

Bankrate, Inc.
Form 4
March 12, 2014

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 *
Ben Holding S.a.r.l.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

1-3 BOULEVARD DE LA FOIRE,

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2014

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

L-1528 LUXEMBOURG,

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/10/2014		S		16,100,000	D	\$ 18.25
							(1) 37,703,694
							(2) (3)

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)

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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 Repo 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
Ben Holding S.a.r.l. 1-3 BOULEVARD DE LA FOIRE L-1528 LUXEMBOURG		X		
Apax Europe VII-1, L.P. THIRD FLOOR ROYAL BANK PLACE 1 GLATEGNY ESPLANADE ST. PETER PORT, Y7 GY1 2HJ		X		
Apax Europe VII-A, L.P. THIRD FLOOR ROYAL BANK PLACE 1 GLATEGNY ESPLANADE ST. PETER PORT, Y7 GY1 2HJ		X		
Apax Europe VII-B, L.P. THIRD FLOOR ROYAL BANK PLACE 1 GLATEGNY ESPLANADE ST. PETER PORT, Y7 GY1 2HJ		X		
Apax Europe VII GP Co. Ltd THIRD FLOOR ROYAL BANK PLACE 1 GLATEGNY ESPLANADE ST. PETER PORT, Y7 GY1 2HJ		X		
Apax Europe VII GP L.P. Inc. THIRD FLOOR ROYAL BANK PLACE 1 GLATEGNY ESPLANADE ST. PETER PORT, Y7 GY1 2HJ		X		
Apax Guernsey (Holdco) PCC Ltd THIRD FLOOR ROYAL BANK PLACE 1 GLATEGNY ESPLANADE ST. PETER PORT, Y7 GY1 2HJ		X		

Apax US VII, L.P.
P.O. BOX 908GT
GEORGETOWN X
GRAND CAYMAN, E9 KY1-9002

Apax US VII GP, L.P.
P.O. BOX 908GT
GEORGETOWN X
GRAND CAYMAN, E9 KY1-9002

MEGRUE JOHN F
601 LEXINGTON AVE
53RD FLOOR X
NEW YORK, NY 10022

Signatures

/s/ Geoffrey Limpach and Gerard Maitrejean for Ben Holding S.a.r.l.	03/12/2014
__Signature of Reporting Person	Date
/s/ John Megrue for Apax U.S. VII GP, Ltd. general partner of Apax US VII GP, L.P., general partner of Apax US VII, L.P.	03/12/2014
__Signature of Reporting Person	Date
/s/ Andrew Guille for Apax Europe VII GP Co. Ltd, general partner of Apax Europe VII GP L.P. Inc., general partner of Apax Europe VII-1, L.P.	03/12/2014
__Signature of Reporting Person	Date
/s/ Andrew Guille for Apax Europe VII GP Co. Ltd, general partner of Apax Europe VII GP L.P. Inc., general partner of Apax Europe VII-A, L.P.	03/12/2014
__Signature of Reporting Person	Date
/s/ Andrew Guille Apax Europe VII GP Co. Ltd, general partner of Apax Europe VII GP L.P. Inc., general partner of Apax Europe VII-B, L.P.	03/12/2014
__Signature of Reporting Person	Date
/s/ Andrew Guille for Apax Europe VII GP Co. Ltd.	03/12/2014
__Signature of Reporting Person	Date
/s/ Andrew Guille for Apax Europe VII GP L.P., Inc.	03/12/2014
__Signature of Reporting Person	Date
/s/ Andrew Guille for Apax Guernsey (Holdco) PCC Limited	03/12/2014
__Signature of Reporting Person	Date
/s/ John F. Megrue	03/12/2014
__Signature of Reporting Person	Date
/s/ John Megrue for Apax US VII GP, Ltd., general partner of Apax US VII GP, L.P., general partner of Apax US VII, L.P.	03/12/2014
__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 public offering price of \$18.25 net of the underwriters' discount of \$0.6388.

Ben Holding S.a r.l. is owned by Apax US VII, L.P. (holding 7%) and Apax WW Nominees Ltd. (holding 93% as a nominee for Apax Europe VII-A, L.P., Apax Europe VII-B, L.P. and Apax Europe VII-1, L.P.). Apax Europe VII GP L.P. Inc. is the general partner of each of Apax Europe VII-A, L.P., Apax Europe VII-B, L.P. and Apax Europe VII-1, L.P. Apax Europe VII GP Co. Ltd. is the general partner of Apax Europe VII GP L.P. Inc. Apax Europe VII GP Co. Ltd. is a wholly owned subsidiary of Apax Guernsey (Holdco) PCC Limited. (Continued in footnote 3)

Apax US VII GP, L.P. is the general partner of Apax US VII GP, L.P. Apax US VII GP, Ltd. is the general partner of Apax US VII GP, L.P. John F. Megrue owns 100% of the equity interests of Apax US VII GP, Ltd. The Reporting Persons disclaim beneficial ownership of the securities reported on this statement except to the extent of their respective pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, any of the Reporting Persons is the beneficial owner of all such shares of common stock covered by this statement.

Remarks:

Form 1 of 2

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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