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BofI Holding, Inc.						
Form 4						
August 14, 2013		OMB APPROVAL				
FORM 4 UNITED STATE	S SECURITIES AND EXCHANGE (COMMISSION OMB				
	Washington, D.C. 20549	Number: 3235-0287				
Check this box if no longer		Expires: January 31, 2005				
subject to STATEMENT (Section 16. Form 4 or	OF CHANGES IN BENEFICIAL OW SECURITIES	NERSHIP OF Estimated average burden hours per response 0.5				
Form 5 obligations may continue. See Instruction 1(b). 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 <u>*</u> COURT JAMES JOHN	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
	BofI Holding, Inc. [BOFI]					
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)				
12777 HIGH BLUFF DRIVE, SUITE 100	(Month/Day/Year) 08/12/2013	Officer (give titleOther (specify below)Other (specify below)				
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)				
SAN DIEGO, CA 92130		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)	Table I - Non-Derivative Securities Acc	uired, Disposed of, or Beneficially Owned				
(Instr. 3) any	emed 3. 4. Securities Acquired on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) /Day/Year) (Instr. 8) (A)	5. Amount of Securities6. Ownership Form: Direct7. Nature of IndirectBeneficially Owned(D) or Indirect (I)Beneficial OwnershipFollowing Reported(Instr. 4)(Instr. 4)				
	or Code V Amount (D) Price	Transaction(s) (Instr. 3 and 4)				
Common Stock (1) 08/12/2013	M 1,333 A ^{\$} 65.56	5,266 D				
Common Stock (1) 08/12/2013	F 469 (2) D \$ 65.56	4,797 D				
Common Stock (3)		300 I by Spouse				

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. Transactio Code (Instr. 8)	5. Number prof Derivative Securities 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)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (4)	<u>(4)</u>	08/12/2013		М	1,333	(5)	(5)	Common Stock	1,333	\$

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	Officer	Other		
COURT JAMES JOHN 12777 HIGH BLUFF DRIVE, SUITE 100 SAN DIEGO, CA 92130	Х				
Signatures					
By: Andrew J Micheletti For: James J					
Court	08/1	4/2013			
<u>**</u> 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 12, 2013 following the vesting of Restricted Stock Units (RSU's) which vest(1) one-third each year. The RSU's were previously granted to the reporting person under the BofI Holding, Inc. 2004 Stock Incentive Plan in connection with the reporting person's service as a member of the Board of Directors.
- (2) Represents shares of Common Stock retained by BofI Holding, Inc. for tax witholding purposes in connection with the net-settlement on the issuance of shares of Common Stock in respect to the vested RSU's.
- (3) IRA account for Susan M Court

The RSU's were granted to the reporting person under the BofI Holding, Inc. 2004 Stock Incentive Plan in connection with the reporting (4) 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. The RSU's are accompanied by dividend equivalent rights.
- (5) The RSU's 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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