

SEC Form 4

**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**

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* <b>BECKER GREGORY W</b>			2. Issuer Name and Ticker or Trading Symbol <b>SVB FINANCIAL GROUP [ SIVB ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <b>X</b> Officer (give title below) Other (specify below) <b>President and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/27/2023</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <b>X</b> Form filed by One Reporting Person Form filed by More than One Reporting Person		
3005 TASMAN DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>SANTA CLARA CA 95054</b>								
(City) (State) (Zip)								

**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			
<b>Common Stock</b>	02/27/2023		M		4,000	A	\$105.18	96,552	I	Revocable Trust
Common Stock	02/27/2023		M		4,451	A	\$105.18	101,003	I	Revocable Trust
Common Stock	02/27/2023		M		4,000	A	\$105.18	105,003	I	Revocable Trust
Common Stock	02/27/2023		S		899	D	\$285.7975 <sup>(1)</sup>	104,104	I	Revocable Trust
Common Stock	02/27/2023		S		3,675	D	\$286.8626 <sup>(2)</sup>	100,429	I	Revocable Trust
Common Stock	02/27/2023		S		6,276	D	\$287.686 <sup>(3)</sup>	94,153	I	Revocable Trust
Common Stock	02/27/2023		S		1,601	D	\$288.559 <sup>(4)</sup>	92,552	I	Revocable Trust
Common Stock								6,315	I	By 401(k)/ESOP

**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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option	\$105.18	02/27/2023		M			4,451	(5)	05/02/2023	Common Stock	4,451	\$0.00	8,000	D	

**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 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: 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	\$105.18	02/27/2023		M			4,000	(5)	05/02/2023	Common Stock	4,000	\$0.00	4,000	D	
Stock Option	\$105.18	02/27/2023		M			4,000	(5)	05/02/2023	Common Stock	4,000	\$0.00	0.00	D	

**Explanation of Responses:**

1. This transaction was executed in multiple trades at prices ranging from \$285.27 to \$286.23; the price reported above reflects the weighted average sale price.
2. This transaction was executed in multiple trades at prices ranging from \$286.26 to \$287.24; the price reported above reflects the weighted average sale price.
3. This transaction was executed in multiple trades at prices ranging from \$287.25 to \$288.21; the price reported above reflects the weighted average sale price.
4. This transaction was executed in multiple trades at prices ranging from \$288.29 to \$289.05; the price reported above reflects the weighted average sale price.
5. 25%/4yr beginning on 02-May-2016.

**Remarks:**

These transactions reported were effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person effective January 26, 2023.

/s/Desiree Combs, Attorney-  
in-Fact for Gregory Becker    03/01/2023

\*\* 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 Number.**