

Bankrate, Inc.
Form 5
January 20, 2015

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MORSE PETER C

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O BANKRATE, INC., 11760 US HIGHWAY 1 SUITE 200

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

NORTH PALM BEACH, FL 33408

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Price | | | |
| Common Stock | 01/08/2014 | ^ | J ⁽¹⁾ | 276,324 A \$ 0 | 3,758,505 | D | ^ |
| Common Stock | 03/05/2014 | ^ | J ⁽²⁾ | 276,324 D \$ 0 | 3,482,181 | D | ^ |
| Common Stock | 11/20/2014 | ^ | G ⁽³⁾ | 1,175 D \$ 0 | 3,481,006 | D | ^ |
| Common Stock | 11/20/2014 | ^ | G ⁽³⁾ | 1,175 D \$ 0 | 3,479,831 | D | ^ |

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| | | | | | | | | | |
|--------------|------------|---|------------------|---------|---|------|---------|---|-----------|
| Common Stock | 01/08/2014 | Â | J ⁽¹⁾ | 276,324 | D | \$ 0 | 473,676 | I | 2012 GRAT |
| Common Stock | 03/05/2014 | Â | J ⁽²⁾ | 276,324 | A | \$ 0 | 276,324 | I | 2014 GRAT |

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

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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. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MORSE PETER C C/O BANKRATE, INC. 11760 US HIGHWAY 1 SUITE 200 NORTH PALM BEACH, FL 33408 | Â | Â | Â | Â |

Signatures

/s/ James R. Gilmartin, as attorney-in-fact
01/20/2015
**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) Reflects the distribution of 276,324 shares as an annuity payment from the 2012 GRAT to the reporting person.
- (2) The reporting person transferred 276,324 shares to a grantor retained annuity trust (GRAT).
- (3) Each of these reported transactions was a gift to an individual.

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

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