

SVB FINANCIAL GROUP
Form DEFA14A
April 14, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

SVB FINANCIAL GROUP

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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- 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

- 4) Proposed maximum aggregate value of transaction:

- 5) Total fee paid:

- .. Fee paid previously with preliminary materials.

- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:

- 2) Form, Schedule or Registration Statement No.:

- 3) Filing Party:

- 4) Date Filed:

April 14, 2011

Fidelity Investments

Investment Proxy Research

One Spartan Way TS1E

Merrimack, NH 03054

Attention: Talon Torressen

Re: SVB Financial Group 2006 Equity Incentive Plan (the *Plan*)

Dear Mr. Torressen:

In connection with our discussions with you regarding the Plan, we hereby confirm to you the following:

SVB management will recommend to our Board of Directors Compensation Committee (the *Committee*), at a meeting during the next 12-month period, that the Committee adopt an amendment to the Plan to require serial vesting over a minimum three-year period for full value awards granted to consultants, and a minimum one-year period for full value performance-contingent awards granted to consultants. (We note that such vesting is already required under the Plan for full value awards granted to employees.) We will further recommend that the Committee adopt an amendment to the Plan that will require that the full value awards granted annually to members of our Board of Directors following our annual stockholders meeting have a vesting schedule that ends on or after the last day of their annual term of service as Board members. Such recommended amendments will also include an exception to permit awards of up to 5% of the total number of shares authorized for grant under the Plan to be excluded from these minimum vesting requirements.

Very truly yours,

SVB FINANCIAL GROUP

/s/ MICHAEL DESCHENEUX

Michael Descheneux

Chief Financial Officer