

BofI Holding, Inc.  
Form 8-K  
August 09, 2006

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**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): August 3, 2006

**B of I HOLDING, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**000-51201**  
(Commission File Number)

**33-0867444**  
(IRS Employer Identification  
Number)

**12777 High Bluff Drive, Suite 100, San Diego, CA**  
(Address of principal executive offices)

**92130**  
(Zip Code)

Registrant's telephone number, including area code: (858) 350-6200

**Not Applicable**

(Former name or former address, if changed since last report.)

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
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

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.. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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**Item 1.02. Termination of a Material Definitive Agreement**

On August 3, 2006, Terry M. Harris, Chief Credit Officer for Bank of Internet USA, the Company's subsidiary, delivered his resignation effective August 8, 2006, for family and personal reasons. As a result of his resignation, Mr. Harris's Employment Agreement dated December 7, 2005 and filed with the SEC on December 8, 2005 has terminated.

The Bank engaged Mr. Harris under a separate consulting agreement paying him \$75,000 for five months.

**Item 2.02. Results of Operations and Financial Condition.**

Quarter End/Year End Earnings Release

**Item 9.01. Financial Statements Pro Forma Financial Information and Exhibits.**

(c) Exhibits

Press Release of BofI Holding, Inc. dated August 9, 2006.

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.

B of I HOLDING, INC.

Date: August 9, 2006

By: /s/ Gary Lewis Evans  
Gary Lewis Evans  
President and Chief Executive Officer