

Bankrate, Inc.  
Form 8-K  
June 18, 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): June 12, 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 5.07. Submission of Matters to a Vote of Security Holders.**

On June 12, 2013, Bankrate, Inc., (the Company) held its 2013 Annual Meeting of Stockholders (the Annual Meeting). At the Annual Meeting, the stockholders approved the election of all three returning members of the Board of Directors to serve until the 2016 Annual Meeting and ratified the appointment of Grant Thornton LLP as independent registered public accounting firm for the year ending December 31, 2013.

As of the record date, there were 100,047,441 shares of common stock outstanding and entitled to vote on each matter presented for vote at the Annual Meeting. At the Annual Meeting, 97,454,239 shares of common stock or 97.41% of the outstanding common shares entitled to vote were represented in person or by proxy. Those shares were voted as follows (vote totals may not agree due to rounding of fractional shares):

1. The following individuals were nominated in 2013 to serve until the Annual Meeting of Stockholders in 2016. All nominees were elected. The results were as follows:

Name	Votes For	Votes Withheld	Broker Non-Votes
Seth Brody	83,915,838	10,243,810	3,294,591
Thomas R. Evans	84,642,779	9,516,869	3,294,591
Michael J. Kelly	93,912,186	247,462	3,294,591

2. The appointment of Grant Thornton LLP as independent registered public accounting firm to audit the accounts of the Company for the fiscal year ending December 31, 2013 was ratified. The results were as follows:

Votes For	97,442,409
Votes Against	642
Abstain	11,188

**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: June 18, 2013

BANKRATE, INC.

By: /s/ James R. Gilmartin  
James R. Gilmartin

Vice President, General Counsel