

Bankrate, Inc.  
Form 3  
February 05, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Grant Jeffrey J		(Month/Day/Year)	Bankrate, Inc. [RATE]	
(Last)	(First)	(Middle)	02/03/2014	
C/O BANKRATE, INC., 11760			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
US HIGHWAY ONE, SUITE				
200			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	
			<input type="checkbox"/> Officer <input type="checkbox"/> Other	6. Individual or Joint/Group Filing(Check Applicable Line)
			(give title below) (specify below)	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			CEO, Insurance	<input type="checkbox"/> Form filed by More than One Reporting Person
NORTH PALM				
BEACH, FL 33408				
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	30,000 <sup>(1)</sup>	D	À
2013 Performance Shares <sup>(2)</sup>	30,000 <sup>(3)</sup>	D	À

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
Stock Option (Right to Buy)	Â (4)	06/16/2018	Common Stock	85,000	\$ 15	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grant Jeffrey J C/O BANKRATE, INC. 11760 US HIGHWAY ONE, SUITE 200 NORTH PALM BEACH, FL 33408	Â	Â	Â CEO, Insurance	Â

## Signatures

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

02/05/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares of restricted stock granted pursuant to the Bankrate, Inc. 2011 Equity Compensation Plan on May 14, 2013, exempt under Rule 16b-3. One-third of the restricted shares will vest on each of the first, second, and third anniversaries of the date of grant, subject to continued employment through such anniversary and also to full or partial acceleration of vesting in the event of certain terminations of employment or the occurrence of a change in control.

(2) Performance shares granted pursuant to the Bankrate, Inc. 2011 Equity Compensation Plan on May 14, 2013, exempt under Rule 16b-3. The actual number of shares of common stock that will vest will depend on the Company's financial performance in respect of the 2013 calendar year and could be as many as twice the number of performance shares initially granted or as few as zero shares. The shares will vest, subject to continued employment through the third anniversary of the date of grant and also to full or partial acceleration in the event of certain terminations of employment or the occurrence of a change in control.

(3) Represents the "target" number of shares of common stock. The actual number of shares that will vest could be less than or greater than the target number, depending on the level of performance achieved.

(4) Granted under the Bankrate, Inc. 2011 Equity Compensation Plan. A portion of the stock option award exercisable for 1/4 of the shares vested on June 16, 2012 and the remainder of the stock option award vests in 36 equal monthly installments, beginning July 16, 2012.

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.