Walsh Derrick Form 4 December 19, 2017

FORM 4

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

OMB 3235-0287

OMB APPROVAL

Number: January 31, Expires:

2005

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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 * Walsh Derrick	2. Issuer Name and Ticker or Trading Symbol BofI Holding, Inc. [BOFI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 4350 LA JOLLA VILLAGE DRIVE, SUITE 140	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2017	Director 10% Owner X Officer (give title Other (specification) below) SVP, Chief Accounting Officer			
(Street) SAN DIEGO, CA 92122	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 Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	rities 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)	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 Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock (1)	12/15/2017		M	799	A	\$ 28.17	6,820	D	
Common Stock (1)	12/15/2017		F	300 (2)	D	\$ 28.17	6,520	D	
Common Stock							744	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. Transact: Code (Instr. 8)	5. Numb orDerivative Securities Acquired or Disposition (D) (Instr. 3, and 5)	ve es d (A) osed of	6. Date Exercisable and 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 (3)	\$ 0 (3)	12/15/2017		M		799	<u>(4)</u>	<u>(4)</u>	Common Stock	799
Restricted Stock Units (5)	\$ 0 (6)	12/19/2017		A	2,612		<u>(4)</u>	<u>(4)</u>	Common Stock	2,612

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Walsh Derrick 4350 LA JOLLA VILLAGE DRIVE SUITE 140 SAN DIEGO, CA 92122

SVP, Chief Accounting Officer

Sec (In

Signatures

By: Andrew J Micheletti For: Derrick Walsh

**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 December 15, 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) The RSUs were granted to the reporting person under the BofI Holding, Inc. 2014 Stock Incentive Plan. Each RSU represents a contingent right to receive one share of BofI Holding, Inc. Common Stock. The RSUs are accompanied by dividend equivalent rights.
- (4) The RSUs vest over three years, one-third on each anniversary date of grant.

Reporting Owners 2

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- (5) Grant to the reporting person on December 19, 2017 of restricted stock units ("RSUs") under the BofI Holding, Inc. 2014 Stock Incentive
- (6) Each RSU represents a contingent right to receive one share of BofI Holding, Inc. Common Stock. The RSUs are accompanied by dividend equivalent rights.

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.