

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): September 13, 2017

Bankrate, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of Incorporation)

1-35206
(Commission File Number)

65-0423422
(IRS Employer Identification No.)

1675 Broadway, 22nd Floor
New York, New York 10019
(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: **(917) 368-8600**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17-CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On September 13, 2017, Bankrate, Inc. (the “Company”) held a special meeting of stockholders (the “Special Meeting”) to consider certain proposals related to the Agreement and Plan of Merger, dated as of July 2, 2017 (the “Merger Agreement”), by and among the Company, Red Ventures Holdco, LP (“Red Ventures”) and Baton Merger Corp. (“Merger Sub”), which provides, among other things and subject to the terms and conditions set forth therein, that Merger Sub will be merged with and into the Company (the “Merger”), with the Company continuing as the surviving corporation and as a wholly owned subsidiary of Red Ventures.

As of August 14, 2017, the record date for the Special Meeting, there were 89,694,479 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), outstanding, each of which was entitled to one vote for each proposal at the Special Meeting. At the Special Meeting, a total of 81,107,113 shares of Common Stock, representing approximately 90% of the outstanding shares entitled to vote, were present in person or by proxy, constituting a quorum to conduct business.

At the Special Meeting, the following proposals were considered:

- (1) the adoption of the Merger Agreement;
- (2) the approval, on an advisory (non-binding) basis, of certain compensation that may be paid or become payable to the Company’s named executive officers in connection with the Merger; and
- (3) the approval of the adjournment of the Special Meeting, if necessary or appropriate, including to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve the proposal to adopt the Merger Agreement or in the absence of a quorum.

Each of the three proposals was approved by the requisite vote of the Company’s stockholders. The final voting results for each proposal are described below. For more information on each of these proposals, see the Company’s definitive proxy statement filed with the U.S. Securities and Exchange Commission on August 15, 2017.

- 1. Proposal to adopt the Merger Agreement:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
<u>80,684,127</u>	<u>17,280</u>	<u>405,706</u>	<u>N/A</u>

- 2. Proposal to approve, on an advisory (non-binding) basis, certain compensation that may be paid or become payable to the Company’s named executive officers in connection with the Merger:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
<u>53,512,355</u>	<u>27,004,827</u>	<u>589,931</u>	<u>N/A</u>

3. Proposal to approve the adjournment of the Special Meeting, if necessary or appropriate, including to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve the proposal to adopt the Merger Agreement or in the absence of a quorum:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
<u>76,839,625</u>	<u>3,678,557</u>	<u>588,931</u>	<u>N/A</u>

Item 8.01 Other Events.

On September 13, 2017, the Company issued a press release regarding stockholder approval of the Merger Agreement and certain related matters. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release, dated September 13, 2017

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release, dated September 13, 2017

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BANKRATE, INC.

Date: September 14, 2017

By: /s/ James R. Gilmartin
Name: James R. Gilmartin
Title: SVP, General Counsel



BANKRATE STOCKHOLDERS APPROVE MERGER WITH RED VENTURES

New York, New York, September 13, 2017 — Bankrate, Inc. (NYSE: RATE) (“Bankrate”) announced that Bankrate stockholders voted at a special meeting of stockholders held today to adopt the Agreement and Plan of Merger (the “Merger Agreement”) providing for the merger of a wholly owned subsidiary of Red Ventures Holdco, LP (“Red Ventures”) with and into Bankrate, with Bankrate continuing as the surviving corporation and as a wholly owned subsidiary of Red Ventures. Based on a tabulation of the stockholder vote, approximately 99% of all votes cast, which represents approximately 90% of all outstanding shares on August 14, 2017, the record date for the special meeting, were voted in favor of the merger. Bankrate stockholders also approved the proposal to approve, on an advisory (non-binding) basis, certain compensation that may be paid or become payable to the Company’s named executive officers in connection with the merger.

Under the terms of the Merger Agreement, Bankrate stockholders will receive \$14 per share in cash at the closing of the merger. Completion of the merger is subject to customary closing conditions, including the receipt of required regulatory approvals. The merger is expected to be completed by the end of 2017.

About Bankrate

Bankrate (NYSE: RATE) is a leading online publisher, aggregator and distributor of personal finance content. The Company’s vision is to help consumers Maximize Your Money™ when they borrow, save or invest. With this in mind, Bankrate aggregates large scale audiences of in-market consumers by providing them with proprietary, fully researched, comprehensive, independent and objective personal finance and related editorial content across multiple vertical categories, including credit cards, mortgages, deposits, senior care and other categories, such as personal and auto loans retirement and taxes. Bankrate’s flagship sites CreditCards.com, Bankrate.com and Caring.com are leading destinations in each of their respective verticals and connect their vast audiences with financial service and senior care providers and other contextually relevant advertisers. Bankrate also owns and operates a number of specialist sites, apps and social platforms, including NextAdvisor.com, The Points Guy, Interest.com, Quizzle.com and Walla.by. Bankrate also develops and provides content, tools, web services and co-branded websites to over 100 online partners, including MSN, Realtor.com, MarketWatch and Bloomberg. In addition, Bankrate licenses editorial content to leading news organizations such as Yahoo! and Tribune News Service.

About Red Ventures

Red Ventures is a leading digital consumer choice platform based in Charlotte, North Carolina. Through deeply integrated brand partnerships and consumer-facing assets, Red Ventures connects online customers with products and services across high-growth industries including home services, financial services, and healthcare. Founded in 2000, Red Ventures has more than 2,700 employees in offices across the Carolinas, Seattle, Washington, and Sao Paulo, Brazil. For more information, visit www.redventures.com.

Investor Contact

Ken Stelzer
Treasurer
ken.stelzer@bankrate.com
917.438.9544

Media Contact

Kayleen Yates
Vice President, Corporate Communications
kyates@bankrate.com
917.368.8677

Cautionary Statements Regarding Forward-Looking Information

Certain statements contained in this communication may constitute “forward-looking statements.” Actual results could differ materially from those projected or forecast in the forward-looking statements. The factors that could cause actual results to differ materially include the following: the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement; the failure to satisfy any of the conditions to the completion of the transaction; the effect of the announcement of the transaction on the ability of Bankrate to retain and hire key personnel and maintain relationships with its customers, providers, advertisers, partners and others with whom it does business, or on its operating results and businesses generally; risks associated with the disruption of management’s attention from ongoing business operations due to the transaction; the ability to meet expectations regarding the timing and completion of the merger; and other factors detailed in Bankrate’s Annual Report on Form 10-K filed with the SEC for the fiscal year ended December 31, 2016 and Bankrate’s other filings with the SEC, which are available at <http://www.sec.gov> and on Bankrate’s website at www.bankrate.com. Bankrate assumes no obligation to update the information in this communication, except as otherwise required by law. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof.
