

SVB FINANCIAL GROUP
Reported by
EDMONDS-WATERS CHRISTOPHER

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 05/04/18 for the Period Ending 05/02/18

| | |
|-------------|--|
| 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
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] 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) | |
| Edmonds-Waters Christopher | | SVB FINANCIAL GROUP [SIVB] | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Head of Human Resources | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| 3005 TASMAN DRIVE | | 5/2/2018 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| SANTA CLARA, CA 95054 | | | | <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 | 5/2/2018 | | M | | 172.00 | A | (1) | 5705.00 | D | |
| Common Stock | 5/2/2018 | | M | | 236.00 | A | (1) | 5941.00 | D | |
| Common Stock | 5/2/2018 | | F | | 86.00 (2) | D | \$306.01 | 5855.00 | D | |
| Common Stock | 5/2/2018 | | F | | 118.00 (2) | D | \$306.01 | 5737.00 | D | |
| Common Stock | | | | | | | | 2851.00 | 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 | | | | |
| Restricted Stock Unit | \$0.00 | 5/2/2018 | | M | | 236.00 | | (3) | 5/2/2023 | Common Stock | 236.00 | (1) | 471.00 | D | |
| Restricted Stock Unit | \$0.00 | 5/2/2018 | | M | | 172.00 | | (4) | 5/2/2024 | Common Stock | 172.00 | (1) | 514.00 | D | |

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.
- Shares withheld by Issuer for payment of tax liability incurred upon vesting of restricted stock units.
- 25%/4yr beginning on 02-May-2017.
- 25%/4yr beginning on 02-May-2018.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Edmonds-Waters Christopher 3005 TASMAN DRIVE SANTA CLARA, CA 95054 | | | Head of Human Resources | |

Signatures

Denise West, Attorney-in-Fact for Christopher Edmonds-Waters

5/4/2018

**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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.