

BofI Holding, Inc.
Form 8-K
November 10, 2005

**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 9, 2005

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)
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12777 High Bluff Drive, #100, San Diego, CA (Address of principal executive offices)	92130 (Zip Code)
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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
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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Item 1.01

Entry into a Material Definitive Agreement

This is a modification of the employment contract for Patrick Dunn. On November 9, 2005, the Registrant amended the employment contract for Patrick Dunn. Mr. Dunn has relocated to Denver, Colorado and will continue as Multifamily Chief Credit Officer. His base compensation was reduced and production compensation increased.

Item 9.01.

Financial Statements and Exhibits.

(c)

Exhibits.

(1) Amended and Restated Employment Agreement Patrick Dunn

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: November 10, 2005

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