

Cox Philip C  
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 \*  
Cox Philip C

(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 Operations 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/01/2019		M		179	A	11	7,718	D	
Common Stock	05/01/2019		M		207	A	11	7,925	D	
Common Stock	05/01/2019		F		70 (2)	D	\$ 250.43	7,855	D	
Common Stock	05/01/2019		F		83 (2)	D	\$ 250.43	7,772	D	

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	6,172	01/31/2022 <sup>(4)</sup>	05/01/2026	Common Stock
Performance Restricted Stock Unit	\$ 0	05/01/2019		A	3,085	01/31/2022 <sup>(4)</sup>	05/01/2026	Common Stock
Restricted Stock Unit	\$ 0	05/01/2019		M	207	<sup>(5)</sup>	05/01/2022	Common Stock
Restricted Stock Unit	\$ 0	05/01/2019		M	179	<sup>(6)</sup>	05/01/2025	Common Stock
Restricted Stock Unit	\$ 0	05/01/2019		A	2,057	05/01/2022 <sup>(7)</sup>	05/01/2026	Common Stock
Restricted Stock Unit	\$ 0	05/01/2019		A	1,028	<sup>(8)</sup>	05/01/2026	Common Stock
Stock Option	\$ 250.43	05/01/2019		A	5,726	05/01/2022 <sup>(9)</sup>	05/01/2026	Common Stock
Stock Option	\$ 250.43	05/01/2019		A	2,863	<sup>(10)</sup>	05/01/2026	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cox Philip C 3005 TASMAN DRIVE SANTA CLARA, CA 95054			Chief Operations Officer	

## Signatures

Wei Sun, Attorney-in-Fact for  
Philip Cox

05/03/2019

\_\_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) 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) Shares withheld by Issuer for payment of tax liability incurred upon vesting of restricted stock units.
- (3) Each performance-based restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.
- (4) Performance-based restricted stock units (PRSUs) are subject to both performance-based and time-based vesting and scheduled to vest on January 31, 2022.
- (5) 25%/4yr beginning on 01-May-2015.
- (6) 25%/4yr beginning on 01-May-2018.
- (7) Restricted stock units are subject to cliff vest on May 1, 2022.
- (8) 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.
- (9) Stock options 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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