

Bankrate, Inc.  
Form 4  
March 11, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
03/09/2016

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

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. 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	03/09/2016		F	963 <sup>(1)</sup>	D \$ 8.14 212,725	D	
Common Stock	03/09/2016		A <sup>(2)</sup>	76,586	A \$ 0 289,311	D	
Common Stock	03/09/2016		F	14,157 <sup>(3)</sup>	D \$ 8.14 275,154	D	
Common Stock	03/10/2016		A <sup>(4)</sup>	111,331	A \$ 0 386,485	D	
2015 Performance Shares							159,963 <sup>(5)</sup> D



## Edgar Filing: Bankrate, Inc. - Form 4

- (3) Represents shares surrendered by the reporting person to Bankrate, Inc. to satisfy withholding tax obligations due upon vesting of performance shares previously awarded to the reporting person.

- (4) Grant of restricted stock units pursuant to the Bankrate, Inc. 2015 Equity Compensation Plan, exempt under Rule 16b-3. One-third of the grant will vest on each of the first, second, and third anniversaries of the date of grant, subject to continued employment through the applicable anniversary and also to full or partial acceleration of vesting in the event of certain terminations of employment or the occurrence of certain terminations of employment following a change in control.

- (5) 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.