

Bankrate, Inc.
Form 4
June 24, 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 *
MORSE PETER C

(Last) (First) (Middle)

**C/O BANKRATE, INC., 477
MADISON AVENUE, SUITE 430**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/25/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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 | 03/25/2015 | | J ⁽¹⁾ | V 473,676 A \$ 0 | 3,965,740 ⁽²⁾ | D | |
| Common Stock | 03/25/2015 | | J ⁽³⁾ | V 209,688 A \$ 0 | 4,175,428 ⁽²⁾ | D | |
| Common Stock | 05/11/2015 | | J ⁽⁴⁾ | V 750,000 D \$ 0 | 3,425,428 ⁽²⁾ | D | |
| Common Stock | 06/22/2015 | | P | 25,000 A \$ 10.9237 ⁽⁵⁾ | 3,450,428 ⁽²⁾ | D | |
| Common Stock | 03/25/2015 | | J ⁽¹⁾ | V 473,676 D \$ 0 | 0 | I | 2012 GRAT |

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| | | | | | | | | | |
|--------------|------------|------------------|---|---------|---|------|---------|---|-----------|
| Common Stock | 03/25/2015 | J ⁽³⁾ | V | 209,688 | D | \$ 0 | 66,636 | I | 2014 GRAT |
| Common Stock | 05/11/2015 | J ⁽⁴⁾ | V | 750,000 | A | \$ 0 | 750,000 | I | 2015 GRAT |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MORSE PETER C
C/O BANKRATE, INC.
477 MADISON AVENUE, SUITE 430
NEW YORK, NY 10022

Signatures

/s/ James R. Gilmartin, as attorney-in-fact

06/24/2015

**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) Reflects the distribution of 473,676 shares as an annuity payment from the 2012 grantor retained annuity trust (GRAT) to the reporting person.

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- (2) Includes 12,233 restricted shares.
- (3) Reflects the distribution of 209,688 shares as an annuity payment from the 2014 GRAT to the reporting person.
- (4) The reporting person transferred 750,000 shares to a GRAT.

- These shares of common stock were purchased at prices between \$10.82 and \$10.95. The price reported above reflects the
- (5) weighted-average purchase price. The reporting person will provide upon request to the SEC staff, the Issuer, or any security holder of the Issuer full information regarding the number of shares purchased at each separate price.

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.