

Bankrate, Inc.
Form 4
June 22, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(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)

03/31/2016

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)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	03/31/2016		J ⁽¹⁾	V	66,636	A	\$ 0	2,715,194	D	
Common Stock	05/18/2016		J ⁽²⁾	V	510,097	A	\$ 0	3,225,291	D	
Common Stock	06/21/2016		A		27,165 ⁽³⁾	A	\$ 0	3,252,456	D	
Common Stock	03/31/2016		J ⁽¹⁾	V	66,636	D	\$ 0	0	I	2014 GRAT
Common Stock	05/18/2016		J ⁽²⁾	V	510,097	D	\$ 0	239,903	I	2015 GRAT #1

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Common Stock	800,000	I	2015 GRAT #2
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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MORSE PETER C
C/O BANKRATE, INC.
477 MADISON AVENUE, SUITE 430
NEW YORK, NY 10022

Signatures

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

06/22/2016

**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 66,636 shares as an annuity payment from the 2014 grantor retained annuity trust ("GRAT") to the reporting person.

(2) Reflects the distribution of 510,097 shares as an annuity payment from the 2015 GRAT #1 to the reporting person.

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Grant of 27,165 restricted stock units ("RSUs") pursuant to the Bankrate, Inc. 2015 Equity Compensation Plan, exempt under Rule 16b-3.

- (3) The RSUs will vest on the first anniversary of the date of grant, subject to continued service through such anniversary and also to full or partial acceleration of vesting in the event of certain terminations of service or the occurrence of 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.

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