

Burke John Gary
Form SC 13G
February 17, 2009

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No.)

BOFI HOLDING, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

05566U 10 8

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

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Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 05566U 10 8

1) Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (entities only)

J. Gary Burke

2) Check the Appropriate Box if a Member of a Group (See Instructions)

Not a member of a group.

(a) ..

(b) ..

3) SEC Use Only

4) Citizenship or Place of Organization

USA

Number of 5) Sole Voting Power

Shares 519,743

6) Shared Voting Power

Beneficially

Owned by 7) Sole Dispositive Power

Each 519,743

8) Shared Dispositive Power

Reporting

Person

With

9) Aggregate Amount Beneficially Owned by Each Reporting Person

519,743

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ..

11) Percent of Class Represented by Amount in Item 9

6.43%

12) Type of Reporting Person (See Instructions)

IN

ITEM 1. (A) NAME OF ISSUER -
BOFI HOLDING, INC.

(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICE -
12777 High Bluff Drive #100, San Diego, CA 92130

ITEM 2. (A) NAME OF PERSONS FILING -
J. Gary Burke

(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR IF NONE, RESIDENCE -
P.O. Box 226, Rancho Santa Fe, CA 92067

(C) CITIZENSHIP -
USA

(D) TITLE OF CLASS OF SECURITIES -
Common Stock

(E) CUSIP NUMBER -
05566U 10 8

ITEM 3. If this statement is filed pursuant to rule 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) .. An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E).
- (f) .. An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F).
- (g) .. A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G)
- (h) .. A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) .. Group, in accordance with section 240.13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

519,743

(b) Percent of class:

6.43%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

519,743

(ii) Shared power to vote or to direct the vote:

(iii) Sole power to dispose or to direct the disposition of:

519,743

(iv) Shared power to dispose or to direct the disposition of:

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " " .

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

NA

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

NA

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

NA

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NA

ITEM 10. CERTIFICATION.

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Dated: February 13, 2009

By: /s/ Gregory Garrabrants
Name: Gregory Garrabrants
Title: CEO