

Bankrate, Inc.
Form 5
January 20, 2015

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
MORSE PETER C

(Last) (First) (Middle)

**C/O BANKRATE, INC., 11760 US
HIGHWAY 1 SUITE 200**

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2014

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

**NORTH PALM
BEACH, FL 33408**

(City) (State) (Zip)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	01/08/2014	Â	J ⁽¹⁾	276,324	A	\$ 0	3,758,505	D	Â
Common Stock	03/05/2014	Â	J ⁽²⁾	276,324	D	\$ 0	3,482,181	D	Â
Common Stock	11/20/2014	Â	G ⁽³⁾	1,175	D	\$ 0	3,481,006	D	Â
Common Stock	11/20/2014	Â	G ⁽³⁾	1,175	D	\$ 0	3,479,831	D	Â

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Common Stock	01/08/2014	Â	J ⁽¹⁾	276,324	D	\$ 0	473,676	I	2012 GRAT
Common Stock	03/05/2014	Â	J ⁽²⁾	276,324	A	\$ 0	276,324	I	2014 GRAT

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

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(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. of
					(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. 11760 US HIGHWAY 1 SUITE 200 NORTH PALM BEACH, FL 33408	Â Â Â Â

Signatures

/s/ James R. Gilmartin, as attorney-in-fact 01/20/2015

__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 276,324 shares as an annuity payment from the 2012 GRAT to the reporting person.

(2) The reporting person transferred 276,324 shares to a grantor retained annuity trust (GRAT).

(3) Each of these reported transactions was a gift to an individual.

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

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