stock	5/15/2024		F		323 (2)	D	\$101.03	34,752 (2)	D	
Common Stock	5/15/2024		F		224 (2)	D	\$101.03	34,528 (2)	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Represents the shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of a portion of the restricted stock unit award granted on May 15, 2020.
- (2) The total securities beneficially owned includes shares of unvested restricted stock units. It excludes unvested performance-based restricted stock units which will be reported when earned upon achievement of certain performance criteria.
- (3) Represents the shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of a portion of the restricted stock unit award granted on March 15, 2021.
- (4) Represents the shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of a portion of the restricted stock unit award granted on March 23, 2022.
- (5) Represents the shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of a portion of the restricted stock unit award granted on December 15, 2022.
- (6) Represents the shares withheld for satisfaction of a tax withholding obligation arising as a result of the vesting of a portion of the restricted stock unit award granted on March 15, 2024.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warren Alexander G. TRINET GROUP, INC. ONE PARK PLACE, SUITE 600 DUBLIN, CA 94568			SVP, CHIEF REVENUE OFFICER	

Signatures

/s/ Sheryl Southwick, Attorney-in-fact

5/17/2024

--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.

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 number.