Burke John Gary Form 4 September 13, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

Number: 3235-0287

January 31,

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

obligations

Check this box

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Burke John Gary Issuer Symbol BofI Holding, Inc. [BOFI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify 12777 HIGH BLUFF DRIVE, 09/11/2012 below) SUITE 100 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN DIEGO, CA 92130

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 6. Ownership 7. Nature of 5. Amount of Transaction(A) or Disposed of Security (Month/Day/Year) Execution Date, if Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 09/11/2012(1) \mathbf{C} 490,354 D 15,480 (2) Stock

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

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SEC 1474

(9-02)

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

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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. Transac Code (Instr. 8		Derivative		6. Date Exer Expiration D (Month/Day	ate	7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
6% Series B Non-Cumulative Perpetual Convertible	\$ 16.15	09/11/2012(1)		C			250 (3)	<u>(1)</u>	<u>(1)</u>	Common Stock	15,480

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Burke John Gary 12777 HIGH BLUFF DRIVE, SUITE 100 SAN DIEGO, CA 92130	X						

Signatures

Preferred

By: Andrew J Micheletti For: John Gary
Burke
09/13/2012

**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).
- On August 30, 2012, the trading price of the Common Stock of BofI Holding, Inc. closed at \$23.52, marking the twentieth trading day in the previous 30 trading days that the Common Stock closed above \$20.50, triggering the right of the Company to exercise its mandatory conversion right in accordance with the Certificate of Designations of the Preferred Stock. The Mandatory Conversion Date was set to be September 11, 2012 as announced by the Company on August 31, 2012.
- On the Mandatory Conversion Date, holders of Preferred Stock received 61.92 shares of Common Stock for each share of Preferred Stock (2) converted, reflecting an approximate conversion price of \$16.15 per share based on the initial issuance price of \$1,000 per share of Preferred Stock. Any fractional shares were paid in cash at the rate of \$16.15.
- (3) These shares are held by the Burke Revocable Declaration of Trust, for which the reporting person serves as trustee.

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.

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