

Bankrate, Inc.
Form 4
February 05, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Ross Donaldson M

(Last) (First) (Middle)

C/O BANKRATE, INC., 11760 US HIGHWAY 1 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)
02/03/2014

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)
CEO, Bankrate.com

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 02/03/2014 | | A | (A) or (D) V Amount 32,689 (1) | \$ 0 350,580 (2) | D | |
| 2014 Performance Shares (3) | 02/03/2014 | | A | (A) or (D) V Amount 76,276 (4) | \$ 0 76,276 | D | |
| 2013 Performance Shares | | | | | 45,000 (5) | D | |

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

SEC 1474 (9-02)

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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) | 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 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 |
| Ross Donaldson M C/O BANKRATE, INC. 11760 US HIGHWAY 1 SUITE 200 NORTH PALM BEACH, FL 33408 | | | CEO, Bankrate.com | |

Signatures

/s/ James R. Gilmartin, as attorney-in-fact 02/05/2014

**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) Grant of shares of restricted stock pursuant to the Bankrate, Inc. 2011 Equity Compensation Plan, exempt under Rule 16b-3. One-third of the restricted shares will vest on each of the first, second, and third anniversaries of the date of grant, subject to continued employment through the applicable anniversary and also to full or partial acceleration of vesting in the event of certain terminations of employment or the occurrence of certain terminations of employment following a change in control.
 - (2) Includes 77,689 restricted shares.
 - (3) Grant of performance shares pursuant to the Bankrate, Inc. 2011 Equity Compensation Plan, exempt under Rule 16b-3. The actual number of shares of common stock that will vest will depend on the Company's financial performance in respect of the 2014 and 2015 calendar years and could be as many as one and a half times the number of performance shares initially granted or as few as zero shares. Half of the shares that are earned will vest following the determination of the award value following the end of 2015 and the remaining half will vest on the third anniversary of the grant date, subject to continued employment through the applicable vesting dates. The shares are also subject to full or partial acceleration in the event of certain terminations of employment or the occurrence of certain terminations

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of employment following a change in control.

- (4) Represents the "target" number of shares of common stock. The actual number of shares that will vest could be less than or greater than the target number, depending on the level of performance achieved.

Represents the "target" number of shares of common stock. The actual number of shares of common stock that will vest will depend on the Company's financial performance in respect of the 2013 calendar year and could be as many as twice the number of performance

- (5) shares initially granted or as few as zero shares. The shares will vest, subject to continued employment through the third anniversary of the date of grant and also to full or partial acceleration in the event of certain terminations of employment or the occurrence of a change in control.

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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