Micheletti Andrew J 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 APPROVAL** OMB 3235-0287

Number:

Expires:

January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Micheletti Andrew J			2. Issuer Name <b>and</b> Ticker or Trading Symbol BofI Holding, Inc. [BOFI]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
4350 LA JOLLA VILLAGE DRIVE, SUITE 140			(Month/Day/Year) 08/26/2017	Director 10% OwnerX Officer (give title Other (specify below)  EVP, Chief Financial Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SAN DIEGO, CA 92122			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative :	Securi	ities Acqu	uired, Disposed of	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)	Code (Instr. 8)	4. Securit or(A) or Dia (Instr. 3, 4	sposed 4 and 5 (A) or	l of (D)	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 Beneficial Ownership (Instr. 4)
Common Stock (1)	08/26/2017		Code V M	Amount 15,000	(D)	Price \$ 26.25	500,376	D	
Common Stock (1)	08/26/2017		F	8,287 (2)	D	\$ 26.25	492,089	D	
Common Stock (3)	08/28/2017		M	15,000	A	\$ 26.55	507,089	D	
Common Stock (3)	08/28/2017		F	8,287 (2)	D	\$ 26.55	498,802	D	
Common Stock							876	I	401(k) Plan

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

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SEC 1474 (9-02)

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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. Transacti Code (Instr. 8)	5. Number of ctionDerivative Securities 8) 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)		3 (
				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		15,000	<u>(5)</u>	<u>(5)</u>	Common Stock	15,000	
Restricted Stock Units (4)	<u>(4)</u>	08/28/2017		M		15,000	<u>(5)</u>	<u>(5)</u>	Common Stock	15,000	

# **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, Chief Financial Officer

### **Signatures**

By: Gregory Garrabrants For: Andrew J
Micheletti
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).
- 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 in connection with the reporting person's employment agreement as Chief Financial Officer.

**(2)** 

Reporting Owners 2

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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.

- Represents shares of Common Stock issued on August 28, 2017 following the vesting of RSUs which vest one-third each year. The RSUs (3) 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 Chief Financial Officer.
- The RSUs were granted to the reporting person under the BofI Holding, Inc. 2004 and 2014 Stock Incentive Plans in connection with the reporting person's employment agreement as Chief Financial Officer. 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. 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.