BofI Holding, Inc. Form 4 July 01, 2015

FORM 4

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

Check this box

if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instruction 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(b).

(Last)

(City)

1. Name and Address of Reporting Person * **Garrabrants Gregory**

> (First) (Middle)

4350 LA JOLLA VILLAGE DRIVE, SUITE 140

(Street)

(State)

SAN DIEGO, CA 92122

(Zip)

2. Issuer Name and Ticker or Trading Symbol

BofI Holding, Inc. [BOFI]

3. Date of Earliest Transaction (Month/Day/Year) 06/30/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

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January 31,

2005

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

President & CEO

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

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

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. 4. Securities Acquired (A) Transactioror Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock (1)	06/30/2015		M	52,000	A	\$ 105.71	213,526	D	
Common Stock	06/30/2015		F	28,728 (2)	D	\$ 105.71	184,798	D	
Common Stock							36,000	I	by Trust

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Securities (Instr. 3 and 4)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	<u>(3)</u>	06/30/2015		M	52,000	<u>(4)</u>	<u>(4)</u>	Common Stock	52,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
Troporting O Harris Mano (Taluaro)	Director	10% Owner	Officer	Other		
Garrabrants Gregory 4350 LA JOLLA VILLAGE DRIVE SUITE 140 SAN DIEGO, CA 92122	X		President & CEO			

Signatures

By: Andrew J Micheletti For: Gregory
Garrabrants
07/01/2015

**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).
- Represents shares of Common Stock issued on June 30, 2015 following the vesting of Restricted Stock Units (RSU's) which vest

 (1) one-fourth 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 employment agreement as President and Chief Executive Officer.
- (2) Represents shares of Common Stock retained by BofI Holding, Inc. for tax witholding purposes in connection with the net-settlement on the issuance of shares of Common Stock in respect to the vested RSU's.
- The RSU's were granted to the reporting person under the BofI Holding, Inc. 2004 Stock Incentive Plan in connection with the reporting person's employment agreement as Chief Executive Officer. 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 four years, one-fourth on each fiscal year-end following the 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. 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.

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