BofI Holding, Inc. Form 4/A October 27, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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response... 0.5

5 Relationship of Reporting Person(s) to

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

Check this box

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

1(b).

(Print or Type Responses)

1 Name and Address of Reporting Person *

may continue.

See Instruction

Garrabrants Gregory		Symbol	2. Issuer Name and Ticker or Trading Symbol BofI Holding, Inc. [BOFI]				Issuer (Check all applicable)			
(Last) (F 12777 HIGH BLU DRIVE, SUITE #		3. Date of E (Month/Da 11/20/200	y/Year)	nsaction			X Director X Officer (give below)	10%	Owner er (specify	
Fil			4. If Amendment, Date Original Filed(Month/Day/Year) 11/27/2007				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (S	(Zip)	Table	I - Non-De	erivative So	ecuriti	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned	
Security (Mor (Instr. 3)	any	cution Date, if	3. Transactio Code (Instr. 8)	4. Securiti n(A) or Dis (D) (Instr. 3, 4)	posed	of of Price	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock $\underline{(1)}$ 11/2	20/2007		A	83,000	A	0 (2)	83,000	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Lacicisable	ne Dute		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Garrabrants Gregory 12777 HIGH BLUFF DRIVE SUITE #100 SAN DIEGO, CA 92130	X		CEO				

Signatures

Andrew J.
Micheletti

**Signature of Reporting Person

Andrew J.

10/27/2008

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).

Grant to the reporting person on November 20, 2007 of deferred issuance restricted stock units ("RSU's") under the BOFI, Inc. 2004

Stock Incentive Plan in connection with the reporting person's service as CEO. Each RSU represents the right to receive on share of BOFI's common stock. The RSU's are subject to vesting. Amendment corrects vesting, which is one fourth at the end of each of the next four fiscal years, commencing 6/30/2008.

(2) Amendment also corrects Column 4 "Price" to "\$0" because reporting person received grant for no consideration.

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.

Reporting Owners 2