

BofI Holding, Inc.  
Form 8-K  
March 10, 2011

**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): March 8, 2011

**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

**Item 7.01 Regulation FD Disclosure.**

Bofl Holding, Inc. (the Registrant), parent of Bank of Internet USA, presented a slide show at Sandler O'Neill + Partners, L.P., 2011 West Coast Financial Services Conference in Marina del Rey, California, on Tuesday, March 8, 2011. The slide show may be accessed at our website, <http://www.boflholding.com>. A copy of the information in the slide show is attached below and is incorporated herein by reference.

This Form 8-K and the information attached below shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended (Securities Act), or the Exchange Act, except as expressly set forth by specific reference in such a filing. The furnishing of the information in this report is not intended to, and does not, constitute a determination or admission by the Registrant that the information in this report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of the Registrant or any of its affiliates. The information in the materials is presented as of March 7, 2011, and the Registrant does not assume any obligation to update such information in the future.

**Safe Harbor Statement**

Statements contained in the slide show presentation that state expectations or predictions about the future are forward-looking statements intended to be covered by the safe harbor provisions of the Securities Act and the Exchange Act. The Registrant's actual results could differ materially from those projected in such forward-looking statements. Factors that could affect those results include Risk Factors and the other factors appearing in the documents that the Registrant has filed with the Securities and Exchange Commission.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Presentation

**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.

Bofl HOLDING, INC.

By: /s/ Andrew J. Micheletti  
Andrew J. Micheletti  
Executive Vice President and Chief Financial Officer

Date: March 10, 2011