BofI Holding, Inc. Form 4 August 10, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box

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

Common

Stock (1) Common

Stock (1)

08/08/2016

08/08/2016

1(b).

(Print or Type Responses)

See Instruction

1. Name and A Ratinoff Ed	Address of Reporting I ward James	Symbol	r Name and Ticker or Trading olding, Inc. [BOFI]	5. Relationship of Reporting Person(s) to Issuer			
(Last) 4350 LA JC DRIVE, SU	DLLA VILLAGE		f Earliest Transaction Day/Year)	(Check all applicable) _X_ Director 10% Owner Officer (give title below) below)			
	(Street)	4. If Ame	endment, Date Original	6. Individual or Joint/Group Filing(Check			
Filed(Mo SAN DIEGO, CA 92122			nth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tabl	le I - Non-Derivative Securities Ac	equired, 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			

5,336

2,822

(2)

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

M

F

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

34,936

32,114

D

D

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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 of 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 Amou Underlying Secur (Instr. 3 and 4)		Securities	8. Pr Deriv Secu (Instr	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	(3)	08/06/2016		M	5,336	<u>(4)</u>	<u>(4)</u>	Common Stock	5,336	\$

Reporting Owners

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
Ratinoff Edward James 4350 LA JOLLA VILLAGE DRIVE SUITE 140 SAN DIEGO, CA 92122	X				

Signatures

By: Andrew J Micheletti For: Edward J
Ratinoff
08/10/2016

**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).
- (1) Represents shares of Common Stock issued on August 8, 2016 following the vesting of Restricted Stock Units (RSU's) which vest one-third each year. The RSU's were previously granted to the reporting person under the BofI Holding, Inc. 2004 Stock Incentive Plan.
- (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.
- The RSU's were 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. 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.
- (4) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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