BofI Holding, Inc. Form 4 July 12, 2017

FORM 4

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

Washington, D.C. 20549
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Walsh Derrick			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	BofI Holding, Inc. [BOFI] 3. Date of Earliest Transaction	(Check all applicable)			
4350 LA JOLLA VILLAGE DRIVE, SUITE 140 (Street)			(Month/Day/Year) 07/11/2017	Director 10% Owner X Officer (give title Other (specibelow) below) SVP, Chief Accounting Officer			
			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SAN DIEGO, CA 92122				Form filed by More than One Reportin			

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock (1)	07/11/2017		M	953	A	\$ 23.86	4,641	D		
Common Stock							744	Ι	401(k) Plan	

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)

Deri Secu	itle of evative urity tr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. 5
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Sto	stricted ck its ⁽²⁾	\$ 0 (2)	07/11/2017	M	953	(3)	(3)	Common Stock	953	\$ (

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Walsh Derrick

 $4350\,\mathrm{LA}$ JOLLA VILLAGE DRIVE

SUITE 140

SAN DIEGO, CA 92122

SVP, Chief Accounting Officer

Signatures

By: Andrew J Micheletti For: Derrick Walsh

07/12/2017

**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) Represents shares of Common Stock issued on July 11, 2017 following the vesting of Restricted Stock Units (RSUs) which vest one-third each year. The RSUs were previously granted to the reporting person under the BofI Holding, Inc. 2004 and 2014 Stock Incentive Plans.
- (2) The RSUs were granted to the reporting person under the BofI Holding, Inc. 2004 and 2014 Stock Incentive Plans. Each RSU represents a contingent right to receive one share of BofI Holding, Inc. Common Stock. The RSUs are accompanied by dividend equivalent rights.
- (3) The RSUs 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.

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