

Ratinoff Edward James  
Form 4  
August 27, 2018

**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 \*  
Ratinoff Edward James

(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)  
08/24/2018

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)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock <sup>(1)</sup>	08/24/2018		M	2,667 A \$ 37.87	33,593	D	
Common Stock <sup>(1)</sup>	08/24/2018		F	1,341 <sup>(2)</sup> D \$ 37.87	32,252	D	
Common Stock <sup>(1)</sup>	08/26/2018		M	2,667 A \$ 37.87	34,919	D	
Common Stock <sup>(1)</sup>	08/26/2018		F	1,341 <sup>(2)</sup> D \$ 37.87	33,578	D	

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



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- (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.

The RSUs were granted to the reporting person under the BofI Holding, Inc. 2014 Stock Incentive Plan in connection with the reporting

- (3) 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.

- (4) 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.

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