

COURT JAMES JOHN

Form 4

August 27, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COURT JAMES JOHN

(Last) (First) (Middle)

4350 LA JOLLA VILLAGE  
DRIVE, SUITE 140

(Street)

SAN DIEGO, CA 92122

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

BoFI Holding, Inc. [BOFI]

3. Date of Earliest Transaction  
(Month/Day/Year)

08/24/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock <sup>(1)</sup>	08/24/2018		M		2,667 A \$ 37.87	31,649	D
Common Stock <sup>(1)</sup>	08/24/2018		F		1,341 D \$ 37.87	30,308	D
Common Stock <sup>(1)</sup>	08/26/2018		M		2,667 A \$ 37.87	32,975	D
Common Stock <sup>(1)</sup>	08/26/2018		F		1,341 <sup>(2)</sup> D \$ 37.87	31,634	D
Common Stock <sup>(3)</sup>						1,200	I by Spouse

SEC 1474  
(9-02)

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. Transaction 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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Amount of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price or Amount
Restricted Stock Units <sup>(4)</sup>	<u>(4)</u>	08/24/2018		M		2,667		<u>(5)</u>	<u>(5)</u>	Common Stock	2,667	\$
Restricted Stock Units <sup>(4)</sup>	<u>(4)</u>	08/26/2018		M		2,667		<u>(5)</u>	<u>(5)</u>	Common Stock	2,667	\$

**Reporting Owner Name / Address**

## Director    10% Owner    Officer    Other

COURT JAMES JOHN  
4350 LA JOLLA VILLAGE DRIVE  
SUITE 140  
SAN DIEGO, CA 92122

X

By: Andrew J Micheletti For: James J  
Court

08/27/2018

Signature of Reporting Person

Date \_\_\_\_\_

\* 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 24, 2018 and August 26, 2018 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

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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.
- (3) IRA account for Susan M Court
- (4) 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.
- (5) 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.

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