

TRINET GROUP INC  
Form SC 13G/A  
February 13, 2018

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
SCHEDULE 13G  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 3)\*  
TriNet Group, Inc.

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(Name of Issuer)  
Common Stock

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(Title of Class of Securities)  
896288 107

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(CUSIP Number)  
December 31, 2017

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

..  Rule 13d-1(b)

..  Rule 13d-1(c)

ý  Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 896288 107

- Names of Reporting  
 1. Persons  
 Martin Babinec  
 Check  
 the  
 Appropriate  
 Box if a  
 2. Member  
 of a  
 Group  
 (see  
 instructions)
- (a) ""  
 (b) ""
3. SEC USE ONLY  
 Citizenship or Place  
 4. of Organization
- United States
5. Sole Voting  
 Power
- 3,871,072  
 shares  
 Shared  
 Voting  
 Power
- Number  
 of 6.  
 Shares  
 Beneficially  
 Owned  
 by  
 Each  
 Reporting  
 Person  
 With:
- 759,369  
 shares  
 Sole  
 Dispositive  
 Power
- 3,871,072  
 shares  
 Shared  
 Dispositive  
 Power
- 8.
- 759,369  
 shares
9. Aggregate Amount  
 Beneficially Owned  
 by Each Reporting  
 Person

4,630,441 shares

Check if  
the

Aggregate  
Amount  
in Row

10. (9)  
Excludes  
Certain  
Shares  
(see  
instructions)

..

Percent of Class  
Represented by

11. Amount in Row 9

6.66%

Type of Reporting  
Person (see

12. instructions)

IN

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CUSIP No. 896288 107

- Names of Reporting Persons
1. Martin and Krista Babinec, Trustees of The Babinec Family Trust
  - Check the appropriate Box if a Member of a Group (see instructions)
  - (a) ..
  - (b) ..
  3. SEC USE ONLY
  4. Citizenship or Place of Organization
  5. United States
  5. Sole Voting Power
  - 3,730,496 shares
  6. Shared Voting Power
  - Number of Shares Beneficially Owned by Each Reporting Person With:
  6. Not applicable. Sole Dispositive Power
  8. 3,730,496 shares
  8. Shared Dispositive Power
  9. Not applicable.
  9. Aggregate Amount Beneficially Owned

by Each Reporting  
Person

3,730,496 shares

Check if

the

Aggregate

Amount

in Row

(9)

10. Excludes

Certain

Shares

(see

instructions)

..

Percent of Class

Represented by

11. Amount in Row 9

5.37%

Type of Reporting

Person (see

12. instructions)

OO

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CUSIP No. 896288 107

- Names of Reporting Persons
1. Babinec 2008 Children's Trust  
Check the appropriate Box if a Member of a Group (see instructions)
  - (a) "  
(b) "
  3. SEC USE ONLY  
Citizenship or Place of Organization
  4. United States
  5. Sole Voting Power
  6. Not applicable. Shared Voting Power
  7. Number of Shares Beneficially Owned by Each Reporting Person With: 759.369 shares  
Sole Dispositive Power
  8. Not applicable. Shared Dispositive Power  
759.369 shares
  9. Aggregate Amount Beneficially Owned by Each Reporting Person

759.369 shares

Check if  
the

Aggregate  
Amount  
in Row

10. (9)  
Excludes  
Certain  
Shares  
(see  
instructions)

Percent of Class  
Represented by

11. Amount in Row 9

1.09%

Type of Reporting  
Person (see

12. instructions)

OO

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CUSIP No. 896288 107

- Names of Reporting Persons
1. Babinec Foundation, Inc.  
Check the appropriate Box if a Member of a Group (see instructions)
  2. (a) "  
(b) "
  3. SEC USE ONLY  
Citizenship or Place of Organization
  4. United States
  5. Sole Voting Power
  6. Number of Shares Beneficially Owned by Each Reporting Person With:
  7. 99,540 shares Shared Voting Power
  8. Not applicable. Sole Dispositive Power
  9. 99,540 shares Shared Dispositive Power
  8. Not applicable.
  9. Aggregate Amount Beneficially Owned by Each Reporting Person



- 99,540 shares  
Check if  
the  
Aggregate  
Amount  
in Row  
(9)  
10. Excludes  
Certain  
Shares  
(see  
instructions)  
..  
Percent of Class  
Represented by  
11. Amount in Row 9  
  
0.14%  
Type of Reporting  
Person (see  
12. instructions)  
  
CO
-

CUSIP No. 896288 107

- Names of Reporting Persons
1. William and Elizabeth Babinec Family Charity Trust
  - Check the appropriate Box if a Member of a Group (see instructions)
  - (a) ..  
(b) ..
  3. SEC USE ONLY
  4. Citizenship or Place of Organization
  5. United States
  6. Sole Voting Power
  - Number of Shares Beneficially Owned by Each Reporting Person With:
  - 33,448 shares Shared Voting Power
  - Not applicable. Sole Dispositive Power
  - 33,448 shares Shared Dispositive Power
  8. Not applicable.
  9. Aggregate Amount Beneficially Owned by Each Reporting

Person

33,448 shares

Check if  
the

Aggregate

Amount

in Row

(9)

10. Excludes

Certain

Shares

(see

instructions)

..

Percent of Class

Represented by

11. Amount in Row 9

0.05%

Type of Reporting

Person (see

12. instructions)

OO

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- Item 1(a). Name of Issuer: TriNet Group, Inc.
- Item 1(b). Address of Issuer's Principal Executive Offices: 1100 San Leandro Blvd., Ste. 400, San Leandro, CA 94577
- Name of Person Filing:  
Martin Babinec
- Item 2(a). Martin and Krista Babinec, Trustees of The Babinec Family Trust ("Family Trust")  
Babinec 2008 Children's Trust ("Children's Trust")  
Babinec Foundation, Inc. ("Foundation")  
William and Elizabeth Babinec Family Charity Trust ("Charity Trust")
- Address of Principal Business Office or, if none, Residence: The address and principal business office of the Reporting Person is:  
Item 2(b). c/o TriNet Group, Inc.  
1100 San Leandro Blvd., Ste. 400  
San Leandro, CA 94577
- Citizenship:  
Item 2(c). Martin Babinec – US citizen  
Family Trust – New York  
Children's Trust – New York  
Foundation – New York  
Charity Trust – New York
- Item 2(d). Title of Class of Securities: Common Stock
- Item 2(e). CUSIP Number: 896288 107
- Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:
- (a) .. Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
  - (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
  - (c) .. Insurance company as defined in section 3(a)19) of the Act (15 U.S.C. 78c);
  - (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
  - (e) .. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
  - (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
  - (g) .. A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
  - (h) .. A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j) .. A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
  - (k) .. Group, in accordance with §240.13d-1(b)(1)(ii)(K).
- If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_
-

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in Item 1.

Amount Beneficially Owned: See Cover Page Item 9 for each Reporting Person, which reflects each such Reporting Person's aggregate beneficial ownership as of December 31, 2017. The filing of this Schedule 13G shall not be construed as an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any of the shares reported herein.

Percent of Class: See Cover Page Item 11 for each Reporting Person's percentage ownership as of December 31, 2017. Such percentages are based on 69,492,862 shares of Common Stock outstanding, which is the total number of shares outstanding as of October 24, 2017 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 2, 2017 and 7,588 shares of Common Stock issuable pursuant to vesting of restricted stock units within 60 days of December 31, 2017.

The number of shares that each Reporting Person has sole or shared power to vote or direct to vote or to dispose or to direct the disposition of: See Cover Page Items 5-9 for each Reporting Person.

Item 5. Ownership of 5 Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following " .

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Not applicable.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the

7. Parent Holding Company or Control Person.

Not applicable.

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Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of a Group

Not applicable.

Item 10. Certification

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2018

Date

/s/ Martin Babinec

Martin Babinec

Individually, as Trustee of The Babinec Family Trust, as Trustee of the William and Elizabeth Babinec Family Charity Trust, on behalf of Babinec 2008 Children's Trust and as Director of Babinec Foundation, Inc.