BofI Holding, Inc. Form 4 December 23, 2015

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**SECURITIES** 

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Last)

Common

Stock (1)

1. Name and Address of Reporting Person \* Walsh Derrick

(Middle)

4350 LA JOLLA VILLAGE

(First)

DRIVE, SUITE 140 (Street)

12/23/2015

SAN DIEGO, CA 92122

2. Issuer Name and Ticker or Trading Symbol

BofI Holding, Inc. [BOFI]

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

12/23/2015

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

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify below)

below) SVP, Chief Accounting Officer

6. Individual or Joint/Group Filing(Check

(D) or

D

Indirect (I)

(Instr. 4)

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

(9-02)

Form: Direct Indirect

Applicable Line)

5. Amount of

Securities

Beneficially

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Amount

Owned Following Reported (A)

Transaction(s) (Instr. 3 and 4) (D) Price

M 473 A 1,305 21.14

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

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

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | onof<br>Derivative | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  | 8. Price<br>Derivat<br>Securit<br>(Instr. 5 |
|---|---|---|---|--|--------------------|--|--------------------|---|--|---|
|   |   |   |   | Code V                                 | (A) (D)            | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |
| Restricted<br>Stock<br>Units (2)                    | \$ 0 (2)  | 12/23/2015                              |   | M                                      | 473                | (3)  | (3)                | Common<br>Stock   | 0                                      | \$ 0  |

#### **Reporting Owners**

Relationships Reporting Owner Name / Address

Other Director 10% Owner Officer

Walsh Derrick 4350 LA JOLLA VILLAGE DRIVE SUITE 140 SAN DIEGO, CA 92122

SVP, Chief Accounting Officer

### **Signatures**

By: Andrew J Micheletti For: Derrick 12/23/2015 Walsh

> \*\*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 December 23, 2015 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. 2014 Stock Incentive Plan.
- The RSU's were granted to the reporting person under the BofI Holding, Inc. 2014 Stock Incentive Plan. 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.
- (3) 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.

Reporting Owners 2