

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 * <u>SVB FINANCIAL GROUP</u>  (Last) (First) (Middle) <u>3003 TASMAN DRIVE</u>  (Street) <u>SANTA CLARA CA 95054</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ACHIEVE LIFE SCIENCES, INC. [ ACHV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/18/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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			

**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					

1. Name and Address of Reporting Person \*  
SVB FINANCIAL GROUP  
 (Last) (First) (Middle)  
3003 TASMAN DRIVE  
 (Street)  
SANTA CLARA CA 95054  
 (City) (State) (Zip)

1. Name and Address of Reporting Person \*  
SVB Innovation Credit Partners VIII, LLC  
 (Last) (First) (Middle)  
2770 SAND HILL ROAD  
 (Street)  
MENLO PARK CA 94025  
 (City) (State) (Zip)

1. Name and Address of Reporting Person \*  
SVB Innovation Credit Fund VIII, L.P.  
 (Last) (First) (Middle)  
2770 SAND HILL ROAD  
 (Street)  
MENLO PARK CA 94025  
 (City) (State) (Zip)

1. Name and Address of Reporting Person *		
<a href="#">SVB Innovation Credit Partners VIII-A, LLC</a>		
(Last)	(First)	(Middle)
2770 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
<a href="#">Innovation Credit Fund VIII-A, L.P.</a>		
(Last)	(First)	(Middle)
2770 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		

**Explanation of Responses:**

**Remarks:**

This Form 4 is being filed by SVB Financial Group ("SVB Financial"), SVB Innovation Credit Fund VIII, L.P. ("Fund VIII"), SVB Innovation Credit Partners VIII, LLC ("Fund VIII GP" and, together with Fund VIII, the "Fund VIII Entities"), Innovation Credit Fund VIII-A, L.P. ("Fund VIII-A") and SVB Innovation Credit Partners VIII-A, LLC ("Fund VIII-A GP" and, together with Fund VIII-A, the "Fund VIII-A Entities"). SVB Financial, the Fund VIII Entities and the Fund VIII-A Entities are referred to herein, collectively, as the "Reporting Persons". The Reporting Persons are no longer ten percent owners as a result of the Issuer's issuance of 8,186,282 shares of common stock as reported in the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 18, 2022. As a result, the Reporting Persons no longer are greater than ten percent beneficial owners of the Issuer's common stock and thus are no longer subject to Section 16.

<a href="#">/s/ Karen Hon, Chief Accounting Officer, SVB Financial Group</a>	<a href="#">11/22/2022</a>
<a href="#">/s/ Andrew Olson, Chief Financial Officer of SVB Innovation Credit Partners VIII, LLC</a>	<a href="#">11/22/2022</a>
<a href="#">/s/ Andrew Olson, Chief Financial Officer of SVB Innovation Credit Partners VIII, LLC, general partner of SVB Innovation Credit Fund VIII, L.P.</a>	<a href="#">11/22/2022</a>
<a href="#">/s/ Andrew Olson, Chief Financial Officer of SVB Innovation Credit Partners VIII-A, LLC</a>	<a href="#">11/22/2022</a>
<a href="#">/s/ Andrew Olson, Chief Financial Officer of SVB Innovation Credit Partners VIII-A, LLC, general partner of Innovation Credit Fund VIII-A, L.P.</a>	<a href="#">11/22/2022</a>

\*\* 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.