

TRINET GROUP INC  
Form SC 13G  
February 10, 2017

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
SCHEDULE 13G  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 1)\*  
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, 2016

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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)
- 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

1. Names of Reporting Persons

Martin Babinec

Check

the

Appropriate

Box if a

2. Member

of a

Group

(see

instructions)

(a) ..

(b) ..

SEC USE ONLY

3.

4. Citizenship or Place of Organization

4.

United States

Number of Shares<sup>5</sup> Beneficially Owned by Each Reporting Person<sup>6</sup>

Sole Voting Power

4,290,147

shares<sup>(1)</sup>

Shared

Voting

Power

855,724

With:

shares<sup>(1)</sup>

Sole

Dispositive

Power

7. 4,290,147 shares<sup>(1)</sup>

8. Shared Dispositive Power

4,290,147 shares<sup>(1)</sup>

8. Shared Dispositive Power

4,290,147 shares<sup>(1)</sup>

855,724  
 shares<sup>(1)</sup>  
 Aggregate Amount  
 Beneficially Owned  
 by Each Reporting  
 Person

5,145,871 shares<sup>(1)</sup>  
 Check if  
 the  
 Aggregate  
 Amount  
 in Row  
 (9)  
 Excludes  
 10. Certain  
 Shares  
 (see  
 instructions)  
 ..

Percent of Class  
 Represented by  
 Amount in Row 9

11. 7.46%<sup>(2)</sup>

Type of Reporting  
 Person (see  
 instructions)

12. IN

Includes 4,217,036 shares of Issuer's Common Stock held by Martin and Krista Babinec, Trustees of The Babinec Family Trust, 855,724 shares held by Babinec 2008 Children's Trust, 20,000 shares held by Babinec Foundation, Inc., 38,448 shares held by William and Elizabeth Babinec Family Charity Trust and, assuming the settlement,

(1) 14,663 shares of Common Stock issuable pursuant to vesting of restricted stock units within 60 days of December 31, 2016. Reporting Person exercises sole voting and dispositive power over the shares held by The Babinec Family Trust, Babinec Foundation, Inc. and William and Elizabeth Babinec Family Charity Trust, and shares voting and dispositive power over the shares held by Babinec 2008 Children's Trust.

(2) Based on 69,015,690 shares of Common Stock outstanding on December 31, 2016.

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)
- 2.

(a) ..  
(b) ..  
SEC USE ONLY

3.

Citizenship or Place  
of Organization

4. United States

Number of Shares <sup>5</sup> Beneficially Owned by Each Reporting Person <sup>6</sup> With:	Sole Voting Power 4,217,036 shares Shared Voting Power Not applicable. Sole Dispositive Power 4,217,036 shares Shared Dispositive
7.	8.

Power  
Not  
applicable.  
Aggregate Amount  
Beneficially Owned  
by Each Reporting  
Person

9. 4,217,036 shares  
Check if  
the  
Aggregate  
Amount  
in Row  
(9)  
Excludes  
10. Certain  
Shares  
(see  
instructions)  
..

Percent of Class  
Represented by  
Amount in Row 9  
11. 6.11%<sup>(1)</sup>

Type of Reporting  
Person (see  
instructions)  
12. OO

(1)Based on 69,015,690 shares of Common Stock outstanding on December 31, 2016.

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CUSIP No. 896288 107

Names of Reporting  
Persons

1. Babinec 2008  
Children's Trust  
Check  
the  
Appropriate  
Box if a
2. Member  
of a  
Group  
(see  
instructions)

(a) ..

(b) ..

SEC USE ONLY

3.

Citizenship or Place  
of Organization

4. United States

Number of Shares <sup>5</sup> . Beneficially Owned by Each Reporting Person <sup>6</sup> .	Sole Voting Power  Not applicable. Shared Voting Power
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With:	855,724 shares Sole Dispositive Power
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7.

8.	Not applicable. Shared Dispositive Power
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855,724  
shares  
Aggregate Amount  
Beneficially Owned  
by Each Reporting  
Person

9.

855,724 shares

Check if  
the

Aggregate  
Amount  
in Row

(9)

Excludes

10.

Certain  
Shares

(see  
instructions)

..

Percent of Class  
Represented by  
Amount in Row 9

11.

1.24%<sup>(1)</sup>

Type of Reporting  
Person (see  
instructions)

12.

OO

(1)Based on 69,015,690 shares of Common Stock outstanding on December 31, 2016.

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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) ..  
SEC USE ONLY

- 3.
4. Citizenship or Place of Organization

United States

Number of Shares <sup>5</sup> Beneficially Owned by Each Reporting Person <sup>6</sup> With:	Sole Voting Power 20,000 shares Shared Voting Power Not applicable. Sole Dispositive Power 20,000 shares Shared Dispositive Power
7.	
8.	



9. Not applicable.  
Aggregate Amount  
Beneficially Owned  
by Each Reporting  
Person

20,000 shares

Check if  
the

Aggregate  
Amount  
in Row

(9)

Excludes

10. Certain  
Shares  
(see  
instructions)  
..

11. Percent of Class  
Represented by  
Amount in Row 9

0.03%<sup>(1)</sup>

12. Type of Reporting  
Person (see  
instructions)

CO

(1)Based on 69,015,690 shares of Common Stock outstanding on December 31, 2016.

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)

- 2.

(a) "  
(b) "  
SEC USE ONLY

- 3.

Citizenship or Place  
of Organization

- 4.

United States

Number of Shares <sup>5</sup> . Beneficially Owned by Each Reporting Person <sup>6</sup> . With:	Sole Voting Power  38,448 shares Shared Voting Power  Not applicable. Sole Dispositive Power  38,448 shares Shared Dispositive Power
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- 7.

- 8.

9. Not applicable.  
Aggregate Amount  
Beneficially Owned  
by Each Reporting  
Person

38,448 shares

Check if  
the

Aggregate  
Amount  
in Row

(9)

Excludes

10. Certain  
Shares  
(see  
instructions)

..

11. Percent of Class  
Represented by  
Amount in Row 9

0.06%<sup>(1)</sup>

12. Type of Reporting  
Person (see  
instructions)

OO

(1)Based on 69,015,690 shares of Common Stock outstanding on December 31, 2016.

- 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:  
Martin Babinec – US citizen  
Family Trust – New York  
Children's Trust – New York
- Item 2(c). 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.

(a) Amount Beneficially Owned:

Martin Babinec 5,145,871 shares<sup>(1)</sup>  
Family Trust 4,217,036 shares  
Children's Trust 855,724 shares  
Foundation 20,000 shares  
Charity Trust 38,448 shares

(b) Percent of Class:

Martin Babinec 7.46%<sup>(2)(3)</sup>  
Family Trust 6.11%<sup>(2)</sup>  
Children's Trust 1.24%<sup>(2)</sup>  
Foundation 0.03%<sup>(2)</sup>  
Charity Trust 0.06%<sup>(2)</sup>

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Martin Babinec 4,290,147 shares<sup>(1)</sup>  
Family Trust 4,217,036 shares  
Foundation 20,000 shares  
Charity Trust 38,448 shares

(ii) Shared power to vote or to direct the vote:

Children's Trust 855,724 shares

(iii) Sole power to dispose or to direct the disposition of:

Martin Babinec 4,251,699 shares<sup>(1)</sup>  
Family Trust 4,217,036 shares  
Foundation 20,000 shares  
Charity Trust 38,448 shares

(iv) Shared power to dispose or to direct the disposition of:

Children's Trust 855,724 shares

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 "":

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

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the

Parent Holding Company or Control Person.

Not applicable.

(1) Includes 4,217,036 shares of Issuer's Common Stock held by Martin and Krista Babinec, Trustees of The Babinec Family Trust, 855,724 shares held by Babinec 2008 Children's Trust, 20,000 shares held by Babinec Foundation, Inc., 38,448 shares held by William and Elizabeth Babinec Family Charity Trust and, assuming the settlement, 14,663 shares of Common Stock issuable pursuant to vesting of restricted stock units within 60 days of December 31, 2016. Reporting Person exercises sole voting and dispositive power over the shares held by The Babinec Family Trust, Babinec Foundation, Inc. and William and Elizabeth Babinec Family Charity Trust, and shares voting and dispositive power over the shares held by Babinec 2008 Children's Trust.

(2) Based on 69,015,690 shares of Common Stock outstanding on December 31, 2016.

(3) Assumes the settlement and vesting of Reporting Person's restricted stock units as of or within 60 days of December 31, 2016.

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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 10, 2017

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.