## Edgar Filing: Garrabrants Gregory - Form 4

Garrabrants Form 4	<b>C .</b>										
September 0 FORN						NGE C	OMMISSION	OMB APPROVAL OMB 3235-028 Number:			
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont See Instri 1(b).	ger 16. 16. 16. 16. 16. 16. 17. 17. 10. 10. 10. 10. 10. 10. 10. 10	Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940						Expires:January 31, 2005Estimated average burden hours per response0.5			
(Print or Type I	Responses)										
Garrabrants Gregory Sy			Symbol	r Name <b>and</b> olding, Ind			ıg	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 12777 HIGH BLUFF DRIVE, SUITE 100			3. Date of Earliest Transaction (Month/Day/Year) 09/04/2012					X Director 10% Owner X Officer (give title Other (specify below) below) President & CEO			
				nendment, Date Original onth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>			
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deer Executio any (Month/I			1					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock (1)	09/04/2012			М	20,750	А	\$ 14.41	230,992	D		
Common Stock (1)	09/04/2012			F	5,894 (2)	D	\$ 23.68	225,098	D		

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. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. l De Sec (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	<u>(3)</u>	09/04/2012		М		20,750	<u>(4)</u>	<u>(4)</u>	Common Stock	20,750	

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Garrabrants Gregory 12777 HIGH BLUFF DRIVE, SUITE 100 SAN DIEGO, CA 92130	Х		President & CEO				
Signatures							
By: Andrew J Micheletti For: Gregory Garrabrants	09/05/2012						
**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 September 4, 2012 following the vesting of Restricted Stock Units (RSU's) which vest
 (1) one-fourth each year. The RSU's were previously granted to the reporting person under the BofI Holding, Inc. 2004 Stock Incentive Plan in connection with the reporting person's employment agreement as President and Chief Executive Officer.

(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(3) person's employment agreement as President and Chief Executive Officer. 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 four years, one-fourth on each anniversary of the 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.