

Bankrate, Inc.
Form 4
March 14, 2017

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 *
Barnhart Steven

(Last) (First) (Middle)

**C/O BANKRATE, INC., 1675
BROADWAY, 22ND FLOOR**

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below) _____ 10% Owner
____ Other (specify below)
SVP, Chief Financial Officer

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/10/2017		F		19,908 (1)	D	
Common Stock	03/12/2017		F		6,645 (2)	D	
Common Stock	03/13/2017		S ⁽³⁾		\$ 5,440 (4)	D	
Common Stock	03/14/2017		S ⁽³⁾		\$ 6,702 (5)	D	

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

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(9-02)

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 Beneficially Owned Following Reporting Transaction (Instr. 6)
				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
Barnhart Steven C/O BANKRATE, INC. 1675 BROADWAY, 22ND FLOOR NEW YORK, NY 10019			SVP, Chief Financial Officer	

Signatures

/s/ James R. Gilmartin, as attorney-in-fact 03/14/2017

__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 units previously awarded to the reporting person.
- (2) 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.
- (3) The transaction was pursuant to a 10b5-1 trading plan.
- (4) These shares of common stock were sold at prices between \$10.15 and \$10.40. The price reported above reflects the weighted-average sale price. The reporting person will provide upon request to the SEC staff, the Issuer, or any security holder of the Issuer full information

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regarding the number of shares sold at each separate price.

- (5) These shares of common stock were sold at prices between \$10.00 and \$10.10. The price reported above reflects the weighted-average sale price. The reporting person will provide upon request to the SEC staff, the Issuer, or any security holder of the Issuer full information regarding the number of shares sold at each separate price.

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.