

SVB FINANCIAL GROUP  
Form DEF 14A  
March 08, 2018  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only**

**(as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

**SVB FINANCIAL GROUP**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:

4) Date Filed:

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**NOTICE OF 2018 ANNUAL MEETING OF STOCKHOLDERS**

**Thursday, April 26, 2018**

**4:30 P.M. (Pacific Time)**

Dear Stockholders:

On behalf of the Board of Directors, I am pleased to invite you to attend the 2018 Annual Meeting of Stockholders of SVB Financial Group, a Delaware corporation, which will be held at our offices located at 3005 Tasman Drive, Santa Clara, California 95054, on Thursday, April 26, 2018 at 4:30 p.m., Pacific Time. The purposes of the meeting are to:

1. Elect eleven (11) directors to serve for the ensuing year and until their successors are elected,
2. Ratify the appointment of KPMG LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2018,
3. Approve, on an advisory basis, our executive compensation ( *Say on Pay* ), and
4. Transact such other business as may properly come before the meeting.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice. To assure your representation at the meeting, you are encouraged to vote your shares as soon as possible. This Notice and the Proxy Statement provide instructions on how you can vote your shares online or by telephone, or if you have received a printed copy of the proxy materials and a proxy card, by mail. You may attend the meeting and vote in person even if you have previously voted by proxy.

Only stockholders of record at the close of business on February 26, 2018 may vote at the meeting or any postponement or adjournment thereof.

**BY ORDER OF THE BOARD OF DIRECTORS,**

/s/ Roger F. Dunbar  
**Roger F. Dunbar**  
**Chairman of the Board**  
Santa Clara, California

March 8, 2018

YOU ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING IN PERSON. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY CARD, OR VOTE OVER THE TELEPHONE OR THE INTERNET AS PROMPTLY AS POSSIBLE, IN ORDER TO ENSURE YOUR REPRESENTATION AT THE MEETING. IF YOU HAVE RECEIVED PRINTED PROXY MATERIALS, A RETURN ENVELOPE (WHICH IS POSTAGE PREPAID IF MAILED IN THE UNITED STATES) IS ENCLOSED FOR YOUR CONVENIENCE. EVEN IF YOU HAVE

VOTED BY PROXY, YOU MAY STILL VOTE IN PERSON IF YOU ATTEND THE MEETING. WE ENCOURAGE YOU TO VOTE: (I) FOR THE ELECTION OF ALL ELEVEN (11) NOMINEES FOR DIRECTOR, AND (II) IN FAVOR OF THE ABOVE REMAINING PROPOSALS.

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Indicates matters to be voted on at the Annual Meeting.

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**SUMMARY PERFORMANCE AND PROXY INFORMATION**

This summary highlights our 2017 performance, as well as information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you should consider, and you should review this entire Proxy Statement, as well as our Annual Report on Form 10-K, for the year ended December 31, 2017.

**2017 PERFORMANCE**

*2017 Financial Performance Highlights*

We achieved another year of record diluted earnings per share ( *EPS* ) and net income, and we maintained multi-year growth of our average total assets, loans (net of unearned income), and client funds (deposits and client investment funds). Our stock price has also generally performed well, as illustrated in the graph below.

*2017 Business Performance Highlights*

2017 reflected another year of healthy business growth, as we continued to serve the innovation economy. We continued to focus on our clients, our global growth, and in particular, growing our core fee income business. Select 2017 highlights include:

**Market Share Growth**

- i We grew our total net count of core commercial clients by 15%.
- i We grew our net client count in key client segments, including early-stage clients (by 15%), Private Bank (by 25%), and private equity clients (by 17%).

**Expanding our Global Reach**

- i We continued to make significant progress establishing lending branches in Germany and Canada, both of which are subject to regulatory approval.
- i Our EMEA client count increased by 30%.

**Continued Focus on our Core Fee Income Business**

- i Our foreign exchange transaction volume increased by over 30%, compared to 2016, hitting an all-time quarterly high of \$34 million in revenues.
- i We surpassed \$4.5 billion in annual credit card transactions for our clients in 2017, a 31% increase compared to 2016.



- i We achieved a year-over-year increase of 74% in client investment fees.

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## SUMMARY INFORMATION

**Table of Contents****ANNUAL MEETING AND PROXY STATEMENT INFORMATION***Annual Meeting**Time and Date:* 4:30 p.m. (Pacific Time), April 26, 2018*Record Date:* February 26, 2018*Place:* SVB Financial Group Corporate Headquarters  
3005 Tasman Drive, Santa Clara, California 95054*Voting:* Stockholders as of the record date are entitled to vote*Proposals and Voting Recommendations*

Proposal	Board Recommendation	Page Reference
Proposal No. 1 Election of Eleven (11) Directors	For all nominees	2
Proposal No. 2 Ratification of KPMG LLP as Auditors for 2018	For	56
Proposal No. 3 Advisory (Non-Binding) Vote on Executive Compensation	For	57

*Director Nominees*

We are seeking your election of the eleven (11) directors described below ten of which are current incumbent directors. Ms. Kimberly A. Jabal is a new director nominee who will join the Board, subject to stockholder election. Mr. David M. Clapper and Ms. Lata Krishnan, both current directors, will not be standing for re-election and will be retiring from the Board at the Annual Meeting.

	Age	Year First Elected By Stockholders	Principal Occupation	# of Other Public		Committee Membership*				
				Company	Boards	Audit	Compensation	Credit	Finance	Governance
W. Becker	50	2011	President and Chief Executive Officer, SVB Financial Group							

A. Benhamou	62	2005	Chairman and Chief Executive Officer, Benhamou Global Ventures, LLC	1			X	C
S. Clendening	55		President and CEO, Blucora, Inc.	1			X	
F. Dunbar	72	2005	Board Chairman SVB Financial Group; Former Global Vice Chairman, Ernst & Young, LLP		X		X	X
. Friedman	70	2005	Former President, Business Process Outsourcing, Accenture	1			C	X
erly A. Jabal	49		Chief Financial Officer, Weebly, Inc.	1				
y N. Maggioncalda	49	2012	Chief Executive Officer, Coursera Inc.			X	X	

J. Miller	62	2016	Former Under Secretary for Domestic Finance, U.S. Department of Treasury		X		X
D. Mitchell	59	2010	Co-Founder and Managing Director, Scale Venture Partners	1		C	X
F. Robinson	71	2011	Former Deputy Comptroller of the Currency and former Executive Vice President, Washington Mutual Bank	1	C	X	X
K. Staglin	73	2012	Proprietor, Staglin Family Vineyard	1		X	X

\* C denotes committee chairperson; all memberships are as of the date of this Proxy Statement.

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*Board and Corporate Governance Highlights*

*(Based on current Board profile and practices)*

BOARD COMPOSITION

Total of 12 current directors    all independent directors, except for CEO director

Separate Board Chairperson and CEO roles

Independent Board Chairperson

Independent chairpersons and members of all Board committees

Seasoned Board with diverse experience, including innovation economy industries, banking/financial services, global, finance/accounting, risk oversight/management and Government/Regulatory

No director serves on more than one public company board, other than the Company

Policy requiring directors to submit their resignation upon reaching the age of 75

BOARD ACCOUNTABILITY

Annual election of directors

Effective majority voting standard in uncontested director elections (through director resignation policy)

Annual Board and committee evaluations

Regularly-held executive sessions of non-management directors

Robust executive and director equity ownership guidelines

Independent Board evaluation of CEO performance

Independent Board approval of CEO compensation

Ongoing director nominee identification and selection process

Limit on director compensation under equity plan

## DIRECTOR QUALIFICATIONS

Our directors reflect an effective and diverse mix of skills and experience:

## STOCKHOLDER INTERESTS

All independent directors, except for CEO director

Separate Board Chairperson and CEO roles

Active stockholder engagement practices

Annual Say on Pay vote

Stockholders may act by written consent

One single voting class    common stock class

No poison pill

## RISK MANAGEMENT

Board and individual committee oversight of risk

Separate Board Risk Committee focused on enterprise-wide risk management framework

Risk Committee comprised of the chairpersons of the Board and all six Board committees

Risk management guided by Risk Appetite Statement (reviewed on an annual basis by the full Board)

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### ***Auditor Matters***

As a matter of good corporate practice, we are seeking your ratification of KPMG LLP ( **KPMG** ) as our independent registered public accounting firm for the 2018 fiscal year. If our stockholders do not ratify the selection of KPMG, the Audit Committee may reconsider its selection.

For 2017, the total fees for services provided by KPMG were \$8,115,998, of which 80.8% represented audit and audit-related fees. (For more information, see page 56.)

### ***Executive Compensation***

Consistent with our Board's recommendation and our stockholders' preference, we submit an advisory vote to approve our executive compensation (otherwise known as *Say on Pay* ) on an annual basis. Accordingly, we are seeking your approval, on an advisory basis, of the compensation of our Named Executive Officers, as further described in the *Compensation Discussion and Analysis* section of this Proxy Statement.

### ***2017 Named Executive Officers ( NEOs )***

In addition to applicable SEC requirements, the six NEOs for 2017 reflect key areas of Company focus, including our banking business, operational infrastructure, and risk management, as well as financial performance. Their 2017 compensation reflects their individual performance and contributions to the Company's performance, as well as their leadership and increased span of responsibilities in their respective areas.

### ***CD&A Executive Summary***

#### **2017 NEOs**

**GREG BECKER**, *President and Chief Executive Officer*

**DAN BECK**, *Chief Financial Officer*

**MICHAEL DESCHENEAUX**, *President, Silicon Valley Bank (former Chief Financial Officer)*

**JOHN CHINA**, *Head of Technology Banking*



**MICHAEL DREYER**, *Chief Operations Officer*

**LAURA IZURIETA**, *Chief Risk Officer*

For a summary of the highlights of our 2017 executive compensation and key features of our executive compensation governance and practices, please refer to the Executive Summary of the *Compensation Discussion and Analysis* section of this Proxy Statement on page 29.

### ***Important Dates for 2019 Annual Meeting***

Stockholder proposals for inclusion in our 2019 proxy statement pursuant to SEC Rule 14a-8 must be received by us by November 8, 2018. Notice of stockholder proposals for the 2019 annual meeting outside of SEC Rule 14a-8 must be received by us no earlier than December 23, 2018 and no later than January 22, 2019.

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## **SUMMARY INFORMATION**

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