

BANKRATE INC
Form 4
September 25, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BEN Holdings, Inc.

2. Issuer Name and Ticker or Trading Symbol
BANKRATE INC [RATE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
601 LEXINGTON AVENUE, 53RD FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
09/25/2009

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 09/25/2009 | | J ⁽¹⁾ | | 1,333,334 | A | <u>(1)</u> |
| | | | | | 62,824,501 | D | <u>(2)</u> <u>(3)</u> <u>(4)</u> |
| Common Stock, par value \$0.01 per share | 09/25/2009 | | J ⁽¹⁾ | | 1,333,334 | D | <u>(1)</u> 2,929,768 |
| | | | | | | I | See Footnote <u>(1)</u> <u>(5)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BEN Holdings, Inc. 601 LEXINGTON AVENUE 53RD FLOOR NEW YORK, NY 10022 | | X | | |
| Ben Holding S.a.r.l. 41 BOULEVARD PRINCE HENRI, L-1724 LUXEMBOURG, N4 | | X | | |
| MEGRUE JOHN F 601 LEXINGTON AVENUE 53RD FLOOR NEW YORK, NY 10022 | | X | | |
| Apax US VII GP, Ltd. P.O. BOX 908GT GEORGE TOWN GRAND, E9 KY1-9002 | | X | | |

Signatures

BEN HOLDINGS, INC., by: /s/ Christian Stahl 09/25/2009
**Signature of Reporting Person Date

BEN HOLDING S.A R.L., by: /s/ Andrew Guille, by: /s/ Geoffrey Henry 09/25/2009

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| | |
|---|------------|
| <u> </u> **Signature of Reporting Person | Date |
| /s/ John F. Megrue | 09/25/2009 |
| <u> </u> **Signature of Reporting Person | Date |
| APAX US VII GP, LTD., by: /s/ Christian Stahl | 09/25/2009 |
| <u> </u> **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).

On September 25, 2009, Ben Holdings, Inc. ("Parent"), the parent of BEN Merger Sub, Inc. ("Purchaser"), acquired 1,333,334 shares of the Issuer's common stock from a shareholder of the Issuer who had entered into a Non-Tender and Support Agreement (described in Note 5), in exchange for 22,800.0114 Class A Shares of Parent and a promissory note.

Purchaser is a wholly owned subsidiary of Parent. All of the outstanding common stock of Parent is owned by Ben Holding S.a r.l., which 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.). (Continued in footnote 3)

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 Guernsey (Holdco) Limited is the general partner of Apax Europe VII GP Co. Limited. (Continued in footnote 4)

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.

Purchaser, Parent and certain shareholders of the Issuer (the "Shareholders") entered into Non-Tender and Support Agreements, dated July 22, 2009, pursuant to which the Shareholders agreed, among other things, to appoint BEN Holdings, Inc. proxy and attorney-in-fact to vote all of their securities of the Issuer subject to the Non-Tender and Support Agreements for the approval and adoption of the Merger Agreement and the transactions contemplated thereby, and against other actions which could reasonably be expected to impede, delay or adversely affect the Merger, subject to the terms and conditions of the Non-Tender and Support Agreements. Neither Parent nor Purchaser has any pecuniary interest in the shares held by the Shareholders and each expressly disclaims beneficial ownership of any shares covered by the Non-Tender and Support Agreements.

Remarks:

See Form 4 for BEN Merger Sub, Inc. filed simultaneously herewith for additional members of this joint filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.