

Cox Philip C  
Form 4  
May 03, 2019

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(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)  
\_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	05/01/2019		M		179	A	<u>11</u>	7,718	D
Common Stock	05/01/2019		M		207	A	<u>11</u>	7,925	D
Common Stock	05/01/2019		F		70 <u>(2)</u>	D	\$ 250.43	7,855	D
Common Stock	05/01/2019		F		83 <u>(2)</u>	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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SEC 1474  
(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)	8. Date Exercisable	9. Expiration Date	10. Title	11. Amount or Number of Shares
Performance Restricted Stock Unit	\$ 0	05/01/2019		A	6,172	01/31/2022 <sup>(4)</sup>	05/01/2026			Common Stock	6
Performance Restricted Stock Unit	\$ 0	05/01/2019		A	3,085	01/31/2022 <sup>(4)</sup>	05/01/2026			Common Stock	3
Restricted Stock Unit	\$ 0	05/01/2019		M	207	<sup>(5)</sup>	05/01/2022			Common Stock	207
Restricted Stock Unit	\$ 0	05/01/2019		M	179	<sup>(6)</sup>	05/01/2025			Common Stock	179
Restricted Stock Unit	\$ 0	05/01/2019		A	2,057	05/01/2022 <sup>(7)</sup>	05/01/2026			Common Stock	2,057
Restricted Stock Unit	\$ 0	05/01/2019		A	1,028	<sup>(8)</sup>	05/01/2026			Common Stock	1,028
Stock Option	\$ 250.43	05/01/2019		A	5,726	05/01/2022 <sup>(9)</sup>	05/01/2026			Common Stock	5,726
Stock Option	\$ 250.43	05/01/2019		A	2,863	<sup>(10)</sup>	05/01/2026			Common Stock	2,863

## 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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