

**TRINET GROUP, INC.**  
Reported by  
**LOWELL WAYNE B**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 02/21/19 for the Period Ending 02/06/19

Address     ONE PARK PLACE., SUITE 600  
                  DUBLIN, CA, 94568

Telephone    5103525000

                  CIK    0000937098

Symbol        TNET

SIC Code      7389 - Services-Business Services, Not Elsewhere Classified

Industry      Employment Services

Sector        Industrials

Fiscal Year   12/31

# FORM 4

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

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

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### 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 <sup>*</sup> <b>LOWELL WAYNE B</b> (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol <b>TRINET GROUP INC [ TNET ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
TRINET GROUP, INC., ONE PARK PLACE, SUITE 600 (Street)			3. Date of Earliest Transaction (MM/DD/YYYY) <b>2/6/2019</b>			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
DUBLIN, CA 94568 (City) (State) (Zip)			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		

**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)			
Restricted Stock Units	(1)	2/6/2019	A	4318		(2)	(2)	Common Stock	4318.0

**Table II - Derivative Securities 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. 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)
						Date Exercisable	Expiration Date					
Restricted Stock Units	(1)	2/6/2019		A	4318	(2)	(2)	Common Stock	4318.0	\$0	4318	D

#### Explanation of Responses:

- (1) Each Restricted Stock Unit represents a contingent right to receive one share of TNET common stock.
- (2) The Restricted Stock Units will vest 100% on February 6, 2020. 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
LOWELL WAYNE B TRINET GROUP, INC. ONE PARK PLACE, SUITE 600 DUBLIN, CA 94568	X			

#### Signatures

/s/ Helen Hong, Attorney-in-fact

2/21/2019

\*\* 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.