#### **COURT JAMES JOHN**

Form 4

August 29, 2017

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

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

may continue.

See Instruction

Check this box

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)

1. Name and Address of Reporting Person \* **COURT JAMES JOHN** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

BofI Holding, Inc. [BOFI]

(Check all applicable)

4350 LA JOLLA VILLAGE

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

08/26/2017

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

DRIVE, SUITE 140

(First)

(Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

SAN DIEGO, CA 92122

(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 (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	cution Date, if Transaction(A) or Disposed of (D) Securities Code (Instr. 3, 4 and 5) Beneficial Owned Following Reported Transaction Tran		Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock (1)	08/26/2017		M	2,667	A	\$ 26.25	38,066	D	
Common Stock (1)	08/26/2017		F	1,410 (2)	D	\$ 26.25	36,656	D	
Common Stock (3)							1,200	I	by Spouse

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. Transacti Code (Instr. 8)	Transaction Derivative Code Securities		ive Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (4)	<u>(4)</u>	08/26/2017		M	2,667	<u>(5)</u>	<u>(5)</u>	Common Stock	2,667	9

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
COURT JAMES JOHN 4350 LA JOLLA VILLAGE DRIVE SUITE 140 SAN DIEGO, CA 92122	X					

## **Signatures**

By: Andrew J Micheletti For: James J

Court 08/29/2017

\*\*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 August 26, 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. 2014 Stock Incentive Plan.
- (2) Represents shares of Common Stock retained by BofI 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 RSUs.
- (3) IRA account for Susan M Court
  - The RSUs were granted to the reporting person under the BofI Holding, Inc. 2014 Stock Incentive Plan in connection with the reporting
- (4) 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 RSUs are accompanied by dividend equivalent rights.
- (5) 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.

Reporting Owners 2

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