

# **SVB FINANCIAL GROUP**

Reported by  
**WALLACE BRUCE**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 05/17/17 for the Period Ending 05/15/17

Address	3003 TASMAN DR SANTA CLARA, CA 95054
Telephone	4086547400
CIK	0000719739
Symbol	SIVB
SIC Code	6022 - State Commercial Banks
Industry	Banks
Sector	Financials
Fiscal Year	12/31

# 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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Wallace Bruce</b>			<b>SVB FINANCIAL GROUP [ SIVB ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Digital Officer</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>3005 TASMAN DRIVE</b>			<b>5/15/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>SANTA CLARA, CA 95054</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	5/15/2017		M		1028.00	A	\$105.18	14248.00	D	
Common Stock	5/15/2017		M		1772.00	A	\$129.81	16020.00	D	
Common Stock	5/15/2017		M		1460.00	A	\$107.98	17480.00	D	
Common Stock	5/15/2017		M		2350.00	A	\$71.11	19830.00	D	
Common Stock	5/15/2017		M		180.00	A	\$105.18	20010.00	D	
Common Stock	5/15/2017		S		100.00	D	\$182.96	19910.00	D	
Common Stock	5/15/2017		S		6690.00	D	\$182.1599 (1)	13220.00	D	
Common Stock	5/15/2017		S		2000.00	D	\$183.98	11220.00	D	
Common Stock								313.00	I	By 401(k)/ESOP

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$129.81	5/15/2017		M		1772.00		(2)	5/1/2022	Common Stock	1772.00	\$0.00	1770.00	D	
Stock Option	\$107.98	5/15/2017		M		1460.00		(3)	4/29/2021	Common Stock	1460.00	\$0.00	1460.00	D	
Stock Option	\$105.18	5/15/2017		M		180.00		(4)	5/2/2023	Common Stock	180.00	\$0.00	4649.00	D	
Stock Option	\$105.18	5/15/2017		M		1028.00		(4)	5/2/2023	Common Stock	1028.00	\$0.00	3621.00	D	
Stock Option	\$71.11	5/15/2017		M		2350.00		(5)	4/30/2020	Common Stock	2350.00	\$0.00	0.00	D	

**Explanation of Responses:**

- (1) This transaction was executed in multiple trades at prices ranging from \$181.90 to \$182.89; the price reported above reflects the weighted average sale price.
- (2) 25%/4yr beginning on 01-May-2016.
- (3) 25%/4yr beginning on 29-Apr-2015.
- (4) 25%/4yr beginning on 02-May-2017.
- (5) 25%/4yr beginning on 30-Apr-2014.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wallace Bruce 3005 TASMAN DRIVE SANTA CLARA, CA 95054			Chief Digital Officer	

**Signatures****Denise West, Attorney-in-Fact for Bruce Wallace****5/17/2017**

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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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