

BofI Holding, Inc.
Form 8-K
December 01, 2005
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 28, 2005

B of I HOLDING, INC.

(Exact name of registrant as specified in its charter)

<i>Delaware</i>	<i>000-51201</i>	<i>33-0867444</i>
<i>(State or other jurisdiction of</i>	<i>(Commission File Number)</i>	<i>(IRS Employer Identification</i>
<i>incorporation)</i>		<i>Number)</i>

<i>12777 High Bluff Drive #100, San Diego, CA</i>	<i>92130</i>
<i>(Address of principal executive offices)</i>	<i>(Zip Code)</i>

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Registrant's telephone number, including area code: (858) 350-6200

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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Item 1.01: Entry into a Material Definitive Agreement

SIGNATURE

Item 1.01 Entry into a Material Definitive Agreement

On November 28, 2005, the Board of Directors of B of I Holding, Inc. (“BOFI”) approved two recommendations of the Compensation Committee with regard to director compensation. Directors J. Gary Burke and Michael A. Chipman were granted non-qualified BOFI stock options to purchase 7,500 shares each at an exercise price of \$8.50 per share under the BofI Holding 2004 Stock Incentive Plan. The options have a term of 10 years from the grant date, vest over three years and the vested portions are exercisable after one year.

The form of the Stock Option Award Agreement used for the grants above was previously filed by BOFI as Exhibit 10.1 to its 8-K filed on July 28, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

B of I HOLDING, INC.

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Date: December 1, 2005 By: /s/ Gary Lewis Evans

Gary Lewis Evans

President and Chief

Executive Officer