

Bankrate, Inc.  
Form 4/A  
June 12, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Esterow Kenneth S

(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)  
06/09/2015

4. If Amendment, Date Original Filed(Month/Day/Year)  
06/11/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
President, CEO

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	06/09/2015		F	V 963 <sup>(1)</sup> D	\$ 12.19 236,980 <sup>(2)</sup>	D	
2014 Performance Shares					126,400 <sup>(3)</sup>	D	
2015 Performance Shares					159,963 <sup>(4)</sup>	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)

required to respond unless the form displays a currently valid OMB control number.

**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
Esterow Kenneth S C/O BANKRATE, INC. 477 MADISON AVENUE, SUITE 430 NEW YORK, NY 10022			President, CEO	

## Signatures

/s/ James R. Gilmartin, as attorney-in-fact 06/12/2015

\*\*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) Represents shares surrendered by the reporting person to Bankrate, Inc. to satisfy withholding tax obligations due upon vesting of restricted stock previously awarded to the reporting person.
- (2) Includes 174,623 restricted shares.  
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 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.
- (4)

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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 2015 and 2016 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 2016 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.

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.