

BofI Holding, Inc.  
Form 8-K  
November 14, 2012

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): November 8, 2012

BofI HOLDING, INC.  
(Exact name of registrant as specified in its charter)

|   |                                       |   |
|---|---------------------------------------|---|
| Delaware<br>(State or other jurisdiction of<br>incorporation) | 000-51201<br>(Commission File Number) | 33-0867444<br>(IRS Employer Identification<br>Number) |
|---|---------------------------------------|---|

|   |                     |
|---|---------------------|
| 4350 La Jolla Village Drive, Suite 140, San Diego, CA<br>(Address of principal executive offices) | 92122<br>(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

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

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

BofI Holding, Inc., (the “Registrant”) parent of BofI Federal Bank (together, the “Company”) held its annual meeting of shareholders on November 8, 2012. Proxy statements were sent to all of the Company's common stockholders of record as of September 10, 2012. Set forth below are the voting results for each of the matters submitted to a vote of the shareholders.

The first proposal was the election of the following three directors: Jerry F. Englert, Gregory Garrabrants, and Paul Grinberg. All three directors were elected with the following votes tabulated:

|                     | For       | Withheld  | Non-Votes |
|---------------------|-----------|-----------|-----------|
| Jerry F. Englert    | 5,575,362 | 2,034,025 | 2,676,785 |
| Gregory Garrabrants | 7,369,989 | 239,398   | 2,676,785 |
| Paul Grinberg       | 7,258,330 | 351,057   | 2,676,785 |

The second proposal was an advisory vote to ratify the selection of Crowe Horwath LLP to audit the Company's financial statements for fiscal year 2013:

| For        | Against | Abstain | Non-Votes |
|------------|---------|---------|-----------|
| 10,261,745 | 12,322  | 12,105  | 0         |

SIGNATURE

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.

BofI Holding, Inc.

By: /s/ Andrew J. Micheletti  
Andrew J. Micheletti  
EVP and Chief Financial Officer

Date: November 14, 2012