

Bankrate, Inc.  
Form 3  
February 04, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|  |   |   |   |   |   |
|--|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â GILMARTIN JAMES R</p> <p>(Last) (First) (Middle)</p> <p>C/O BANKRATE, INC.,Â 11760<br/>US HIGHWAY ONE, SUITE<br/>200</p> <p>(Street)</p> <p>NORTH PALM<br/>BEACH,Â FLÂ 33408</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/02/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Bankrate, Inc. [RATE]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)<br/>SVP, General Counsel</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)     | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--|--|---|--|
| Common Stock                           | 29,458 <sup>(1)</sup>                                    | D   | Â  |
| 2014 Performance Shares <sup>(2)</sup> | 30,354 <sup>(3)</sup>                                    | D   | Â  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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|                             | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) |   |
|-----------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|---|---|
| Stock Option (Right to Buy) | Â (4)            | 06/01/2019      | Common Stock        | 75,000                     | \$ 16.72                     | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| GILMARTIN JAMES R<br>C/O BANKRATE, INC.<br>11760 US HIGHWAY ONE, SUITE 200<br>NORTH PALM BEACH, FL 33408 | Â             | Â         | Â SVP, General Counsel | Â     |

## Signatures

/s/ James R.  
Gilmartin

02/04/2015

Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Includes 26,244 restricted shares.

Performance shares granted pursuant to the Bankrate, Inc. 2011 Equity Compensation Plan on February 3, 2014, 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 of employment following a change in control.

(3) 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.

(4) Granted under the Bankrate, Inc. 2011 Equity Compensation Plan. A portion of the stock option award exercisable for 1/4 of the shares vested on June 1, 2013 and the remainder of the stock option award vests in 36 equal monthly installments, beginning July 1, 2013.

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.