BofI Holding, Inc. Form 4 August 28, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31,

Expires: 2005

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(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person \* Ratinoff Edward James

> (First) (Middle)

> > (Zip)

12777 HIGH BLUFF DRIVE, SUITE 100

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

BofI Holding, Inc. [BOFI]

3. Date of Earliest Transaction (Month/Day/Year) 08/26/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_X\_\_ Director 10% Owner Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SAN DIEGO, CA 92130

		Tunio I Tion Berlium to Securities frequired, Suspense of Senerician, Since							
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Internal 2 agr 1 car)	any	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(A)		Reported Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock (1)	08/26/2013		M	400	A	\$ 65.41	8,085	D	
Common Stock (1)	08/26/2013		F	140 (2)	D	\$ 65.41	7,945	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: Bofl Holding, Inc. - Form 4

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title Derivat Securit (Instr. 2	tive Convers y or Exerc	sion (Month/Day/Year) sise ve	oate 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	Derionof  Derionof  Security  Acq  (A)  Disp  of (I	osed D) r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. :
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restri Stock Units	<u>(3)</u>	08/26/2013	1	M		400	<u>(4)</u>	<u>(4)</u>	Common Stock	400	\$ (

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Ratinoff Edward James 12777 HIGH BLUFF DRIVE, SUITE 100 SAN DIEGO, CA 92130	X					

## **Signatures**

By: Andrew J Micheletti For: Edward J
Ratinoff
08/28/2013

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* 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).
- Represents shares of Common Stock issued on August 26, 2013 following the vesting of Restricted Stock Units (RSU's) which vest one-third each year. The RSU's were previously granted to the reporting person under the BofI Holding, Inc. 2004 Stock Incentive Plan in connection with the reporting person's service as a member of the Board of Directors.
- (2) Represents shares of Common Stock retained by BofI Holding, Inc. for tax witholding purposes in connection with the net-settlement on the issuance of shares of Common Stock in respect to the vested RSU's.
- The RSU's were granted to the reporting person under the BofI Holding, Inc. 2004 Stock Incentive Plan in connection with the reporting person's service as a member of the Board of Directors. Each RSU represents a contingent right to receive one share of BofI Holding, Inc. Common Stock. The RSU's are accompanied by dividend equivalent rights.
- (4) The RSU's vest over three years, one-third on each anniversary date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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