

Bankrate, Inc.  
Form SC 13D  
July 12, 2017

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

**SCHEDULE 13D**  
**(Rule 13d-101)**  
**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT**  
**TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED**  
**PURSUANT TO RULE 13d-2(a)**  
**Under the Securities Exchange Act of 1934**

**Bankrate, Inc.**

**(Name of issuer)**

**Common Stock, \$0.01 par value**

**(Title of Class of Securities)**

**06647F102**

**(CUSIP number)**

**Mitch Truwit**

Edgar Filing: Bankrate, Inc. - Form SC 13D

**c/o Apax Partners, L.P.**

**601 Lexington Avenue, New York, New York 10022**

**(212) 753-6300**

***COPY TO:***

**Joshua N. Korff, P.C.**

**Leo M. Greenberg, P.C.**

**Kirkland & Ellis LLP**

**601 Lexington Avenue, New York, New York 10022**

**(212) 446-4800**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**July 2, 2017**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

CUSIP No. 06647F102

Page 2 of 20

(1) Names of reporting persons

Ben Holding S.à r.l.

(2) Check the appropriate box if a member of a group (see instructions)

(a)            (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

Luxembourg

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

37,703,694

reporting (9) Sole dispositive power

person

with: 0

(10) Shared dispositive power

37,703,694

(11) Aggregate amount beneficially owned by each reporting person

37,703,694

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

(13) Percent of class represented by amount in Row (11)

42.1%<sup>1</sup>

(14) Type of reporting person (see instructions)

OO

<sup>1</sup> The calculation of the foregoing percentage is based on 89,512,596 shares of common stock outstanding as of April 28, 2017 (as reported in the Company Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 10, 2017).

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SCHEDULE 13D

CUSIP No. 06647F102

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(1) Names of reporting persons

Apax Europe VII GP Co. Ltd

(2) Check the appropriate box if a member of a group (see instructions)

(a)            (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

Guernsey

Number of    (7) Sole voting power

shares

beneficially        0

(8) Shared voting power

owned by

each

37,703,694

reporting    (9) Sole dispositive power

person

with: 0

(10) Shared dispositive power

37,703,694

(11) Aggregate amount beneficially owned by each reporting person

37,703,694

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

(13) Percent of class represented by amount in Row (11)

42.1%<sup>2</sup>

(14) Type of reporting person (see instructions)

OO

<sup>2</sup> The calculation of the foregoing percentage is based on 89,512,596 shares of common stock outstanding as of April 28, 2017 (as reported in the Company Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 10, 2017).

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SCHEDULE 13D

CUSIP No. 06647F102

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(1) Names of reporting persons

Apax Europe VII GP L.P. Inc.

(2) Check the appropriate box if a member of a group (see instructions)

(a)            (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

Guernsey

Number of    (7) Sole voting power

shares

beneficially    0

(8) Shared voting power

owned by

each

37,703,694

reporting    (9) Sole dispositive power

person



with: 0

(10) Shared dispositive power

37,703,694

(11) Aggregate amount beneficially owned by each reporting person

37,703,694

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

(13) Percent of class represented by amount in Row (11)

42.1%<sup>3</sup>

(14) Type of reporting person (see instructions)

OO

<sup>3</sup> The calculation of the foregoing percentage is based on 89,512,596 shares of common stock outstanding as of April 28, 2017 (as reported in the Company Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 10, 2017).

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SCHEDULE 13D

CUSIP No. 06647F102

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(1) Names of reporting persons

Apax Europe VII-1, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a)            (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

England

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

37,703,694

reporting (9) Sole dispositive power

person

with: 0

(10) Shared dispositive power

37,703,694

(11) Aggregate amount beneficially owned by each reporting person

37,703,694

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

(13) Percent of class represented by amount in Row (11)

42.1%<sup>4</sup>

(14) Type of reporting person (see instructions)

OO

<sup>4</sup> The calculation of the foregoing percentage is based on 89,512,596 shares of common stock outstanding as of April 28, 2017 (as reported in the Company Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 10, 2017).

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SCHEDULE 13D

CUSIP No. 06647F102

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(1) Names of reporting persons

Apax Europe VII-A, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a)            (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

England

Number of    (7) Sole voting power

shares

beneficially    0

(8) Shared voting power

owned by

each

37,703,694

reporting    (9) Sole dispositive power

person

with: 0

(10) Shared dispositive power

37,703,694

(11) Aggregate amount beneficially owned by each reporting person

37,703,694

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

(13) Percent of class represented by amount in Row (11)

42.1%<sup>5</sup>

(14) Type of reporting person (see instructions)

OO

<sup>5</sup> The calculation of the foregoing percentage is based on 89,512,596 shares of common stock outstanding as of April 28, 2017 (as reported in the Company Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 10, 2017).

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SCHEDULE 13D

CUSIP No. 06647F102

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(1) Names of reporting persons

Apax Europe VII-B, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a)            (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

England

Number of    (7) Sole voting power

shares

beneficially        0

(8) Shared voting power

owned by

each

37,703,694

reporting    (9) Sole dispositive power

person

with: 0

(10) Shared dispositive power

37,703,694

(11) Aggregate amount beneficially owned by each reporting person

37,703,694

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

(13) Percent of class represented by amount in Row (11)

42.1%<sup>6</sup>

(14) Type of reporting person (see instructions)

OO

<sup>6</sup> The calculation of the foregoing percentage is based on 89,512,596 shares of common stock outstanding as of April 28, 2017 (as reported in the Company Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 10, 2017).

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SCHEDULE 13D

CUSIP No. 06647F102

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(1) Names of reporting persons

Apax Guernsey (Holdco) PCC Limited

(2) Check the appropriate box if a member of a group (see instructions)

(a)            (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

Guernsey

Number of    (7) Sole voting power

shares

beneficially    0

(8) Shared voting power

owned by

each

37,703,694

reporting    (9) Sole dispositive power

person



with: 0

(10) Shared dispositive power

37,703,694

(11) Aggregate amount beneficially owned by each reporting person

37,703,694

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

(13) Percent of class represented by amount in Row (11)

42.1%<sup>7</sup>

(14) Type of reporting person (see instructions)

OO

<sup>7</sup> The calculation of the foregoing percentage is based on 89,512,596 shares of common stock outstanding as of April 28, 2017 (as reported in the Company Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 10, 2017).

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CUSIP No. 06647F102

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(1) Names of reporting persons

Apax US VII, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a)            (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

Cayman Islands

Number of    (7) Sole voting power

shares

beneficially        0

(8) Shared voting power

owned by

each

37,703,694

reporting    (9) Sole dispositive power

person

with: 0

(10) Shared dispositive power

37,703,694

(11) Aggregate amount beneficially owned by each reporting person

37,703,694

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

(13) Percent of class represented by amount in Row (11)

42.1%<sup>8</sup>

(14) Type of reporting person (see instructions)

OO

<sup>8</sup> The calculation of the foregoing percentage is based on 89,512,596 shares of common stock outstanding as of April 28, 2017 (as reported in the Company Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 10, 2017).

SCHEDULE 13D

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(1) Names of reporting persons

Apax US VII GP, L.P.  
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