

BofI Holding, Inc.
Form 4
August 14, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Grinberg Paul

(Last) (First) (Middle)

C/O ENCORE CAPITAL GROUP
INC., 3111 CAMINO DEL RIO
NORTH, SUITE 1300

(Street)

SAN DIEGO, CA 92108

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BofI Holding, Inc. [BOFI]

3. Date of Earliest Transaction
(Month/Day/Year)
08/12/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock ⁽¹⁾	08/12/2013		M			1,833	A	\$ 65.56	29,835	D	
Common Stock	08/12/2013		F			645	D	\$ 65.56	29,190	D	
Common Stock	08/12/2013		M			10,000	A	\$ 10	39,190	D	
Common Stock	08/12/2013		M			6,900	A	\$ 7.35	46,090	D	
Common Stock	08/12/2013		S			23,800	D	\$ 66.5496	22,290	D	

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(2)

Common Stock 08/12/2013 M 6,900 A \$ 9.5 29,190 D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 7.35	08/12/2013		M	6,900	07/24/2007 07/25/2016	Common Stock	6,
Non-Qualified Stock Option (right to buy)	\$ 9.5	08/12/2013		M	6,900	07/25/2006 07/26/2015	Common Stock	6,
Non-Qualified Stock Option (right to buy)	\$ 10	08/12/2013		M	10,000	06/30/2005 07/01/2014	Common Stock	10,
Restricted Stock Units (3)	(3)	08/12/2013		M	1,833	(4) (4)	Common Stock	1,

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Grinberg Paul
C/O ENCORE CAPITAL GROUP INC.
3111 CAMINO DEL RIO NORTH, SUITE 1300
SAN DIEGO, CA 92108

X

Signatures

By: Andrew J Micheletti For: Paul
Grinberg

08/14/2013

__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 12, 2013 following the vesting of Restricted Stock Units (RSU's) which vest

(1) 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.

This transaction was executed in multiple trades, at prices ranging from \$66.12 to \$67.20. The price reported above reflects the weighted

(2) average sales price. The reporting person hereby undertakes to provide upon request by the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold and the prices at which each transaction was effected.

The RSU's were granted to the reporting person under the BofI Holding, Inc. 2004 Stock Incentive Plan in connection with the reporting

(3) 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.

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