

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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Allrich Theodore C (Last) (First) (Middle) 4350 LA JOLLA VILLAGE DRIVE, SUITE 140 (Street) SAN DIEGO, CA 92122 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Bofi Holding, Inc. [BOFI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">6/11/2015</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	6/11/2015		M		6900.0 <u>(1)</u>	A	\$9.5	48799	D	
Common Stock	6/11/2015		F		2856.0 <u>(1)</u>	D	\$99.83	45943	D	
Common Stock	6/11/2015		M		6900.0 <u>(2)</u>	A	\$7.35	52843	D	
Common Stock	6/11/2015		M		7500.0 <u>(3)</u>	A	\$9.2	60343	D	
Common Stock	6/11/2015		F		2759.0 <u>(2)</u>	D	\$99.83	57584	D	
Common Stock	6/11/2015		F		3089.0 <u>(3)</u>	D	\$99.83	54495	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$7.35	6/11/2015		M		6900.0	<u>(2)</u>	7/24/2007	7/25/2016	Common Stock	6900	\$99.83	0	D	
Non-Qualified Stock Option (right to buy)	\$9.2	6/11/2015		M		7500.0	<u>(3)</u>	8/22/2006	8/23/2015	Common Stock	7500	\$99.83	0	D	
Non-Qualified Stock Option (right to buy)	\$9.5	6/11/2015		M		6900.0	<u>(1)</u>	7/25/2006	7/26/2015	Common Stock	6900	\$99.83	0	D	

Explanation of Responses:

- (1) Options outstanding of 6,900 were set to imminently expire. The 6,900 options were settled in a cashless transaction with the Company, where the Company withheld 2,856 shares for the exercise price and taxes paid, which resulted in 4,044 shares issued.
- (2) Options outstanding of 6,900 were set to imminently expire. The 6,900 options were settled in a cashless transaction with the Company, where the Company withheld 2,759 shares for the exercise price and taxes paid, which resulted in 4,141 shares issued.
- (3) Options outstanding of 7,500 were set to imminently expire. The 7,500 options were settled in a cashless transaction with the Company, where the Company withheld 3,089 shares for the exercise price and taxes paid, which resulted in 4,411 shares issued.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

