

Bankrate, Inc.  
Form 3  
July 01, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Ben Holding S.a.r.l.		(Month/Day/Year)	Bankrate, Inc. [RATE]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
41 BOULEVARD PRINCE HENRI,Â		06/16/2011	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
LUXEMBOURG,Â N4Â L-1724			(give title below)	(specify below)
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	67,876,566 <sup>(1)</sup> <sup>(2)</sup>	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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## 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, CAYMAN ISLANDS, E9 KY1-9002	^	^ X	^	^
Apax Europe VII-1, L.P. THIRD FLOOR ROYAL BANK PLACE 1 GLATEGNY ESPLANADE ST. PETER PORT, GUERNSEY, GY1 2HJ	^	^ X	^	^
Apax Europe VII-A, L.P. THIRD FLOOR ROYAL BANK PLACE 1 GLATEGNY ESPLANADE ST. PETER PORT, GUERNSEY, GY1 2HJ	^	^ X	^	^
Apax Europe VII-B, L.P. THIRD FLOOR ROYAL BANK PLACE 1 GLATEGNY ESPLANADE ST. PETER PORT, GUERNSEY, GY1 2HJ	^	^ X	^	^
Apax Europe VII GP Co. Ltd THIRD FLOOR ROYAL BANK PLACE 1 GLATEGNY ESPLANADE ST. PETER PORT, GUERNSEY, GY1 2HJ	^	^ X	^	^
Apax Europe VII GP L.P. Inc. THIRD FLOOR ROYAL BANK PLACE 1 GLATEGNY ESPLANADE ST. PETER PORT, GUERNSEY, GY1 2HJ	^	^ X	^	^
APAX PARTNERS EUROPE MANAGERS LTD 33 JERMYN STREET, LONDON, ENGLAND X0 SW1Y 6DN	^	^ X	^	^
Apax Guernsey (Holdco) Ltd THIRD FLOOR ROYAL BANK PLACE 1 GLATEGNY ESPLANADE ST. PETER PORT, GUERNSEY, GY1 2HJ	^	^ X	^	^
MEGRUE JOHN F 601 LEXINGTON AVE., 53RD FLOOR NEW YORK, NY 10022	^	^ X	^	^

## Signatures

/s/ Geoffrey Henry and Isabelle Probstel for BEN HOLDING S.?? R.L.	07/01/2011
**Signature of Reporting Person	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.	07/01/2011
**Signature of Reporting Person	Date
/s/ Martin Halusa and Ian Jones for and on behalf of Apax Partners Europe Managers Limited as Manager of APAX EUROPE VII-1, L.P.	07/01/2011
**Signature of Reporting Person	Date
/s/ Martin Halusa and Ian Jones for and on behalf of Apax Partners Europe Managers Limited as Manager of APAX EUROPE VII-A, L.P.	07/01/2011
**Signature of Reporting Person	Date
/s/ Martin Halusa and Ian Jones for and on behalf of Apax Partners Europe Managers Limited as Manager of APAX EUROPE VII-B, L.P.	07/01/2011
**Signature of Reporting Person	Date
/s/ A W Guille for APAX EUROPE VII GP CO. LTD.	07/01/2011
**Signature of Reporting Person	Date
/s/ A W Guille for APAX EUROPE VII GP L.P., INC.	07/01/2011
**Signature of Reporting Person	Date
/s/ Martin Halusa and Ian Jones for APAX PARTNERS EUROPE MANAGERS LTD.	07/01/2011
**Signature of Reporting Person	Date
/s/ A W Guille for APAX GUERNSEY (HOLDCO) PCC LTD	07/01/2011
**Signature of Reporting Person	Date
/s/ Martin Halusa and Ian Jones for APAX US VII GP, L.P.	07/01/2011
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Ben Holding S.?? 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 2)
- (2) 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.

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**Remarks:**  
 FormÂ 1Â ofÂ 2

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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