

BofI Holding, Inc.
Form 4
June 12, 2015

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 *
Allrich Theodore C

(Last) (First) (Middle)

4350 LA JOLLA VILLAGE
DRIVE, SUITE 140

(Street)

SAN DIEGO, CA 92122

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/11/2015

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 or (D) Price			
Common Stock	06/11/2015		M	6,900 (1) A \$ 9.5	48,799	D	
Common Stock	06/11/2015		F	2,856 (1) D \$ 99.83	45,943	D	
Common Stock	06/11/2015		M	6,900 (2) A \$ 7.35	52,843	D	
Common Stock	06/11/2015		M	7,500 (3) A \$ 9.2	60,343	D	
Common Stock	06/11/2015		F	2,759 (2) D \$ 99.83	57,584	D	

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Common Stock 06/11/2015 F 3,089⁽³⁾ D \$ 99.83 54,495 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)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 7.35	06/11/2015		M	6,900 ⁽²⁾	07/24/2007 07/25/2016	Common Stock	6,900
Non-Qualified Stock Option (right to buy)	\$ 9.2	06/11/2015		M	7,500 ⁽³⁾	08/22/2006 08/23/2015	Common Stock	7,500
Non-Qualified Stock Option (right to buy)	\$ 9.5	06/11/2015		M	6,900 ⁽¹⁾	07/25/2006 07/26/2015	Common Stock	6,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Allrich Theodore C 4350 LA JOLLA VILLAGE DRIVE SUITE 140 SAN DIEGO, CA 92122	X			

Signatures

By: Andrew J Micheletti For: Theodore C Allrich 06/12/2015

__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).
- (1) Options outstanding of 6,900 were set to imminently expire. The 6,900 options were settled in a cashless transaction with the Company, where the Company withheld 2,856 shares for the exercise price and taxes paid, which resulted in 4,044 shares issued.
- (2) Options outstanding of 6,900 were set to imminently expire. The 6,900 options were settled in a cashless transaction with the Company, where the Company withheld 2,759 shares for the exercise price and taxes paid, which resulted in 4,141 shares issued.
- (3) Options outstanding of 7,500 were set to imminently expire. The 7,500 options were settled in a cashless transaction with the Company, where the Company withheld 3,089 shares for the exercise price and taxes paid, which resulted in 4,411 shares issued.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.