

Bankrate, Inc.  
Form 4  
March 12, 2014

**FORM 4**

**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).

**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 \*  
Ben Holding S.a.r.l.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1-3 BOULEVARD DE LA FOIRE,  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/10/2014

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

L-1528 LUXEMBOURG,  
  
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 03/10/2014                           |  | S                              |   | 16,100,000  | D  | \$ 18.25<br>(1)                            |
|                                 |                                      |  |                                |   | 37,703,694  | D  | (2) (3)                                    |

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

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SEC 1474  
(9-02)

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

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| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| Ben Holding S.a.r.l.<br>1-3 BOULEVARD DE LA FOIRE<br>L-1528 LUXEMBOURG   |               | X         |         |       |
| Apax Europe VII-1, L.P.<br>THIRD FLOOR ROYAL BANK PLACE<br>1 GLATEGNY ESPLANADE<br>ST. PETER PORT, Y7 GY1 2HJ        |               | X         |         |       |
| Apax Europe VII-A, L.P.<br>THIRD FLOOR ROYAL BANK PLACE<br>1 GLATEGNY ESPLANADE<br>ST. PETER PORT, Y7 GY1 2HJ        |               | X         |         |       |
| Apax Europe VII-B, L.P.<br>THIRD FLOOR ROYAL BANK PLACE<br>1 GLATEGNY ESPLANADE<br>ST. PETER PORT, Y7 GY1 2HJ        |               | X         |         |       |
| Apax Europe VII GP Co. Ltd<br>THIRD FLOOR ROYAL BANK PLACE<br>1 GLATEGNY ESPLANADE<br>ST. PETER PORT, Y7 GY1 2HJ     |               | X         |         |       |
| Apax Europe VII GP L.P. Inc.<br>THIRD FLOOR ROYAL BANK PLACE<br>1 GLATEGNY ESPLANADE<br>ST. PETER PORT, Y7 GY1 2HJ   |               | X         |         |       |
| Apax Guernsey (Holdco) PCC Ltd<br>THIRD FLOOR ROYAL BANK PLACE<br>1 GLATEGNY ESPLANADE<br>ST. PETER PORT, Y7 GY1 2HJ |               | X         |         |       |

Apax US VII, L.P.  
P.O. BOX 908GT  
GEORGETOWN X  
GRAND CAYMAN, E9 KY1-9002

Apax US VII GP, L.P.  
P.O. BOX 908GT  
GEORGETOWN X  
GRAND CAYMAN, E9 KY1-9002

MEGRUE JOHN F  
601 LEXINGTON AVE  
53RD FLOOR X  
NEW YORK, NY 10022

## Signatures

|  |            |
|--|------------|
| /s/ Geoffrey Limpach and Gerard Maitrejean for Ben Holding S.a.r.l.  | 03/12/2014 |
| __Signature of Reporting Person  | Date       |
| /s/ John Megrue for Apax U.S. VII GP, Ltd. general partner of Apax US VII GP, L.P.,<br>general partner of Apax US VII, L.P.                      | 03/12/2014 |
| __Signature of Reporting Person  | Date       |
| /s/ Andrew Guille for Apax Europe VII GP Co. Ltd, general partner of Apax Europe VII GP<br>L.P. Inc., general partner of Apax Europe VII-1, L.P. | 03/12/2014 |
| __Signature of Reporting Person  | Date       |
| /s/ Andrew Guille for Apax Europe VII GP Co. Ltd, general partner of Apax Europe VII GP<br>L.P. Inc., general partner of Apax Europe VII-A, L.P. | 03/12/2014 |
| __Signature of Reporting Person  | Date       |
| /s/ Andrew Guille Apax Europe VII GP Co. Ltd, general partner of Apax Europe VII GP L.P.<br>Inc., general partner of Apax Europe VII-B, L.P.     | 03/12/2014 |
| __Signature of Reporting Person  | Date       |
| /s/ Andrew Guille for Apax Europe VII GP Co. Ltd.  | 03/12/2014 |
| __Signature of Reporting Person  | Date       |
| /s/ Andrew Guille for Apax Europe VII GP L.P., Inc.  | 03/12/2014 |
| __Signature of Reporting Person  | Date       |
| /s/ Andrew Guille for Apax Guernsey (Holdco) PCC Limited   | 03/12/2014 |
| __Signature of Reporting Person  | Date       |
| /s/ John F. Megrue   | 03/12/2014 |
| __Signature of Reporting Person  | Date       |
| /s/ John Megrue for Apax US VII GP, Ltd., general partner of Apax US VII GP, L.P., general<br>partner of Apax US VII, L.P.                       | 03/12/2014 |
| __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 public offering price of \$18.25 net of the underwriters' discount of \$0.6388.

Ben Holding S.a r.l. is owned by Apax US VII, L.P. (holding 7%) and Apax WW Nominees Ltd. (holding 93% as a nominee for Apax Europe VII-A, L.P., Apax Europe VII-B, L.P. and Apax Europe VII-1, L.P.). Apax Europe VII GP L.P. Inc. is the general partner of each of Apax Europe VII-A, L.P., Apax Europe VII-B, L.P. and Apax Europe VII-1, L.P. Apax Europe VII GP Co. Ltd. is the general partner of Apax Europe VII GP L.P. Inc. Apax Europe VII GP Co. Ltd. is a wholly owned subsidiary of Apax Guernsey (Holdco) PCC Limited. (Continued in footnote 3)

Apax US VII GP, L.P. is the general partner of Apax US VII GP, L.P. Apax US VII GP, Ltd. is the general partner of Apax US VII GP, L.P. John F. Megrue owns 100% of the equity interests of Apax US VII GP, Ltd. The Reporting Persons disclaim beneficial ownership of the securities reported on this statement except to the extent of their respective pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, any of the Reporting Persons is the beneficial owner of all such shares of common stock covered by this statement.

### Remarks:

Form 1 of 2

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

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