

Bankrate, Inc.  
Form 8-K  
August 13, 2013

**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): August 7, 2013**

**BANKRATE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1-35206**  
(Commission  
File Number)

**65-0423422**  
(IRS Employer  
Identification No.)

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**11760 U.S. Highway One, Suite 200**

**North Palm Beach, Florida 33408**

**(Address of principal executive offices)**

**(561) 630-2400**

**(Registrant's telephone number, including area code)**

**N/A**

**(Former name or former address, if changed since last report)**

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))

**Item 1.01 Entry into a Material Definitive Agreement.**

***Indenture***

On August 7, 2013, in connection with its previously announced offering in a private placement of \$300.0 million aggregate principal amount of 6.125% senior unsecured notes due 2018 (the Notes ), Bankrate, Inc. (the Company ), certain of the Company s subsidiaries, as guarantors (the Guarantors ), and Wilmington Trust, National Association, as trustee, executed an indenture relating to the Notes (the Indenture ).

The terms of the Indenture and the Notes were previously disclosed in the Company s Current Report on Form 8-K which was filed with the Securities and Exchange Commission on August 7, 2013 (the Prior 8-K ). The description set forth under the title The Notes in Item 2.03 of the Prior 8-K is hereby incorporated by reference herein.

The Indenture is filed herewith as Exhibit 4.1 and is incorporated by reference herein.

***Credit Agreement***

On August 7, 2013, the Company entered into a Revolving Credit Agreement dated as of August 7, 2013 (the Credit Agreement ), among the Company, as borrower, the Guarantors, the lenders party thereto, Royal Bank of Canada, as administrative agent, and the other parties thereto. The Credit Agreement provides for a five-year \$70 million revolving facility.

The terms of the Credit Agreement were previously disclosed in the Prior 8-K. The description set forth under the title Credit Agreement in Item 1.01 of the Prior 8-K is hereby incorporated by reference herein.

The Credit Agreement is filed herewith as Exhibit 10.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibits are filed herewith:

- 4.1 Indenture, dated as of August 7, 2013, among the Company, the Guarantors and Wilmington Trust, National Association, as trustee.
- 10.1 Revolving Credit Agreement, dated as of August 7, 2013, among the Company, the Guarantors, the lenders party thereto, Royal Bank of Canada, as administrative agent, and the other parties thereto.

**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 hereunto duly authorized.

Date: August 13, 2013

BANKRATE, INC.

By: /s/ Edward J. DiMaria  
Edward J. DiMaria

SVP, Chief Financial Officer

**EXHIBIT INDEX**

<b>Number</b>	<b>Description</b>
4.1	Indenture, dated as of August 7, 2013, among the Company, the Guarantors and Wilmington Trust, National Association, as trustee.
10.1	Revolving Credit Agreement, dated as of August 7, 2013, among the Company, the Guarantors, the lenders party thereto, Royal Bank of Canada, as administrative agent, and the other parties thereto.