

Bankrate, Inc.
Form 4
March 14, 2017

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

SVP, Chief Financial Officer

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)
Common Stock	03/10/2017		F	(A) or (D) 19,908 (1)	\$ 10.4 241,490	D	
Common Stock	03/12/2017		F	(A) or (D) 6,645 (2)	\$ 10.4 234,845	D	
Common Stock	03/13/2017		S(3)	(A) or (D) 5,440	\$ 10.2534 229,405 (4)	D	
Common Stock	03/14/2017		S(3)	(A) or (D) 6,702	\$ 10.0325 222,703 (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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SEC 1474
(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	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.

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