BofI Holding, Inc. Form 4 April 23, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

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).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **COURT JAMES JOHN** Issuer Symbol BofI Holding, Inc. [BOFI] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) _X__ Director 10% Owner Officer (give title __ Other (specify 12777 HIGH BLUFF DRIVE, 04/21/2014 below) SUITE 100 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN DIEGO, CA 92130

(City)	(State)	Table Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	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 action(A) or Disposed of (D) (Instr. 3, 4 and 5) 8)		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)	04/21/2014		M	2,138	A	\$ 85.12	6,230	D	
Common Stock (1)	04/21/2014		F	1,052 (2)	D	\$ 85.12	5,178	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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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. Transactic Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date curities (Month/Day/Year) equired) or sposed of) str. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (4)	<u>(5)</u>	04/21/2014		M	2,138	<u>(5)</u>	<u>(5)</u>	Common Stock	2,138	S

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
COURT JAMES JOHN 12777 HIGH BLUFF DRIVE, SUITE 100 SAN DIEGO, CA 92130	X					

Signatures

By: Andrew J Micheletti For: James J

Court 04/23/2014

> **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 April 21, 2014 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.
- Represents shares of Common Stock retained by BofI Holding, Inc. for tax witholding purposes in connection with the net-settlement on **(2)** 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.

Reporting Owners 2

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