

BofI Holding, Inc.  
Form 8-K  
November 25, 2009

**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 25, 2009**

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

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**Item 7.01 Regulation FD Disclosure.**

On November 25, 2009, BofI Holding, Inc. ( BofI or the Company ), parent company of Bank of Internet USA, issued a press release announcing it has filed a shelf registration statement on Form S-3 with the Securities and Exchange Commission. When declared effective by the SEC, the shelf registration statement will allow the Company to raise capital from time to time, up to an aggregate of \$125.0 million, through the sale of debt securities, common and preferred stock and warrants. The press release is filed as Exhibit 99.1 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit 99.1 Press Release of BofI Holding, Inc. dated November 25, 2009



**INDEX TO EXHIBITS**

99.1 Press Release of BofI Holding, Inc. dated November 25, 2009.