

Descheneaux Michael  
Form 4  
May 03, 2018

**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 \*  
Descheneaux Michael

(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)  
05/01/2018

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)  
President, Silicon Valley Bank

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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                    | 05/01/2018                           |  | M                              | 537 A <u>(1)</u>  | 18,257  | D  |   |
| Common Stock                    | 05/01/2018                           |  | F                              | 243 <u>(2)</u> D \$ 305.46  | 18,014  | D  |   |
| Common Stock                    |                                      |  |                                |   | 320   | 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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SEC 1474 (9-02)

number.

**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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Performance Restricted Stock Unit          | \$ 0   | 05/01/2018                           |  | A                              | 5,166<br>(3)  | 01/29/2021 05/01/2025                                    | Common Stock  | 5,166                      |
| Restricted Stock Unit                      | \$ 0   | 05/01/2018                           |  | M                              | 537   | (5) 05/01/2022   | Common Stock  | 537                        |
| Restricted Stock Unit                      | \$ 0   | 05/01/2018                           |  | A                              | 1,722   | (6) 05/01/2025   | Common Stock  | 1,722                      |
| Stock Option                               | \$ 305.46  | 05/01/2018                           |  | A                              | 5,399   | (7) 05/01/2025   | Common Stock  | 5,399                      |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Descheneaux Michael<br>3005 TASMAN DRIVE<br>SANTA CLARA, CA 95054 |               |           | President, Silicon Valley Bank |       |

## Signatures

Denise West, Attorney-in-Fact for Michael Descheneaux  
 05/03/2018  
 \*\*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.
- (2) Shares withheld by Issuer for payment of tax liability incurred upon vesting of restricted stock units.
- (3) Performance-based restricted stock units (PRSUs) are subject to both performance-based and time-based vesting. Subject to the approval of the Compensation Committee (or Board), the amount of RSUs that will be deemed earned will be based: (i) 50% on the Company's

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achievement of total shareholder return for calendar years 2018, 2019 and 2020, as compared against the Company's designated Peer Group, subject to the discretion of the Compensation Committee (or Board); and (ii) 50% on Compensation Committee (or Board) discretionary assessment of management execution of strategic objectives relating to the Company's Transformation Office and other initiatives for calendar years 2018, 2019, and 2020. To the extent deemed earned at the end of the three-year performance period, these PRSUs will be subject to additional time-based vesting and will vest on January 29, 2021.

- (4) Each performance-based restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.
- (5) 25%/4yr beginning on 01-May-2016.
- (6) 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.
- (7) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.