

Bankrate, Inc.
Form 4
December 14, 2011

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)
41 BOULEVARD PRINCE HENRI,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2011

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

LUXEMBOURG, N4 L-1724

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

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

(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	12/12/2011		S		14,072,872	D	\$ 16.8
							53,803,694
							(2) (3)
							(1)

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

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(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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
				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. 41 BOULEVARD PRINCE HENRI LUXEMBOURG, N4 L-1724		X		
Apax US VII, L.P. P.O. BOX 908GT GEORGE TOWN GRAND CAYMAN, E9 KY1-9002		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 PARTNERS EUROPE MANAGERS LTD 33 JERMYN STREET LONDON, X0 SW1Y 6DN	X
Apax Guernsey (Holdco) Ltd THIRD FLOOR ROYAL BANK PLACE 1 GLATEGNY ESPLANADE ST. PETER PORT,, Y7 GY1 2HJ	X
MEGRUE JOHN F 601 LEXINGTON AVE. 53RD FLOOR NEW YORK, N4 10022	X

Signatures

/s/ Geoffrey Henry and Isabelle Probstel for BEN HOLDING S.A.R.L. __Signature of Reporting Person	12/12/2011 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. __Signature of Reporting Person	12/12/2011 Date
/s/ Steve Hare and Ian Jones for and on behalf of Apax Partners Europe Managers Limited as Manager of APAX EUROPE VII-1, L.P. __Signature of Reporting Person	12/12/2011 Date
s/ Steve Hare and Ian Jones for and on behalf of Apax Partners Europe Managers Limited as Manager of APAX EUROPE VII-A, L.P. __Signature of Reporting Person	12/12/2011 Date
/s/ Steve Hare and Ian Jones for and on behalf of Apax Partners Europe Managers Limited as Manager of APAX EUROPE VII-B, L.P. __Signature of Reporting Person	12/12/2011 Date
/s/ Denise Fallaize for APAX EUROPE VII GP CO. LTD. __Signature of Reporting Person	12/12/2011 Date
/s/ Denise Fallaize for APAX EUROPE VII GP L.P., INC. __Signature of Reporting Person	12/12/2011 Date
/s/ Steve Hare and Ian Jones for APAX PARTNERS EUROPE MANAGERS LTD. __Signature of Reporting Person	12/12/2011 Date
/s/ Denise Fallaize for APAX GUERNSEY (HOLDCO) PCC LTD __Signature of Reporting Person	12/12/2011 Date
/s/ JOHN F. MEGRUE __Signature of Reporting Person	12/12/2011 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 \$17.50 net of the underwriters' discount of \$0.70.

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(2) 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. Limited is the general partner of Apax Europe VII GP L.P. Inc. Apax Partners Europe Managers Ltd has been appointed by Apax Europe VII GP L.P. Inc. as discretionary investment manager of the investments 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. Limited is a wholly owned subsidiary of Apax Guernsey (Holdco) PCC Limited. (Continued in footnote 3)

(3) Apax US VII GP, L.P. is the general partner of Apax US VII, 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. 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.