

BofI Holding, Inc.  
Form S-1MEF  
March 15, 2005

As filed with the Securities and Exchange Commission on March 15, 2004

Registration No. 333-

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**FORM S-1**

**REGISTRATION STATEMENT**  
**UNDER THE SECURITIES ACT OF 1933**

**Bofl Holding, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**6035**

**33-0867444**

(State or other jurisdiction of  
incorporation or organization)

(Primary Standard Industrial  
Classification Code Number)

(I.R.S. Employer  
Identification No.)

**Bofl Holding, Inc.**  
**12220 El Camino Real, Suite 220**  
**San Diego, CA 92130**  
**(858) 350-6200**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Gary Lewis Evans**  
**President and Chief Executive Officer**  
**Bofl Holding, Inc.**  
**12220 El Camino Real, Suite 220**  
**San Diego, CA 92130**  
**(858) 350-6200**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Allen Z. Sussman, Esq.**  
**Charles C. Kim, Esq.**  
**Morrison & Foerster LLP**  
**555 West Fifth Street**  
**Los Angeles, CA 90013-1024**  
**(213) 892-5200**

**Ellen R. Marshall, Esq.**  
**Ivan A. Gaviria, Esq.**  
**Manatt, Phelps & Phillips, LLP**  
**695 Town Center Drive, 14th Floor**  
**Costa Mesa, CA 92626**  
**(714) 371-2500**

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-121329

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. "

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share (1)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee</b>
Common stock, par value \$0.01 per share	922,500	\$11.50	\$10,608,750	\$1,248.65

(1) Based on the initial public offering price.

(2) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(o) under the Securities Act of 1933.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This Registration Statement is being filed with respect to the common stock, par value \$0.01 per share, of Bofl Holding, Inc., a Delaware corporation (the Registrant ), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-1 (File No. 333-121329) initially filed by the Registrant with the Securities and Exchange Commission (the Commission ) on December 16, 2004 and amended on January 26, 2005, February 24, 2005 and March 11, 2005, which was declared effective by the Commission on March 14, 2005, are incorporated into this Registration Statement by reference.

The Registrant hereby certifies to the Commission that it (i) has instructed its bank to transmit to the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission s account at Mellon Bank as soon as practicable (but no later than the close of business on March 16, 2005), (ii) will not revoke such instructions, (iii) has sufficient funds in the relevant account to cover the amount of such filing fee and (iv) will confirm receipt of such instructions by its bank during the bank s regular business hours no later than March 16, 2005.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

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**Signatures**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California on the 15th day of March 2005.

BOFI HOLDING, INC.

By: /s/ GARY LEWIS EVANS  
 Gary Lewis Evans  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ GARY LEWIS EVANS</u>	President, Chief Executive Officer and Director	March 15, 2005
Gary Lewis Evans **	(Principal Executive Officer)	March 15, 2005
<u>Andrew J. Micheletti</u>	Chief Financial Officer	March 15, 2005
Andrew J. Micheletti **	(Principal Financial and Accounting Officer)	March 15, 2005
<u>Jerry Englert</u>	Chairman	March 15, 2005
Jerry Englert **	Vice Chairman	March 15, 2005
<u>Theodore C. Allrich</u>	Director	March 15, 2005
Theodore C. Allrich **	Director	March 15, 2005
<u>Paul Grinberg</u>	Director	March 15, 2005
Paul Grinberg **	Director	March 15, 2005
<u>Robert Eprile</u>	Director	March 15, 2005
Robert Eprile **	Director	March 15, 2005
<u>Thomas J. Pancheri</u>	Director	March 15, 2005
Thomas J. Pancheri **	Director	March 15, 2005
<u>Connie M. Paulus</u>	Director	March 15, 2005
Connie M. Paulus **	Director	March 15, 2005
<u>Gordon L. Witter</u>	Director	

\*\*By: /s/ GARY LEWIS EVANS

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Gary Lewis Evans  
(Attorney-in-fact)

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**Exhibit Index**

<b>Exhibit Number</b>	<b>Document</b>
5.1	Opinion of Morrison & Foerster LLP as to the legality of the common stock.
23.1	Consent of Morrison & Foerster LLP. Reference is made to Exhibit 5.1.
23.2	Consent of Deloitte & Touche LLP, Independent Auditors.
24.1	Powers of Attorney (Previously filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-12139)).