### Edgar Filing: Bofl Holding, Inc. - Form 4

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Form 4 August 29, 2016 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB Number: 3235										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB APPROVA Washington, D.C. 20549 OMB Number: 3235										
<b>CORIVI 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB Number:       3235										
Washington, D.C. 20549 Number: 3235	0287									
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations 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	ry 31, 2005 0.5									
<i>See</i> Instruction 1/(a) of the Public Offity Holding Company Act of 1935 of Section 30(h) of the Investment Company Act of 1940 1(b).										
(Print or Type Responses)										
1. Name and Address of Reporting Person * Allrich Theodore C2. Issuer Name and Ticker or Trading Symbol5. Relationship of Reporting Person(s) to Issuer0. Issuer Name and Ticker or Trading Symbol5. Relationship of Reporting Person(s) to Issuer	Issuer									
(Last) (First) (Middle) 3. Date of Earliest Transaction (Check all applicable)										
(Month/Day/Year) X Director 10% Owner	Officer (give title Other (specify									
(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line)										
SAN DIEGO, CA 92122 Form filed by More than One Reporting Person Person										
(City) (State) (Zip) <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owne</b>	b									
(Month/Day/Year) (Instr. 8) (Month/Day/Year) (Instr. 8) Following (Instr. 4) (Instr. 4) Reported										
(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price										
Common Stock (1)         08/26/2016         M         7,333         A $\$$ 22.89         233,955         D										
Common Stock $(1)$ 08/26/2016F $3,879$ (2)D $\$$ 22.89230,076D										

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day,	Date	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	<u>(3)</u>	08/26/2016		М	7,333	<u>(4)</u>	(4)	Common Stock	7,333	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Allrich Theodore C 4350 LA JOLLA VILLAGE DRIVE SUITE 140 SAN DIEGO, CA 92122	Х					
Signatures						
By: Andrew J Micheletti For: Theodo Allrich	re C	08/29/2016				
**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 26, 2016 following the vesting of Restricted Stock Units (RSUs) which vest one-third each year. The RSUs were previously granted to the reporting person under the BofI Holding, Inc. 2014 Stock Incentive Plan.
- (2) Represents shares of Common Stock retained by BofI Holding, Inc. for tax withholding purposes in connection with the net-settlement on the issuance of shares of Common Stock in respect to the vested RSUs.

The RSUs were granted to the reporting person under the BofI Holding, Inc. 2014 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 RSUs are accompanied by dividend equivalent rights.

(4) The RSUs 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.