

SVB FINANCIAL GROUP
Form 8-K
April 30, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): April 26, 2018

SVB Financial Group
(Exact name of registrant as specified in its charter)

Delaware 000-15637 91-1962278
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification No.)
3003 Tasman Drive, Santa Clara, CA 95054-1191
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: (408) 654-7400

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.142-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On April 26, 2018, SVB Financial Group (the “Company”) held its 2018 Annual Meeting of Stockholders (the “2018 Annual Meeting”). At the 2018 Annual Meeting, the stockholders of the Company (i) elected the Company’s directors for the ensuing year, (ii) ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm and (iii) approved, on an advisory basis, the Company’s executive compensation (“Say on Pay”).

Each of the above matters is described in more detail in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities Exchange Commission on March 8, 2018 (the “Proxy Statement”). The voting results were as follows:

Proposal 1: Election of Directors.

The stockholders elected the following individuals to the Company’s Board of Directors:

| | For | Withheld | Broker Non-Votes |
|-------------------------|------------|-----------|------------------|
| Nominee | | | |
| Greg W. Becker | 44,297,173 | 141,076 | 3,368,990 |
| Eric A. Benhamou | 43,371,381 | 1,066,868 | 3,368,990 |
| John S. Clendening | 44,292,484 | 145,765 | 3,368,990 |
| Roger F. Dunbar | 43,352,863 | 1,085,386 | 3,368,990 |
| Joel P. Friedman | 43,395,894 | 1,042,355 | 3,368,990 |
| Kimberly A. Jabal | 44,334,021 | 104,228 | 3,368,990 |
| Jeffrey N. Maggioncalda | 44,325,817 | 112,432 | 3,368,990 |
| Mary J. Miller | 44,336,034 | 102,215 | 3,368,990 |
| Kate D. Mitchell | 44,280,043 | 158,206 | 3,368,990 |
| John F. Robinson | 44,324,274 | 113,975 | 3,368,990 |
| Garen K. Staglin | 44,286,416 | 151,833 | 3,368,990 |

Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm.

The stockholders ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018.

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 47,050,892 | 680,729 | 75,618 | 0 |

Proposal 3: Advisory Vote to Approve Executive Compensation (Say on Pay).

The stockholders approved, on a non-binding, advisory basis, the compensation of the Company’s named executive officers as disclosed in the Proxy Statement.

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 42,771,700 | 1,500,134 | 166,415 | 3,368,990 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 30, 2018 SVB FINANCIAL GROUP

By: /s/ GREG BECKER
Name: GREG BECKER
Title: President and Chief Executive Officer