

BofI Holding, Inc.
Form 4
August 10, 2016

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 *
Micheletti Andrew J

(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)
08/06/2016

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)
EVP and Chief Financial Office

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock ⁽¹⁾ | 08/08/2016 | | M | 15,004 A \$ 17.94 | 473,488 | D | |
| Common Stock ⁽¹⁾ | 08/08/2016 | | F | 8,266 ⁽²⁾ D \$ 17.94 | 465,222 | D | |
| Common Stock | | | | | 504 | I | 401(k) Plan |

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

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number.

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units ⁽³⁾ | <u>(3)</u> | 08/06/2016 | | M | 15,004 | <u>(4)</u> <u>(4)</u> | Common Stock | 15,004 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Micheletti Andrew J 4350 LA JOLLA VILLAGE DRIVE SUITE 140 SAN DIEGO, CA 92122 | | | EVP and Chief Financial Office | |

Signatures

By: Gregory Garrabrants For: Andrew J Micheletti
08/10/2016

__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 8, 2016 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 Bofl Holding, Inc. 2004 Stock Incentive Plan in connection with the reporting person's employment agreement as Chief Financial Officer.
 - (2) Represents shares of Common Stock retained by Bofl Holding, Inc. for tax withholding 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 Bofl Holding, Inc. 2004 Stock Incentive Plan in connection with the reporting
 - (3) person's employment agreement as Chief Financial Officer. Each RSU represents a contingent right to receive one share of Bofl 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. 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.