

Bankrate, Inc.  
Form 5  
February 16, 2016

# FORM 5

**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).  
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

1. Name and Address of Reporting Person \*  
**MORSE PETER C**  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2015**

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

**NEW YORK, NY 10022**  
  
(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting  
  
(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 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)
				(A) or (D) Amount Price			
Common Stock	09/04/2015		J <sup>(1)</sup>	800,000 D \$ 0	2,650,428	D	
Common Stock	11/16/2015		G <sup>(2)</sup>	935 D \$ 0	2,649,493	D	
Common Stock	11/16/2015		G <sup>(2)</sup>	935 D \$ 0	2,648,558	D	
Common Stock	09/04/2015		J <sup>(1)</sup>	800,000 A \$ 0	800,000	I	2015 GRAT #2

Common Stock	Â	Â	Â	Â	Â	Â	66,636	I	2014 GRAT
Common Stock	Â	Â	Â	Â	Â	Â	750,000	I	2015 GRAT #1

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

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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. 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. 477 MADISON AVENUE, SUITE 430 NEW YORK, NY 10022	Â	Â	Â	Â

## Signatures

/s/ James R. Gilmartin, as attorney-in-fact  
02/16/2016  
\*\*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) The reporting person transferred 800,000 shares to a grantor retained annuity trust (GRAT).
- (2) 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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