

Burke John Gary  
Form 4  
April 25, 2013

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Burke John Gary

(Last) (First) (Middle)

12777 HIGH BLUFF DRIVE,  
SUITE 100

(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Bofi Holding, Inc. [BOFI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/24/2013

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)

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 (D) Price			
Common Stock <sup>(1)</sup>	04/24/2013 <sup>(2)</sup>		C	16,393 <sup>(3)</sup>	A 482,947	D	

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)**

## Edgar Filing: Burke John Gary - Form 4

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)	8. Amount or Number of Shares
Series C Preferred Stock <sup>(1)</sup>	\$ 30.5 <sup>(3)</sup>	04/24/2013 <sup>(2)</sup>		C	50 <u>(3)</u>	<u>(2)</u> <u>(2)</u>	Common Stock	16,393.4425 <u>(3)</u>

## 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

By: Andrew J. Micheletti For: John Gary  
Burke

04/25/2013

        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) These shares are held by the Burke Revocable Declaration of Trust, for which the reporting person serves as trustee.

(2) On April 4, 2013, the trading price of the Common Stock of BofI Holding, Inc. closed at \$35.79, marking the twentieth trading day in the previous 30 trading days that the Common Stock closed above \$35.00, 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 April 24, 2013 as announced by the Company on April 10, 2013.

(3) On the Mandatory Conversion Date, holders of Preferred Stock received 327.86885 shares of Common Stock for each share of Preferred Stock converted, reflecting an approximate conversion price of \$30.50 per share based on the initial issuance price of \$10,000 per share of Preferred Stock. Any fractional shares were paid in cash at the rate of \$38.75.

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.