

Edmonds-Waters Christopher
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
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Edmonds-Waters Christopher

(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 Human Resources 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/01/2019		M		136	A	<u>11</u>	3,630	D
Common Stock	05/01/2019		M		195	A	<u>11</u>	3,825	D
Common Stock	05/01/2019		M		590 <u>(2)</u>	A	\$ 129.81	4,415	D
Common Stock	05/01/2019		F		97 <u>(3)</u>	D	\$ 250.43	4,318	D
Common Stock	05/01/2019		S		590 <u>(2)</u>	D	\$ 251.1	3,728	D

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Common Stock	05/01/2019	F	68 ⁽³⁾	D	\$ 250.43	3,660	D	
Common Stock						2,917 ⁽⁴⁾	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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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance Restricted Stock Unit	\$ 0	05/01/2019		A	1,851	01/31/2022 ⁽⁶⁾ 05/01/2026	Common Stock
Performance Restricted Stock Unit	\$ 0	05/01/2019		A	3,085	01/31/2022 ⁽⁶⁾ 05/01/2026	Common Stock
Restricted Stock Unit	\$ 0	05/01/2019		M	195	⁽⁷⁾ 05/01/2022	Common Stock
Restricted Stock Unit	\$ 0	05/01/2019		M	136	⁽⁸⁾ 05/01/2025	Common Stock
Restricted Stock Unit	\$ 0	05/01/2019		A	1,028	05/01/2022 ⁽⁹⁾ 05/01/2026	Common Stock
Restricted Stock Unit	\$ 0	05/01/2019		A	617	⁽¹⁰⁾ 05/01/2026	Common Stock
Stock Option	\$ 250.43	05/01/2019		A	2,863	05/01/2022 ⁽¹¹⁾ 05/01/2026	Common Stock
Stock Option	\$ 250.43	05/01/2019		A	1,718	⁽¹²⁾ 05/01/2026	Common Stock
Stock Option	\$ 129.81	05/01/2019		M	590 ⁽²⁾	⁽⁷⁾ 05/01/2022	Common Stock

Reporting Owners

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

Signatures

Wei Sun, Attorney-in-Fact for Christopher
Edmonds-Waters

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) 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.
- (11) Stock options are subject to cliff vest on May 1, 2022.
- (12) 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) The transactions reported were effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person effective March 5, 2019.
- (3) Shares withheld by Issuer for payment of tax liability incurred upon vesting of restricted stock units.
- (4) The information in this report is based on 401(k)/ESOP Plan statement dated as of March 31, 2019.
- (5) Each performance-based restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.
- (6) Performance-based restricted stock units (PRSUs) are subject to both performance-based and time-based vesting and scheduled to vest on January 31, 2022.
- (7) 25%/4yr beginning on 01-May-2015.
- (8) 25%/4yr beginning on 01-May-2018.
- (9) Restricted stock units 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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