

SVB FINANCIAL GROUP  
Form S-8  
August 24, 2016

As filed with the Securities and Exchange Commission on August 24, 2016  
Registration No. [\_\_\_\_-\_\_\_\_]  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S 8  
REGISTRATION STATEMENT  
Under The Securities Act of 1933

SVB Financial Group  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)  
3003 Tasman Drive  
Santa Clara, California 95054  
(Address, including zip code, of Principal Executive Offices)

91-1962278  
(I.R.S. Employer  
Identification Number)

1999 Employee Stock Purchase Plan  
(Full title of the plan)

Greg Becker  
President & Chief Executive Officer  
SVB Financial Group  
3003 Tasman Drive, Santa Clara, California 95054  
(408) 654-7400  
(Name, address, and telephone number, including area code, of agent for service)

Copies to:  
Michael Zuckert  
General Counsel  
SVB Financial Group  
3003 Tasman Drive, Santa Clara, California 95054  
(408) 654-7400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):  
Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount<br>to be | Proposed<br>Maximum | Proposed<br>Maximum | Amount<br>of |
|--------------------------------------|-----------------|---------------------|---------------------|--------------|
|                                      |                 |                     |                     |              |

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|   | Registered (Offering) | Aggregate             | Registration |
|---|-----------------------|-----------------------|--------------|
|   | Price Per Share(3)    | Offering Price(3)     | Fee          |
| Common Stock, \$0.001 par value — reserved but not issued under the 1999 Employee Stock Purchase Plan (“1999 Plan”) | 1,500,000             | \$106.35\$159,525,000 | \$16,064     |

(1) To the extent additional shares of Common Stock may be issued or become issuable as a result of a stock split, stock dividend, or other distribution involving the Registrant’s Common Stock while this Registration Statement is in effect, this Registration Statement hereby is deemed to cover all such additional shares of Common Stock in accordance with Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”).

(2) Consists of the shares of Common Stock which have been reserved but not issued under the 1999 Plan as of April 21, 2016, the date of stockholder approval of the share increase under the 1999 Plan.

(3) Calculated in accordance with Rules 457(c) and (h)(1) under the Securities Act on the basis of the average of the high and low sale prices for a share of Common Stock of the Registrant as reported on the Nasdaq National Market on August 17, 2016, solely for the purpose of calculating the registration fee.

EXPLANATORY NOTE

SVB Financial Group (the “Company”) is filing this registration statement in accordance with Instruction E to Form S-8 to register 1,500,000 additional shares of common stock, par value \$0.001 per share (the “Common Stock”) of the Company that may be issuable pursuant to the SVB Financial Group 1999 Employee Stock Purchase Plan, as amended (the “Plan”).

The contents of the Company’s original Registration Statement on Form S-8, Registration Statement No. 333-89641, filed on October 25, 1999, and additional Registration Statements on Form S-8, Registration Statement No. 333-168836, filed on August 13, 2010, are incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on August 24, 2016.

SVB FINANCIAL GROUP

By: /s/ GREG BECKER

Greg Becker

President, Chief Executive Officer and Director

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## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Greg Becker and Michael Zuckert, each as his true and lawful agent, proxy and attorney-in-fact, with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities, to (i) act on, sign, and file with the Securities and Exchange Commission any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, together with all schedules and exhibits thereto, (ii) act on, sign, and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, and (iii) take any and all actions that may be necessary or appropriate to be done, as fully for all intents and purposes as he might or could do in person, hereby approving, ratifying and confirming all that such agent, proxy and attorney-in-fact or any of his or her substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

| Signature  | Title  | Date            |
|--|--|-----------------|
| /s/ GREG BECKER<br>Greg Becker                   | President, Chief Executive Officer and Director<br>(Principal Executive Officer) | August 24, 2016 |
| /s/ MICHAEL DESCHENEAUX<br>Michael Descheneaux   | Chief Financial Officer<br>(Principal Financial Officer)                         | August 24, 2016 |
| /s/ KAMRAN HUSAIN<br>Kamran Husain               | Chief Accounting Officer<br>(Principal Accounting Officer)                       | August 24, 2016 |
| /s/ ROGER DUNBAR<br>Roger Dunbar                 | Chairman of the Board  | August 24, 2016 |
| /s/ ERIC BENHAMOU<br>Eric Benhamou               | Director   | August 24, 2016 |
| /s/ DAVID CLAPPER<br>David Clapper               | Director   | August 24, 2016 |
| /s/ JOEL FRIEDMAN<br>Joel Friedman               | Director   | August 24, 2016 |
| /s/ LATA KRISHNAN<br>Lata Krishnan               | Director   | August 24, 2016 |
| /s/ JEFFREY MAGGIONCALDA<br>Jeffrey Maggioncalda | Director   | August 24, 2016 |
| /s/ MARY MILLER<br>Mary Miller                   | Director   | August 24, 2016 |
| /s/ KATE MITCHELL<br>Kate Mitchell               | Director   | August 24, 2016 |
| /s/ JOHN ROBINSON<br>John Robinson               | Director   | August 24, 2016 |

/s/ GAREN STAGLIN  
Garen Staglin

Director

August 24, 2016

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EXHIBIT INDEX.

| Exhibit Number | Description   |
|----------------|---|
| 5.1            | Opinion of Debevoise and Plimpton, LLP, as to legality of securities being registered     |
| 10.1*          | 1999 Employee Stock Purchase Plan, as amended   |
| 23.1           | Consent of KPMG LLP, Independent Registered Public Accounting Firm                        |
| 23.2           | Consent of Debevoise and Plimpton, LLP (contained in Exhibit 5.1)                         |
| 24.1           | Power of Attorney (included as part of the signature page of this Registration Statement) |

\*Incorporated by reference from Exhibit 10.1 to the Registrant's Form 10-Q filed with the Commission on August 8, 2016