

TRINET GROUP INC  
Form 8-K  
May 22, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 21, 2015**

**TRINET GROUP, INC.**

**(Exact name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-36373**  
**(Commission**

**File Number)**

**95-3359658**  
**(IRS Employer**

**Identification No.)**

**1100 San Leandro Blvd., Suite 400**

**San Leandro, CA**  
**(Address of Principal Executive Offices)**

**94577**  
**(Zip Code)**

**Registrant's Telephone Number, Including Area Code: (510) 352-5000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 21, 2015, TriNet Group, Inc. (the Company) held its 2015 Annual Meeting of Stockholders (the Annual Meeting) at the offices of the Company at 1100 San Leandro Blvd., Suite 400, San Leandro, CA 94577. At the Annual Meeting, the Company's stockholders voted on four proposals, each of which is described in more detail in the Company's definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 2, 2015. The following is a brief description of each matter voted upon and the certified results, including the number of votes cast for and against each matter and, if applicable, the number of abstentions and broker non-votes with respect to each matter.

*Proposal 1.* Stockholders elected each of the three nominees for Class I director to serve until the Company's 2018 Annual Meeting of Stockholders or until his or her respective successor has been duly elected and qualified. The voting results were as follows:

Director Name	Votes For	Votes Withheld	Broker Non-Votes	Percentage of Votes in Favor
H. Raymond Bingham	50,412,170	2,972,975	13,369,990	94.43%
Katherine August-deWilde	53,127,581	257,564	13,369,990	99.52%
Kenneth Goldman	51,436,304	1,948,841	13,369,990	96.35%

*Proposal 2.* Stockholders approved, on an advisory basis, the compensation of the Company's named executive officers. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes	Percentage of Votes in Favor
53,221,344	156,416	7,385	13,369,990	99.69%

*Proposal 3.* Stockholders indicated, on an advisory basis, a preferred frequency of stockholder advisory votes on the compensation of the Company's named executive officers of every one year. The voting results were as follows:

Every One Year	Every Two Years	Every Three Years	Abstentions	Broker Non-Votes	Percentage of Votes in Favor of Every One Year
52,045,632	3,279	1,329,605	6,629	13,369,990	97.49%

*Proposal 4.* Stockholders ratified the selection by the Audit Committee of the Board of Directors of the Company of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2015. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes	Percentage of Votes in Favor
65,641,326	1,111,380	2,429		98.33%

*Board Decision Regarding Frequency of Stockholder Advisory Vote on Executive Compensation*

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Based on the voting results of the Annual Meeting, and its consideration of the appropriate voting frequency for the Company at this time, the Board of Directors of the Company has decided that it will include an advisory stockholder vote on the compensation of the Company's named executive officers in its proxy materials every year until the next advisory vote on the frequency of stockholder votes on executive compensation, which is required to occur no later than the Annual Meeting of Stockholders in 2021.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TriNet Group, Inc.**

Date: May 22, 2015

By: /s/ Gregory L. Hammond  
**Gregory L. Hammond**  
**Executive Vice President and Chief Legal Officer**