

BofI Holding, Inc.  
Form 8-K  
November 14, 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): November 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)
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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

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- o 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 1.01 Entry into a Material Definitive Agreement.

On November 8, 2011, BofI Holding, Inc. (the “Company”) completed its sale of 7,000 shares of 6.0% Series B Non-Cumulative Perpetual Convertible Preferred Stock, par value \$0.01 per share, with a liquidation preference of \$1,000 per share (the “Series B Preferred Stock”), for a gross aggregate purchase price of \$7,000,000 in a registered direct public offering. The 7,000 shares are in addition to the sale of 13,182 shares of Series B Preferred Stock that the Company completed on September 7 and October 5, 2011, for a total of 20,182 shares of Series B Preferred Stock sold by the Company to date.

Item 7.01 Regulation FD Disclosure.

The Company, parent of BofI Federal Bank, presented a slide show at the Sandler O'Neill + Partners, L.P., 2011 East Coast Financial Services Conference in Miami, Florida, on Thursday, November 10, 2011, at 2:10 p.m. Eastern time. The slide show may be accessed at the Company's website: <http://www.bofiholding.com>. A copy of the information in the slide show is attached hereto as Exhibit 99.1.

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 Company 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 Company or any of its affiliates. The information in the materials is presented as of November 8, 2011, and the Company 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 Company'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 Company has filed with the Securities and Exchange Commission.

Item 9.01 - Financial Statements and Exhibits

(d) Exhibits

99.1 Presentation of BofI Holding, Inc., dated November 10, 2011.

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.

Date: November 14, 2011

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