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Form 4										
October 23, 2012	2									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								- NT	OMB APPROVAL	
		shington	Number:	3235-0287						
Check this box if no longer								Expires:	January 31, 2005	
subject to Section 16. Form 4 or Form 5			RITIES	Estimated burden hou response	average Jrs per					
obligations may continue. <i>See</i> Instruction 1(b).	Section 17((a) of the I	Public U	Itility Ho	lding Cor		nge Act of 1934, of 1935 or Secti 940			
(Print or Type Respo	nses)									
1. Name and Address of Reporting Person <u>*</u> Englert Jerry F			2. Issuer Name and Ticker or Trading Symbol BofI Holding, Inc. [BOFI]				5. Relationship of Reporting Person(s) to Issuer			
(Lost) (Eirst) (Middle)			3. Date of Earliest Transaction				(Check all applicable)			
(Last) (First) (Middle) 12777 HIGH BLUFF DRIVE, SUITE 100			(Month/Day/Year) 10/12/2012			X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
SAN DIEGO, C	A 92130						Person	whole than one R	epotting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	ansaction Date hth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Amount	(D) Price	(Instr. 3 and 4)			
Reminder: Report or	n a separate line	e for each cla	ass of sec	urities bene	-	-	-	ation of	NEO 1474	
					inforn requir	nation cont red to resp iys a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	· · · · · ·		(Instr. 8)	Securitie Acquired (A) or Disposed of (D) (Instr. 3,	Disposed				
				Code V	' (A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series C Preferred Stock (1)	\$ 30.5	10/12/2012 <u>(1)</u>		Р	50 (2)	(3)	(3)	Common Stock	16,393.4425	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Englert Jerry F 12777 HIGH BLUFF DRIVE, SUITE 100 SAN DIEGO, CA 92130	Х					
Signatures						
By: Andrew J Micheletti For: Jerry F Englert	10)/23/2012				
**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).
- (1) New issue of 6% Series C Non-Cumulative Perpetual Convertible Preferred Stock ("Series C Preferred Stock") which settled on October 15, 2012 under a prospectus supplement dated March 29, 2102.

(2) These shares are held by the Englert Family Trust, for which the reporting person serves as co-trustee.

Each share of Series C Preferred Stock may be converted at any time, at the option of the holder, into 327.86885 shares of Boff Holding,

(3) Inc. common stock subject to anti-dilution and other adjustments. There is no expiration date for the conversion as long as the Series C Preferred Stock is outstanding.

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.