

Grinberg Paul
Form 4
April 25, 2013

FORM 4

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

OMB APPROVAL

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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 *
Grinberg Paul

(Last) (First) (Middle)

C/O ENCORE CAPITAL GROUP INC., 3111 CAMINO DEL RIO NORTH, SUITE 1300

(Street)

SAN DIEGO, CA 92108

(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)
Common Stock ⁽¹⁾	04/24/2013 ⁽²⁾		C	(A) or (D) A	8,196 ⁽³⁾ 28,002	D	

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

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(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. 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. P	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series C Preferred Stock ⁽¹⁾	\$ 30.5 ⁽³⁾	04/24/2013 ⁽²⁾		C	25 ⁽³⁾	⁽²⁾	⁽²⁾	Common Stock	8,196.7213 ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grinberg Paul C/O ENCORE CAPITAL GROUP INC. 3111 CAMINO DEL RIO NORTH, SUITE 1300 SAN DIEGO, CA 92108		X		

Signatures

By: Andrew J Micheletti For: Paul Grinberg 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 Pg 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.