

Micheletti Andrew J
 Form 4
 August 24, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Micheletti Andrew J

(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)
 08/24/2017

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)
 EVP, Chief Financial Officer

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 <u>(1)</u>	08/24/2017		M		15,000	A	\$ 26.5
Common Stock <u>(1)</u>	08/24/2017		F		8,272 <u>(2)</u>	D	\$ 26.5
Common Stock							876
						I	401(k) Plan

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

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number.

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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽³⁾	<u>(3)</u>	08/24/2017		M		15,000	<u>(4)</u>	<u>(4)</u>	Common Stock 15,000
Restricted Stock Units ⁽⁵⁾	<u>(6)</u>	08/24/2017		A		45,000	<u>(4)</u>	<u>(4)</u>	Common Stock 45,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Micheletti Andrew J 4350 LA JOLLA VILLAGE DRIVE SUITE 140 SAN DIEGO, CA 92122			EVP, Chief Financial Officer	

Signatures

By: Gregory Garrabrants For: Andrew J Micheletti 08/24/2017

__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 24, 2017 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 in connection with the reporting person's employment agreement as Chief Financial Officer.
 - (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) The RSUs were granted to the reporting person under the BofI Holding, Inc. 2014 Stock Incentive Plan in connection with the reporting person's employment agreement as Chief Financial Officer. 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.

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- (5) Grant to the reporting person on August 24, 2017, of restricted stock units ("RSUs") under the BofI Holding, Inc. 2014 stock incentive plan in connection with the reporting person's employment contract as Chief Financial Officer.
- (6) Each RSU represents a contingent right to receive one share of BofI Holding, Inc. Common Stock. The RSUs are accompanied by dividend equivalent rights.

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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