

Bankrate, Inc.
Form 4/A
May 18, 2015

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, 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. Name and Address of Reporting Person *
Barnhart Steven

(Last) (First) (Middle)

C/O BANKRATE, INC., 11760 US HIGHWAY ONE, SUITE 200

(Street)

NORTH PALM BEACH, FL 33408

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Bankrate, Inc. [RATE]

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2015

4. If Amendment, Date Original Filed (Month/Day/Year)
02/04/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, CFO

6. Individual or Joint/Group Filing (Check Applicable Line)
 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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
Common Stock	02/02/2015		A	V Amount (1) 51,417	(A) or (D) Price \$ 0	162,925 (2)	D
2015 Performance Shares (3)	02/02/2015		A	V Amount (4) 119,973	(A) or (D) Price \$ 0	119,973	D

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

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Remarks:

Form 4 filed on February 4, 2015 indicated an incorrect number of restricted shares in footnote #2 to Table I, Item 5.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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