

BofI Holding, Inc.  
Form POS462B  
March 22, 2005

As filed with the Securities and Exchange Commission on March 22, 2005

Registration No. 333-123318

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

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**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**

**FORM S-1**

**REGISTRATION STATEMENT**  
**UNDER THE SECURITIES ACT OF 1933**

**Bofl Holding, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**6035**

**33-0867444**

(State or other jurisdiction of  
incorporation or organization)

(Primary Standard Industrial  
Classification Code Number)

(I.R.S. Employer  
Identification No.)

**Bofl Holding, Inc.**  
**12220 El Camino Real, Suite 220**  
**San Diego, CA 92130**  
**(858) 350-6200**

(Address, including zip code, and telephone number, including area code, of registrant's principal  
executive offices)

**Gary Lewis Evans**  
**President and Chief Executive Officer**  
**Bofl Holding, Inc.**  
**12220 El Camino Real, Suite 220**  
**San Diego, CA 92130**  
**(858) 350-6200**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Allen Z. Sussman, Esq.**  
**Charles C. Kim, Esq.**  
**Morrison & Foerster LLP**

**Ellen R. Marshall, Esq.**  
**Ivan A. Gaviria, Esq.**  
**Manatt, Phelps & Phillips, LLP**

**555 West Fifth Street  
Los Angeles, CA 90013-1024  
(213) 892-5200**

**695 Town Center Drive, 14th Floor  
Costa Mesa, CA 92626  
(714) 371-2500**

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. "

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#### **CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price(1)</b>	<b>Amount of Registration Fee(2)</b>
Common stock, par value \$0.01 per share	585,000	\$11.50	\$6,727,500	\$791.83

(1) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(a) under the Securities Act of 1933.

(2) Previously paid.

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**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 is being filed solely to deregister 337,500 shares of common stock, par value \$0.01 per share, of BofI Holding, Inc., a Delaware corporation, from the Registration Statement on Form S-1 (File No. 333-123318) filed with the Securities and Exchange Commission on March 15, 2005 pursuant to Rule 462(b) under the Securities Act of 1933, as amended.

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**Signatures**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California on the 22nd day of March 2005.

BOFI HOLDING, INC.

By: /s/ Gary Lewis Evans  
 Gary Lewis Evans  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Gary Lewis Evans</u>	President, Chief Executive Officer and Director (Principal Executive Officer)	March 22, 2005
<u>Gary Lewis Evans **</u>	Chief Financial Officer (Principal Financial and Accounting Officer)	March 22, 2005
<u>Andrew J. Micheletti **</u>	Chairman	March 22, 2005
<u>Jerry Englert **</u>	Vice Chairman	March 22, 2005
<u>Theodore C. Allrich **</u>	Director	March 22, 2005
<u>Paul Grinberg **</u>	Director	March 22, 2005
<u>Robert Eprile **</u>	Director	March 22, 2005
<u>Thomas J. Pancheri **</u>	Director	March 22, 2005
<u>Connie M. Paulus **</u>	Director	March 22, 2005
<u>Gordon L. Witter</u>		March 22, 2005

\*\*By: /s/ Gary Lewis Evans

Gary Lewis Evans  
(Attorney-in-fact)

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**Exhibit Index**

<b>Exhibit Number</b>	<b>Document</b>
5.1*	Opinion of Morrison & Foerster LLP as to the legality of the common stock
23.1*	Consent of Morrison & Foerster LLP. Reference is made to Exhibit 5.1
23.2*	Consent of Deloitte & Touche LLP, Independent Auditors
24.1*	Powers of Attorney (previously filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-121329))

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\*Previously filed.