Bankrate, Inc. Form 4 March 11, 2016

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

#### OMB APPROVAL

# Check this box if no longer

## Washington, D.C. 20549

Number: 3235-0287

Sypinary 31,

if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
Estimated average burden hours per

Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Esterow Kenneth S	2. Issuer Name <b>and</b> Ticker or Trading Symbol Bankrate, Inc. [RATE]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
	(Month/Day/Year)	Director 10% Owner			
C/O BANKRATE, INC., 477	03/09/2016	Officer (give title Other (speci			
MADISON AVENUE, SUITE 430		below) below) President, CEO			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
NEW YORK, NY 10022		Form filed by More than One Reporting Person			

(City)	(State) (Z	ip) Table l	I - Non-Dei	rivative Secu	ırities	Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Beneficially Form: Owned Direct (D) Following or Indirect	Ownership	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/09/2016		F	963 (1)	D	\$ 8.14	212,725	D	
Common Stock	03/09/2016		A(2)	76,586	A	\$ 0	289,311	D	
Common Stock	03/09/2016		F	14,157 (3)	D	\$ 8.14	275,154	D	
Common Stock	03/10/2016		A(4)	111,331	A	\$0	386,485	D	
2015 Performance Shares							159,963 <u>(5)</u>	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)

> 9. Nu Deriv Secur Bene

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	Date	Title	Number		
				G 1 17	(A) (B)				of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Esterow Kenneth S C/O BANKRATE, INC. 477 MADISON AVENUE, SUITE 430 NEW YORK, NY 10022

President, CEO

### **Signatures**

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

03/11/2016

Date

\*\*Signature of Reporting Person

## **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 previously awarded to the reporting person.

On March 9, 2016, the final performance determination under the 2014 Performance Shares was completed and the reporting person earned 76,586 shares. 50% of this amount vested on March 9, 2016. The remaining 50% will vest on the third anniversary of the grant

date, subject to continued employment through the vesting date. The unvested shares are also subject to full or partial acceleration in the event of certain terminations of employment or the occurrence of certain terminations of employment following a change in control. The unearned portion of the 2014 Performance Share award was forfeited back to the Company. The grant of 2014 Performance Shares was previously reported as a separate row in Table I.

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- (3) Represents shares surrendered by the reporting person to Bankrate, Inc. to satisfy withholding tax obligations due upon vesting of performance shares previously awarded to the reporting person.
- Grant of restricted stock units pursuant to the Bankrate, Inc. 2015 Equity Compensation Plan, exempt under Rule 16b-3. One-third of the grant will vest on each of the first, second, and third anniversaries of the date of grant, subject to continued employment through the applicable anniversary and also to full or partial acceleration of vesting in the event of certain terminations of employment or the occurrence of certain terminations of employment following a change in control.
  - Represents the "target" number of shares of common stock. The actual number of shares of common stock that will vest will depend on the Company's financial performance in respect of the 2015 and 2016 calendar years and could be as many as one and a half times the number of performance shares initially granted or as few as zero shares. Half of the shares that are earned will vest following the
- determination of the award value following the end of 2016 and the remaining half will vest on the third anniversary of the grant date, subject to continued employment through the applicable vesting dates. The shares are also subject to full or partial acceleration in the event of certain terminations of employment or the occurrence of certain terminations of employment following 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. 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.