

Bankrate, Inc.  
Form 10-K/A  
June 19, 2015  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

Amendment No. 1

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2014

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT  
OF 1934 FOR THE TRANSITION PERIOD FROM TO  
Commission File No. 1-35206

(Exact name of registrant as specified in its charter)

Delaware 65-0423422  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)  
477 Madison Avenue, Suite 430

New York, NY 10022  
(Address of principal executive offices) (Zip Code)

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

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of Each Class Name of Each Exchange on Which Registered  
Common Stock, \$0.01 Par Value New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Exchange Act: None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment of this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the registrant's outstanding common stock held by non-affiliates of the registrant computed by reference to the price at which the common stock was last sold as of the last business day of the registrant's most recently completed second fiscal quarter was \$1,068,750,481 (based on a closing price of \$17.54 per share for the registrant's common stock on the New York Stock Exchange on June 30, 2014).

The number of outstanding shares of the issuer's common stock as of May 29, 2015 was as follows: 103,884,733 shares of Common Stock, \$0.01 par value.

#### EXPLANATORY NOTE

The purpose of this Amendment No. 1 to the Annual Report of Bankrate, Inc. on Form 10-K for the year ended December 31, 2014 is to correct a technical error on the signature page.



PART IV.

Item 15. Exhibits and Financial Statement Schedules

Documents Filed as Part of This Report:

(3) Exhibits.

The exhibits to this report are listed below.

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Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York.

Bankrate, Inc.

Date: June 19, 2015 By: /s/ Steven  
D.  
Barnhart  
Steven D.  
Barnhart  
Senior  
Vice  
President  
and Chief  
Financial  
Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons in the capacities and on the dates indicated below.

Signature	Title	Date
/s/ Kenneth S. Esterow Kenneth S. Esterow	President, Chief Executive Officer and Director (Principal Executive Officer)	June 19, 2015
/s/ Steven D. Barnhart Steven D. Barnhart	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	June 19, 2015
/s/ Janet M. Gunzburg Janet M. Gunzburg	Interim Corporate Controller (Principal Accounting Officer)	June 19, 2015
*	Chairman of the Board and Director	June 19, 2015
Peter C. Morse *	Director	June 19, 2015
Seth Brody *	Director	June 19, 2015
Michael J. Kelly *	Director	June 19, 2015
Sree Kotay *	Director	June 19, 2015

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Bruce Nelson *	Director	June 19, 2015
Christine Petersen *	Director	June 19, 2015
Richard J. Pinola *	Director	June 19, 2015
Christian Stahl *	Director	June 19, 2015
Mitch Truwit /s/ Steven D. Barnhart		
*Steven D. Barnhart		
Attorney-in-fact		

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Exhibits

Exhibit

Number	Description
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 of the Company's Form 10-K filed on June 18, 2015)
31.1	Certification of Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as Adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as Adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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