

Edmonds-Waters Christopher  
 Form 4  
 May 03, 2019

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Edmonds-Waters Christopher

(Last) (First) (Middle)  
 3005 TASMAN DRIVE  
 (Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 SVB FINANCIAL GROUP [SIVB]

3. Date of Earliest Transaction (Month/Day/Year)  
 05/01/2019

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Human Resources Officer

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	05/01/2019		M		136 A <u>(1)</u>	3,630	D
Common Stock	05/01/2019		M		195 A <u>(1)</u>	3,825	D
Common Stock	05/01/2019		M		590 <u>(2)</u> A \$ 129.81	4,415	D
Common Stock	05/01/2019		F		97 <u>(3)</u> D \$ 250.43	4,318	D
Common Stock	05/01/2019		S		590 <u>(2)</u> D \$ 251.1	3,728	D

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Common Stock	05/01/2019	F	68 <sup>(3)</sup>	D	\$ 250.43	3,660	D	
Common Stock						2,917 <sup>(4)</sup>	I	By 401(k)/ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance Restricted Stock Unit	\$ 0	05/01/2019		A	1,851	01/31/2022 <sup>(6)</sup> 05/01/2026	Common Stock
Performance Restricted Stock Unit	\$ 0	05/01/2019		A	3,085	01/31/2022 <sup>(6)</sup> 05/01/2026	Common Stock
Restricted Stock Unit	\$ 0	05/01/2019		M	195	<sup>(7)</sup> 05/01/2022	Common Stock
Restricted Stock Unit	\$ 0	05/01/2019		M	136	<sup>(8)</sup> 05/01/2025	Common Stock
Restricted Stock Unit	\$ 0	05/01/2019		A	1,028	05/01/2022 <sup>(9)</sup> 05/01/2026	Common Stock
Restricted Stock Unit	\$ 0	05/01/2019		A	617	<sup>(10)</sup> 05/01/2026	Common Stock
Stock Option	\$ 250.43	05/01/2019		A	2,863	05/01/2022 <sup>(11)</sup> 05/01/2026	Common Stock
Stock Option	\$ 250.43	05/01/2019		A	1,718	<sup>(12)</sup> 05/01/2026	Common Stock
Stock Option	\$ 129.81	05/01/2019		M	590 <sup>(2)</sup>	<sup>(7)</sup> 05/01/2022	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edmonds-Waters Christopher 3005 TASMAN DRIVE SANTA CLARA, CA 95054			Chief Human Resources Officer	

## Signatures

Wei Sun, Attorney-in-Fact for Christopher Edmonds-Waters	05/03/2019
<u>        </u> Signature of Reporting Person	Date

## Explanation of Responses:

- \* 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).
- (1) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.
- (10) Restricted stock units are subject to annual vesting in four equal installments on the anniversary date of the grant, 25% on each of the successive anniversary dates.
- (11) Stock options are subject to cliff vest on May 1, 2022.
- (12) Stock options are subject to annual vesting in four equal installments on the anniversary date of the grant, 25% on each of the successive anniversary dates.
- (2) The transactions reported were effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person effective March 5, 2019.
- (3) Shares withheld by Issuer for payment of tax liability incurred upon vesting of restricted stock units.
- (4) The information in this report is based on 401(k)/ESOP Plan statement dated as of March 31, 2019.
- (5) Each performance-based restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.
- (6) Performance-based restricted stock units (PRSUs) are subject to both performance-based and time-based vesting and scheduled to vest on January 31, 2022.
- (7) 25%/4yr beginning on 01-May-2015.
- (8) 25%/4yr beginning on 01-May-2018.
- (9) Restricted stock units are subject to cliff vest on May 1, 2022.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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