

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MORSE PETER C</u> (Last) (First) (Middle) <u>C/O BANKRATE, INC.</u> <u>1675 BROADWAY, 22ND FLOOR</u> (Street) <u>NEW YORK NY 10019</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Bankrate, Inc. [RATE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/08/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	11/08/2017		D		2,621,531 ⁽¹⁾	D	(2)	0	D	
Common Stock	11/08/2017		D		706,158	D	(2)	0	I	2016 GRAT

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Explanation of Responses:

1. Total amount of 2,621,531 shares of common stock, which shares were converted into the right to receive the Merger Consideration as described in footnote 2, accounts for the distribution to the reporting person of (i) 239,903 shares as an annuity payment from the 2015 grantor retained annuity trust ("GRAT") #1 on July 16, 2017, (ii) 325,023 shares as an annuity payment from the 2015 GRAT #2 on October 6, 2017 and (iii) 293,842 shares as an annuity payment from the 2016 GRAT on October 6, 2017.

2. At the Effective Time, (i) each issued and outstanding share of common stock of the Company was cancelled and converted into the right to receive \$14.00 in cash, without interest (the "Merger Consideration"), and (ii) each outstanding restricted stock award and restricted stock unit award became fully vested (in the case of awards that vested solely based on continued service) or became vested to the extent provided for in the applicable award agreement (in the case of awards that vested based on performance conditions for which the performance period was not complete, with performance determined in accordance with the Merger Agreement) and was cancelled and converted into the right to receive the Merger Consideration in respect of each vested share of common stock of the Company subject to such award, in each case subject to applicable withholding taxes.

Remarks:

This Form 4 reports securities disposed of pursuant to the terms of the Agreement and Plan of Merger, dated as of July 2, 2017 (the "Merger Agreement"), by and among Red Ventures Holdco, LP ("Red Ventures"), Baton Merger Corp. ("Merger Sub") and Bankrate, Inc. (the "Company"), a copy of which is filed as Exhibit 2.1 to the Company's Form 8-K filed with the SEC on July 7, 2017, and by which the Company became a wholly owned subsidiary of Red Ventures (the "Merger") on November 8, 2017 (the "Effective Time").

/s/ James R. Gilmartin, as attorney-in-fact 11/08/2017

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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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