

SVB FINANCIAL GROUP  
Form 4  
May 05, 2015

**FORM 4**

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

OMB APPROVAL

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**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 \*  
VERISSIMO MARC J

(Last) (First) (Middle)

SVB FINANCIAL GROUP, 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)

05/01/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_ Other (specify below)

Chief Risk Officer

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 (D) Price  |   |  |   |
| Common Stock                    | 05/01/2015                           |  | M                              | 375 <sup>(1)</sup> A <u>2</u>                                     | 19,724  | D  |   |
| Common Stock                    | 05/01/2015                           |  | F                              | 141 <sup>(3)</sup> D \$ 129.81                                    | 19,583  | D  |   |
| Common Stock                    |                                      |  |                                |   | 11,733  | 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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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) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Performance Restricted Stock Unit          | \$ 0   | 03/30/2015                           |  | A                              | V 3,000 <sub>(4)</sub>  | 01/30/2018   | 03/30/2022  | Common Stock                  | 3,000                      |
| Restricted Stock Unit                      | \$ 0   | 05/01/2015                           |  | A                              | 976 <sub>(6)</sub>  | 05/01/2016   | 05/01/2022  | Common Stock                  | 976                        |
| Restricted Stock Unit                      | \$ 0   | 05/01/2015                           |  | M                              | 375 <sub>(1)</sub>  | 05/01/2013   | 05/01/2019  | Common Stock                  | 375                        |
| Stock Option                               | \$ 129.81  | 05/01/2015                           |  | A                              | 2,952 <sub>(7)</sub>  | 05/01/2016   | 05/01/2022  | Common Stock                  | 2,952                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| VERISSIMO MARC J<br>SVB FINANCIAL GROUP<br>3005 TASMAN DRIVE<br>SANTA CLARA, CA 95054 |               |           | Chief Risk Officer |       |

## Signatures

Denise West, Attorney-in-Fact for Marc Verissimo 05/05/2015

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) Previously reported restricted stock units vested on 5/1/2015.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.

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- (3) Shares withheld by Issuer for payment of tax liability incurred upon vesting of restricted stock units.

Performance-based restricted stock units (PRSUs) are subject to both performance-based and time-based vesting. The extent to which the PRSU awards are earned will be based on the Company's performance for calendar years 2015-2017 and other considerations, as

- (4) determined pursuant to the discretion of the Compensation Committee and the 162m Committee. The reported number of shares is the maximum number of shares that may be earned by the reporting person, based on the achievement of 150% of target performance. 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 30, 2018.
- (5) Each performance-based restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.
- (6) Restricted stock units are subject to annual vesting in equal installments on May 1, 2016, May 1, 2017, May 1, 2018, and May 1, 2019.
- The grant of stock options is subject to annual vesting in four equal installments on the anniversary date of the grant, 25% on each of the
- (7) successive anniversary dates. The exercise price of the stock options is determined based on the closing price of SIVB common stock on the date of grant.

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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