

BofI Holding, Inc.
Form 10-Q/A
March 11, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q/A
Amendment No. 1

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Quarterly Period ended December 31, 2012

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Commission file number: 000-51201
BofI HOLDING, INC.
(Exact name of registrant as specified in its charter)

Delaware 33-0867444
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

4350 La Jolla Village Drive, Suite 140, San Diego, CA 92122
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (858) 350-6200

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website every Interactive Data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes No

The number of shares outstanding of the Registrant's common stock on the last practicable date: 12,827,710 shares of common stock, \$0.01 par value per share, as of February 1, 2013.

EXPLANATORY NOTE

BofI Holding, Inc. (the “Registrant”) is filing this amendment (the “Form 10-Q/A”) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2012 (the “Form 10-Q”), originally filed with the U.S. Securities and Exchange Commission on February 6, 2013, solely to revise Exhibit 32.2 to refer to the correct title of the Principal Financial Officer of the Registrant.

This Form 10-Q/A should be read in conjunction with the original Form 10-Q, which continues to speak as of the date of the Form 10-Q. Except as specifically noted above, this Form 10-Q/A does not modify or update disclosures in the original Form 10-Q. Accordingly, this Form 10-Q/A does not reflect events occurring after the filing of the Form 10-Q or modify or update any related or other disclosures.

ITEM 6. EXHIBITS

Exhibit	Document
4.5	Designations establishing the rights, preferences and privileges of the Certificate of e Series C Preferred Stock (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on October 17, 2012).
10.13	Form of Subscription Agreement, by and between the Company and each purchaser of Series C Preferred Stock (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on October 17, 2012).
31.1	Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to Exhibit 31.1 to the Quarterly Report on Form 10-Q filed on February 6, 2013).
31.2	Chief Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to Exhibit 31.2 to the Quarterly Report on Form 10-Q filed on February 6, 2013).
32.1	Chief Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to Exhibit 32.1 to the Quarterly Report on Form 10-Q filed on February 6, 2013).
32.2	Chief Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*

*Furnished herewith

SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BofI Holding, Inc.

Dated: March 11, 2013

By: /s/ Gregory Garrabrants
Gregory Garrabrants
President and Chief Executive Officer
(Principal Executive Officer)

Dated: March 11, 2013

By: /s/ Michael R. Sisk
Michael R. Sisk Senior Vice President and Chief
Accounting Officer
(Chief Accounting Officer)

Dated: March 11, 2013

By: /s/ Andrew J. Micheletti
Andrew J. Micheletti Executive Vice President and Chief
Financial Officer
(Principal Financial Officer)