

TRINET GROUP, INC.
Reported by
BABINEC MARTIN

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 07/27/21 for the Period Ending 07/23/21

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

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

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

OMB APPROVAL
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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 [*]			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Babinec Martin (Last) (First) (Middle)			TRINET GROUP, INC. [TNET]			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
TRINET GROUP, INC., ONE PARK PLACE, SUITE 600 (Street)			3. Date of Earliest Transaction (MM/DD/YYYY) 7/23/2021			6. Individual or Joint/Group Filing (Check Applicable Line)		
DUBLIN, CA 94568 (City) (State) (Zip)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			<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)	Price			
Common Stock	7/23/2021		S ⁽¹⁾		6691	D	\$72.7311 ⁽²⁾	2491005	I	By Trust ⁽³⁾
Common Stock	7/23/2021		S ⁽¹⁾		809	D	\$72.9892 ⁽⁴⁾	2490196	I	By Trust ⁽³⁾
Common Stock	7/23/2021		S ⁽¹⁾		4600	D	\$72.7539 ⁽⁵⁾	512969	I	By Trust ⁽⁶⁾
Common Stock	7/27/2021		S ⁽¹⁾		15000	D	\$75	2475196	I	By Trust ⁽³⁾
Common Stock								2576	D	

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)		
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Explanation of Responses:

- (1) The sales reported on this Form 4 were effected pursuant to a 10b5-1 trading plan previously established.
- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.95 to \$72.93, 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 herein.
- (3) Shares held directly by the Babinec Family Trust (the "Family Trust"). The Reporting Person and his spouse serve as trustees and beneficiaries of the Family Trust.
- (4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.95 to \$73.02, 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 herein.
- (5) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.05 to \$73.02, 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 herein.
- (6) Shares held directly by the Babinec 2008 Children's Trust (the "Children's Trust"). The Reporting Person and his spouse serve as trustees and his spouse serves as a beneficiary of the Children's Trust.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Babinec Martin
TRINET GROUP, INC.
ONE PARK PLACE, SUITE 600
DUBLIN, CA 94568

X

Signatures

/s/ Sheryl Southwick, Attorney-in-fact

**Signature of Reporting Person

7/27/2021

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.