Grinberg Paul Form 4 August 21, 2018

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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10% Owner Other (specify

**OMB APPROVAL** 

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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

(Print or Type Responses)

1(b).

See Instruction

1. Name and Address of Reporting Person \* Grinberg Paul

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) (Middle)

(Zip)

BofI Holding, Inc. [BOFI] 3. Date of Earliest Transaction

(Check all applicable)

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

(Street)

(State)

NORTH, SUITE 1300

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

X\_ Director

Officer (give title

Filed(Month/Day/Year)

(Month/Day/Year)

08/17/2018

\_X\_ 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

SAN DIEGO, CA 92108

(City)

		Tubi	CI MON D	ciivative	occui	rics ricq	quired, Disposed of, or Denemenary Owned				
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or D	ispose	d of (D)	Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial			
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership		
		•					Following	(Instr. 4)	(Instr. 4)		
							Reported				
					(A)		Transaction(s)				
					or		(Instr. 3 and 4)				
			Code V	Amount	(D)	Price	, , , , , , , , , , , , , , , , , , , ,				
Common	00/17/2010		M	7.600	٨	\$	04.074	D			
Stock (1)	08/17/2018		M	7,600	Α	37.67	94,874	D			
						00.					
Common	00/17/0010		_	3,822	ъ	\$	01.050	Ъ			
Stock (1)	08/17/2018		F	(2)	D	37 67	91,052	D			
				_							

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

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Code	5. Number ion Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	Date	Underlying Securities (Instr. 3 and 4)		
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	(3)	08/17/2018	M	7,600	<u>(4)</u>	<u>(4)</u>	Common Stock	7,600	•

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	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 08/21/2018

\*\*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) Represents shares of Common Stock issued on August 17, 2018 following the vesting of Restricted Stock Units ("RSUs") which vest one-third each year. The RSUs were previously granted to the reporting person under the BofI Holding, Inc. 2014 Stock Incentive Plan.
- (2) Represents shares of Common Stock retained by BofI Holding, Inc. for tax withholding purposes in connection with the net-settlement on the issuance of shares of Common Stock in respect to the vested RSUs.
- The RSUs were granted to the reporting person under the BofI Holding, Inc. 2014 Stock Incentive Plan in connection with the reporting (3) person's service as a member of the Board of Directors. Each RSU represents a contingent right to receive one share of BofI Holding, Inc. Common Stock. The RSUs are accompanied by dividend equivalent rights.
- (4) The RSUs vest over three years, one-third on each anniversary date of grant.

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.

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