

Bankrate, Inc.
Form 5
February 06, 2017

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MORSE PETER C

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O BANKRATE, INC., 1675 BROADWAY, 22ND FLOOR

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2016

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

NEW YORK, NY 10019

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock | 09/09/2016 | ^ | J(1) | 474,977 A \$ 0 | 3,727,433 | D | ^ |
| Common Stock | 10/04/2016 | ^ | J(2) | 1,000,000 D \$ 0 | 2,727,433 | D | ^ |
| Common Stock | 09/09/2016 | ^ | J(1) | 474,977 D \$ 0 | 325,023 | I | 2015 GRAT #2 |
| Common Stock | 10/04/2016 | ^ | J(2) | 1,000,000 A \$ 0 | 1,000,000 | I | 2016 GRAT |

