

NetQuote Holdings Inc  
Form S-4  
April 19, 2011  
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As filed with the Securities and Exchange Commission on April 19, 2011

Registration No. 333

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-4**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**BANKRATE, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of

7389  
(Primary Standard Industrial

65-0423422  
(I.R.S. Employer

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incorporation or organization)

Classification Code Number)  
11760 U.S. Highway One, Suite 200

Identification Number)

North Palm Beach, Florida 33408

(561) 630-2400

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Edward J. DiMaria, Senior Vice President-Chief Financial Officer

11760 U.S. Highway One, Suite 200

North Palm Beach, Florida 33408

(561) 630-2400

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*With copies to:*

Edward D. Herlihy, Esq.

Benjamin M. Roth, Esq.

Wachtell, Lipton, Rosen & Katz

51 West 52nd Street

New York, New York 10019

(212) 403-1000

(212) 403-2000 (facsimile)

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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 the 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

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(1)
11 3/4% Senior Secured Notes due 2015	\$300,000,000	100%	\$300,000,000	\$34,830.00
Guarantees of the 11 3/4% Senior Secured Notes due 2015(2)	\$300,000,000	N/A	N/A	(3)

- (1) Calculated pursuant to Rule 457(f)(2) under the Securities Act.
- (2) The entities listed on the Table of Subsidiary Guarantor Registrants on the following page have guaranteed the notes being registered hereby.
- (3) No separate consideration will be received for the guarantees, and pursuant to Rule 457(n) under the Securities Act, no additional registration fee is due for guarantees.

The registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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**TABLE OF SUBSIDIARY GUARANTOR REGISTRANTS**

<b>Exact Name of Registrant as Specified in its Charter</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>Primary Standard Industrial Classification Code Number</b>	<b>I.R.S. Employer Identification No.</b>
CreditCards.com, Inc.	Delaware	7389	20-5756824
CCRD Operating Company, Inc.	Delaware	7389	20-5575281
NetQuote Holdings, Inc.	Delaware	7389	20-3261883
NetQuote Inc.	Colorado	7389	84-1167214

\* All subsidiary guarantor registrants have the following principal executive office:  
c/o Bankrate, Inc.

11760 U.S. Highway One, Suite 200

North Palm Beach, Florida 33408

(561) 630-2400

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**The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**Subject to Completion. Dated April 19, 2011**

**PROSPECTUS**

**\$300,000,000**

**BANKRATE, INC.**

**EXCHANGE OFFER FOR**

**11<sup>3</sup>/<sub>4</sub>% SENIOR SECURED NOTES DUE 2015**

**FOR**

**A LIKE PRINCIPAL AMOUNT OF OUTSTANDING**

**11<sup>3</sup>/<sub>4</sub>% SENIOR SECURED NOTES DUE 2015**

Bankrate, Inc. (which we refer to as the Company) is offering, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal, to exchange an aggregate principal amount of up to \$300,000,000 of outstanding unregistered 11<sup>3</sup>/<sub>4</sub>% senior secured notes due 2015 initially issued by Bankrate, Inc., a Florida corporation (which we refer to as Bankrate Florida) and assumed by the Company in connection with the change in domicile of Bankrate Florida to Delaware, for an equal principal amount of outstanding 11<sup>3</sup>/<sub>4</sub>% senior secured notes due 2015. When we refer to outstanding notes, we are referring to the outstanding 11<sup>3</sup>/<sub>4</sub>% senior secured notes due 2015. The registered notes will represent the same debt as the outstanding notes and we will issue the registered notes under the same indenture as the outstanding notes.

**The exchange offer expires at 5:00 p.m., New York City time, on \_\_\_\_\_, 2011, unless extended.**

**Terms of the Exchange Offer**

We will issue registered notes for all outstanding notes that are validly tendered and not withdrawn prior to the expiration of the exchange offer.

You may withdraw tendered outstanding notes at any time prior to the expiration of the exchange offer.

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The terms of the registered notes are identical in all material respects (including principal amount, interest rate, maturity and redemption rights) to the outstanding notes for which they may be exchanged, except that the registered notes generally will not be subject to transfer restrictions or be entitled to registration rights and the registered notes will not have the right to earn additional interest under circumstances relating to our registration obligations.

Certain of our subsidiaries will guarantee our obligations under the registered notes, including the payment of principal of, premium, if any, and interest on the notes. These guarantees of the registered notes will be senior unsecured obligations of the subsidiary guarantors. Additional subsidiaries will be required to guarantee the registered notes, and the guarantees of the subsidiary guarantors will terminate, in each case in the circumstances described under [Description of the Registered Notes](#) [Guarantees](#).

The exchange of outstanding notes for registered notes pursuant to the exchange offer generally should not constitute a taxable exchange for U.S. federal income tax purposes. See the discussion under the caption [Material U.S. Federal Tax Considerations](#).

There is no existing market for the registered notes to be issued, and we do not intend to apply for listing or quotation on any securities exchange or market.

See [Risk Factors](#) beginning on page 19 for a discussion of the factors you should consider in connection with the exchange offer.

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

Each broker-dealer that receives registered notes for its own account pursuant to this exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of the registered notes. The accompanying letter of transmittal relating to the exchange offer states that by so acknowledging and delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933, as amended (the [Securities Act](#) ). This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of registered notes received in exchange for outstanding notes where such outstanding notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. See [Plan of Distribution](#).

The date of this prospectus is \_\_\_\_\_, 2011.

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You should rely only on the information contained in this prospectus prepared by us or on our behalf that we have referred you to. We have not authorized anyone to provide you with additional or different information. If anyone provides you with additional, different or inconsistent information, you should not rely on it. We are not making an offer of these securities in any state or other jurisdiction where the offer is not permitted. You should not assume that the information in this prospectus is accurate as of any date other than the date of the applicable document regardless of its time of delivery. Our business, financial condition, results of operations or cash flows may have changed since the date of the applicable document.

**Industry and Market Data**

This prospectus includes industry and trade association data, forecasts and information that we have prepared based, in part, upon data, forecasts and information obtained from independent trade associations, industry publications and surveys and other information available to us. Some data is also based on our good faith estimates, which are derived from management's knowledge of the industry and independent sources. Industry publications and surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable. Although we believe these sources are reliable, we have not independently verified the information. Statements as to our market position are based on market data currently available to us. While we are not aware of any misstatements regarding our industry data presented herein, our estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading "Risk Factors" in this prospectus. Similarly, we believe our internal research is reliable, even though such research has not been verified by any independent sources.

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**PROSPECTUS SUMMARY**

*This summary highlights certain information contained elsewhere in this prospectus. Please read the entire prospectus, including the consolidated financial statements and the related notes and the section entitled Risk Factors, before you decide to invest. In addition, this prospectus includes forward-looking information that involves risks and uncertainties. See Cautionary Statement Concerning Forward-Looking Statements. Except as otherwise indicated herein or as the context otherwise requires, references in this prospectus to the Company or the Issuer is to Bankrate, Inc., a Delaware corporation, references to the Guarantors are to CreditCards.com, Inc, CCRD Operating Company, Inc., NetQuote Holdings, Inc. and NetQuote, Inc., and references to Bankrate, we, us and our are to the Company and its consolidated subsidiaries.*

**Overview**

We are a leading publisher, aggregator and distributor of personal finance content on the Internet. We provide consumers with proprietary, fully researched, comprehensive, independent and objective personal finance editorial content across multiple vertical categories including mortgages, deposits, insurance, credit cards, and other categories, such as retirement, automobile loans, and taxes. We also aggregate rate information from over 4,800 institutions on more than 300 financial products. With coverage of nearly 600 local markets in all 50 U.S. states, we generate over 172,000 distinct rate tables capturing on average over three million pieces of information daily. Our comprehensive offering of personal finance content and product research has positioned us as a recognized personal finance authority with over 10,000 attributable media mentions or interviews in 2010, including numerous television features on major networks. Our online network, which consists of *Bankrate.com*, our flagship website, and our other owned and operated personal finance websites, had over 150 million visits in 2010. In addition, we distribute our content on a daily basis to over 175 major online partners and print publications, including some of the most recognized brands in the world.

Our business benefits from the secular shift toward consumer use of the Internet to research and shop for personal finance products. The Internet's unique aggregation capabilities allow consumers to access and research vast amounts of information to efficiently compare prices and enable an informed purchase decision. We believe this is driving consumers to increasingly research and apply online for personal finance products and shift away from more traditional buying patterns. We stand to benefit from this major secular shift as a result of our leading position in the personal finance services markets driven by our strong brands, proprietary and aggregated content, breadth and depth of personal finance products, broad distribution, leading position in algorithmic search results and monetization capabilities.

Founded 35 years ago as a print-based financial and market data research business, Bankrate began moving online in 1996. Since 2004, under the leadership of our current management team, we have strategically broadened and diversified our product, content and consumer offerings through internal development activities and acquisitions. We now offer:

branded content that educates consumers and financial professionals on a variety of personal finance topics;

a market leading platform for consumers searching for competitive rates on mortgages, deposits, and money market accounts;

competitive quotes to consumers for auto, business, home, life, health and long-term care insurance from our leading network of insurance agents and carriers;

comparative credit card offers to customers for consumer and business credit cards in the United States, Canada and the United Kingdom through our leading network of credit card websites.



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Our unique content and rate information is distributed through three main sources: our owned and operated websites, online co-brands, and print partners. We own a network of content-rich, proprietary websites focused on specific vertical categories, including mortgages, deposits, insurance, credit cards and other personal finance categories. We also develop and provide web services to over 75 co-branded websites with online partners, including some of the most trusted and frequently visited personal finance sites on the Internet such as Yahoo!, AOL, CNBC and Bloomberg. In addition, we license editorial content to over 100 newspapers on a daily basis including The Wall Street Journal, USA Today, The New York Times, The Los Angeles Times and The Boston Globe.

Our primary sources of revenue are display advertising, performance-based advertising and lead generation. In 2010 we generated pro forma revenue of \$300.9 million, pro forma adjusted EBITDA of \$93.0 million, net loss of \$21.5 million, and cash flow from operating activities of \$31.1 million. See Summary Historical and Pro Forma Financial Data for a reconciliation of pro forma adjusted EBITDA to net income.

### **Recent History**

After 10 years as a public company, we were acquired on August 25, 2009 by Ben Holding S.à r.l., an entity wholly owned by investment funds advised by Apax Partners, L.P. and Apax Partners LLP (the Bankrate Acquisition). Since then, we have executed several acquisitions, including two significant and strategically important acquisitions in NetQuote Holdings, Inc. and CreditCards.com, Inc. (the 2010 Acquisitions), enabling us to strengthen our offering to both advertisers seeking high quality leads and consumers who are looking for a comprehensive suite of financial products. These acquisitions have strengthened our position through increased selection of products and increased scale of our audience resulting in greater appeal to personal financial services partners and greater spending per partner.

### **Industry**

The Internet has evolved into one of the most effective and comprehensive sources for personal finance content. Traditionally, consumers used sources of information such as word-of-mouth, referrals, newspapers, mortgage guides, insurance brokers and agents to research and address their financial needs. However, these approaches are often time consuming, error prone, and not transparent. Widespread access to the Internet and availability of content and the benefits associated with shopping and researching online has allowed consumers to increasingly rely on the Internet for their financial shopping needs. Using the Internet, consumers can search for and compare financial products and services across multiple sites and choose the right alternative for them. According to an industry study, over 60% of financial services consumers conducted research online and 37% of consumers who conducted research online also applied for a financial product online.

Companies have expanded their online marketing efforts to reach this large and growing online audience cost-effectively. As website traffic grows, online advertising continues to grow as a share of overall advertising. This secular shift is expected to continue in the United States as Zenith Optimedia estimates that online advertising will grow at a compound annual rate of 15% from 2010 through 2013. Zenith Optimedia also estimates that as of 2010 only 15% of total advertising spend in the United States has moved online. We believe our business will continue to benefit as the percentage of advertising dollars spent online increases to reflect the greater amount of media consumed online.

As the economy and job markets recover, the personal financial services market is well-positioned to continue to rebound. Since demand for financial services is generally correlated to the growth of the economy, financial institutions' online and traditional marketing spend is expected to increase as a result. For example, in 2010, major credit card companies increased advertising and lead generation spending after significantly cutting their budgets in 2008 and 2009.

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We believe our end markets are well positioned to experience healthy growth in the coming years given the increasing use of the Internet, the shift in advertising spend from offline to online, the anticipated economic rebound and improving macroeconomic trends.

### **Our Solution**

We provide consumers and institutions with a comprehensive personal finance marketplace through our leading content-rich flagship website, *Bankrate.com*, and our other branded personal finance destination websites. We allow consumers to shop for a wide variety of financial products and services online, including mortgages, deposit accounts, insurance products and credit cards. We offer fully researched, independent and objective financial content to our consumers through an easy-to-use web interface. We offer our advertisers access to a high quality ready-to-transact visitor base. We understand the importance of critical financial decisions and have designed our solutions to provide relevant information, content and advice to consumers to help them make the right decisions more efficiently and conveniently.

Our brand and the scale and quality of our content have helped us attract increasing numbers of ready-to-transact consumers over the years. As more consumers visited and researched personal finance products on our websites, more financial institutions listed their products and services with us. The combination of more consumers seeking personal finance products online and more companies providing more products and services increases the quality, depth and breadth of our offerings and attracts even more consumers, advertisers and institutions as a result. Additionally, the prominence of our brands, the quality of our content, the engineering architecture of our site, and many other factors that drive relevance have generally resulted in prominent placement in financial services search results for the leading search engines. This increased distribution via algorithmic search provides additional traffic to our website, again further attracting more partners and resulting in increased selection of personal finance products and more content. This virtuous cycle has enabled us to reinforce our leadership position and achieve a loyal advertiser and customer base.

### **Our Strengths**

*Market Leader for Personal Finance Content.* We are a market leading publisher, aggregator, and distributor of personal finance content on the Internet. We believe our leading position will continue to enable us to take advantage of the secular shift to the Internet as a source of personal finance solutions.

*Leading Consumer Brands.* We have built strong, recognizable and highly trusted brands over our 35 year history. We believe this is an important competitive differentiator. Furthermore, the strength of our brand has permitted us to be a partner of choice for other leading personal finance content providers.

*High Quality, Proprietary Content.* We provide consumers with proprietary, fully researched, comprehensive, independent and objective personal finance content, data and tools. Our editorial staff of 33 editors and reporters, 90 freelancers and 15 expert columnists delivers best in class content and provides news and advice through over 150 new articles per week on top of over 50,000 stories in our database. We also aggregate rate information from over 4,800 institutions and have broadened the focus to more than 300 financial products in nearly 600 local markets. In addition, we generate 172,000 distinct rate tables capturing on average over three million pieces of information on a daily basis. The competency of creating unique content would be challenging for others to replicate.

*Significant Selection, Breadth and Depth of Offering.* Bankrate provides both a broad range of personal finance services products across numerous vertical categories including mortgages, deposits, insurance, credit cards, and other personal finance categories, including retirement, automobile loans, and taxes, as well as great depth of selection in each category. Our selection both across and within these categories is a key differentiator in the value proposition to personal financial service shoppers.

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*Superior Distribution Platforms.* Our unique content and rate information is distributed through three main sources: owned and operated websites, online co-brands, and print partners. This distribution network enables us to drive large amounts of high quality traffic to our network while increasing our brand awareness in an extremely cost-effective way.

*Diverse Monetization Opportunities and Strong Cash Flow.* Our primary sources of revenue are display advertising, performance-based advertising and lead generation. The multiple ways to monetize a given page view or unique visitor to our site, combined with a highly scalable infrastructure and low capital expenditure or working capital needs, results in strong cash flow conversion.

*Strong, Experienced Management Team.* Our management team has an in-depth understanding of the online media and personal finance industries as well as extensive experience growing companies' profitability, both organically and through acquisitions.

### **Our Growth Strategy**

*Maintain Leadership as a Trusted and Authoritative Source for Personal Finance Content.* We are focused on maintaining our position as a leading destination platform for personal finance information. As consumers increase their usage of the Internet as a tool for personal finance needs, we intend to maintain and improve our position in online comparative research for mortgages, deposit products, insurance and credit cards and potentially in additional vertical personal finance markets.

*Increasing Traffic to Our Network.* We believe our unique and differentiated content offering, the strength of our brands and our marketing efforts will allow us to drive substantial traffic to our online network. We intend to continue to focus on efforts that explicitly drive traffic to our websites including search engine optimization, public relations, print partnerships, increasing the size of our co-brand partner network, and limited, high return on investment, paid search efforts.

*Continuing to Increase Monetization of our Traffic.* By advertising on our online network, banks, brokers, insurance companies, credit card issuers and other advertisers are accessing targeted, quality consumers poised to engage in a high-value transaction. We intend to continuously enhance our product offering and targeting capabilities to advertisers to ensure we are increasing our monetization of content and traffic.

*Develop New Products that Increase the Quality of Our Offering to Consumers, Advertisers and Partners.* By enhancing and expanding our product set, we seek to maintain our industry leadership. The key goals of all of our product development efforts are to satisfy consumers, drive traffic, increase monetization and increase affiliate and partner opportunities.

*Pursuing Additional Strategic Acquisitions.* Acquiring companies opportunistically is a strategic core competency for us. We believe our industry relationships allow us to identify specialized companies that are attractive acquisition candidates. We intend to continue to pursue strategic growth opportunities that complement our online network to cost-effectively gain market share, expand into vertical categories and strengthen our content portfolio.

### **Restructuring**

The Company is a Delaware corporation and 100% of its equity interests are owned by BEN Holdings, Inc., a Delaware corporation ( "Holdings" ). Prior to this exchange offer, Bankrate Florida, the initial issuer of the outstanding notes, was merged with and into the Company with the Company continuing as the surviving

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corporation (the Reincorporation), and the Company has assumed all obligations of Bankrate Florida under the Indenture, dated as of July 13, 2010, among the Company (as successor of Bankrate Florida), the Guarantors, and the Initial Purchasers named therein, governing the outstanding notes, as supplemented or amended from time to time (the Indenture).

The Company and certain of its indirect stockholders currently intend to undertake an initial public offering of shares of common stock under which the Company and certain of its indirect stockholders are offering common shares of the Company to the public (the Initial Public Offering). The Initial Public Offering is further described in the Company's Registration Statement on Form S-1 (the Initial Public Offering Registration Statement) initially filed with the Securities and Exchange Commission (the SEC) on April 15, 2011 and is expected to be completed prior to the completion of this exchange offer. In addition, the Company intends to use a portion of the proceeds from the Initial Public Offering to redeem a portion of the notes pursuant to the terms of the Indenture (the Notes Redemption).

Immediately prior to the consummation of the Initial Public Offering, Holdings will merge with and into the Company, with the Company surviving (the Merger). In the Merger, each share of common and preferred stock of Holdings outstanding immediately prior to the Merger will convert into shares of common stock of the Company, and all outstanding shares of Company common and preferred stock outstanding immediately prior to the Merger will be cancelled. The surviving corporation in the Merger will retain the name Bankrate, Inc.

In connection with the Merger, the Initial Public Offering and this exchange offer, the Company will enter into a fourth amended and restated stockholders agreement that will provide the Company's existing stockholders with certain rights, including rights of Ben Holding S.á r.l., our majority stockholder which is, in turn, controlled by the Apex VII Funds (as defined below), to nominate board members and to cause the subsequent registration of additional shares of common stock. See Certain Relationships and Related Party Transactions below.

From time to time in this prospectus, we refer to this exchange offer, the Merger and the Initial Public Offering collectively as the Transactions.

### **Principal Stockholders**

Apax Partners is one of the world's leading private equity investment groups. It operates across the United States, Europe and Asia and has more than 35 years of investing experience. Funds under the advice and management of Apax Partners globally total over \$35.0 billion. These funds provide long-term equity financing to build and strengthen world-class companies. Funds advised by Apax Partners invest in companies across its global sectors of Tech & Telecom, Retail & Consumer, Media, Healthcare and Financial & Business Services. See Certain Relationships and Related Party Transactions and Security Ownership of Certain Beneficial Owners and Management and the documents referred to herein for more information with respect to our relationship with funds advised by Apax Partners.

### **Risk Factors**

Participating in this exchange offer involves substantial risk. Our ability to execute our strategy also is subject to certain risks. The risks described under the heading Risk Factors immediately following this summary may cause us not to realize the full benefits of our strengths or may cause us to be unable to successfully execute all or part of our strategy. Some of the more significant challenges and risks include the following:

our dependence on online advertising revenue;

intense competitive pressures in the Company's industry;

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dependence on Internet search engines and the prominence of the Company's websites in search results;

exposure to interest rate volatility;

rapidly-changing technologies and industry standards and technical challenges;

reliance on the Company's brands; and

the Company's significant leverage and restrictions on operations under the Indenture.

Before you participate in this offer, you should carefully consider all the information in this prospectus, including matters set forth under the heading "Risk Factors."

**Additional Information**

Bankrate was founded in 1976 and Bankrate, Inc. was incorporated in the State of Delaware in 2011. Our principal executive offices are located at 11760 U.S. Highway One, Suite 200, North Palm Beach, Florida 33408, and our main telephone number is (561) 630-2400.

We also maintain an Internet site at [www.bankrate.com](http://www.bankrate.com). **Our website and the information contained therein or connected thereto shall not be deemed to be incorporated into this prospectus or the registration statement of which this prospectus forms a part, and you should not rely on any such information in deciding whether to purchase our securities.**

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**Summary Terms of the Exchange Offer**

*The following is a brief summary of the terms of the exchange offer. For a more complete description of the exchange offer, see Exchange Offer.*

**The Exchange Offer**

The Company is offering to exchange an aggregate principal amount of up to \$300,000,000 of outstanding unregistered 11<sup>3</sup>/<sub>4</sub>% senior secured notes due 2015 (which we refer to as the outstanding notes ) initially issued by Bankrate Florida, and assumed by the Company in connection with the Reincorporation, for an equal principal amount of outstanding 11<sup>3</sup>/<sub>4</sub>% senior secured notes due 2015.

**Expiration of the Exchange Offer; Withdrawal of Tender**

The exchange offer will expire at 5:00 p.m., New York City time, on \_\_\_\_\_, 2011, unless extended. The Company does not currently intend to extend the expiration of the exchange offer. You may withdraw your tender of outstanding notes in the exchange offer at any time before the expiration of the exchange offer. Any outstanding notes not accepted for exchange for any reason will be returned without expense to you promptly after the expiration or termination of the exchange offer.

**Conditions to the Exchange Offer**

The exchange offer is not conditioned upon any minimum aggregate principal amount of outstanding notes being tendered for exchange. The exchange offer is subject to customary conditions, which we may waive. See Exchange Offer Conditions for more information regarding the conditions to the exchange offer.

**Procedures for Tendering Notes**

To tender outstanding notes you must deliver a letter of transmittal and deliver the outstanding notes to the exchange agent. If you hold certificated notes, delivery may be made by enclosing the certificate or following the guaranteed delivery procedure described below. If you hold uncertificated notes, delivery of the outstanding notes may be made by book-entry transfer to the exchange agent's account at the Depository Trust Company ( DTC ). If you hold your notes in book-entry form through DTC, then in lieu of the procedure for physical delivery of a letter of transmittal and delivery of outstanding notes, you may follow the procedures for the DTC's Automated Tender Offer Program ( ATOP ).

Specifically, to accept the exchange offer by delivery of a letter of transmittal and outstanding notes:

you must complete, sign and date the letter of transmittal, or a facsimile of the letter of transmittal, have the signature on the letter of transmittal guaranteed if the letter of transmittal so requires and deliver the letter of transmittal or facsimile to the exchange agent, including all the required documents, prior to the expiration of the exchange offer; and

either:

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the exchange agent must receive the outstanding notes along with the letter of transmittal; or

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the exchange agent must receive, before expiration of the exchange offer, timely confirmation of book-entry transfer of outstanding notes into the exchange agent's account at DTC, according to the procedure for book-entry transfer described in Exchange Offer Methods of Delivering Outstanding Notes Book-Entry Transfer; or

you must comply with the guaranteed delivery procedures described in Exchange Offer Methods of Delivering Outstanding Notes Guaranteed Delivery Procedures.

If you hold your outstanding notes in book-entry form through DTC, in lieu of the above procedures:

you may instruct DTC, in accordance with the ATOP system, to transmit on your behalf a computer-generated message to the exchange agent in which the holder of the outstanding notes acknowledges and agrees to be bound by the terms of the letter of transmittal, which computer-generated message must be received by the exchange agent prior to 5:00 p.m., New York City time, on the expiration date; and

the exchange agent must receive, before expiration of the exchange offer, timely confirmation of book-entry transfer of outstanding notes into the exchange agent's account at DTC, according to the procedure for book-entry transfer described in Exchange Offer Methods of Delivering Outstanding Notes Book-Entry Transfer.

**Special Procedures for Beneficial Owners**

If you are a beneficial owner whose outstanding notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, and you want to tender outstanding notes in the exchange offer, you should contact the registered owner promptly and instruct the registered holder to tender on your behalf. If you wish to tender on your own behalf, you must, before completing and executing the letter of transmittal and delivering your outstanding notes, either make appropriate arrangements to register ownership of the outstanding notes in your name or obtain a properly completed bond power from the registered holder. See Exchange Offer Procedures for Tendering.

**Guaranteed Delivery Procedures**

If you wish to tender your outstanding notes, and time will not permit your required documents to reach the exchange agent by the expiration of the exchange offer, or the procedure for book-entry transfer cannot be completed on time, you may tender your outstanding notes under the procedures described under Exchange Offer Guaranteed Delivery Procedures.

**Consequences of Failure to Exchange**

Any outstanding notes that are not tendered in the exchange offer, or that are not accepted in the exchange, will remain subject to the restrictions on transfer set forth in the Indenture and described in the Offering Memorandum dated June 29, 2010. Since the outstanding



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notes have not been registered under the U.S. federal securities laws, you will not be able to offer or sell the outstanding notes except under an exemption from the requirements of the Securities Act or unless the outstanding notes are registered under the Securities Act. Upon the completion of the exchange offer, we will have no further obligations, except under limited circumstances, to provide for registration of the outstanding notes under the U.S. federal securities laws. See Exchange Offer Consequences of Failure to Tender.

**Material U.S. Federal Tax Considerations**

The exchange of outstanding notes for registered notes pursuant to the exchange offer generally should not constitute a taxable exchange for U.S. federal income tax purposes. See Material U.S. Federal Tax Considerations.

**Transferability**

Under existing interpretations of the Securities Act by the staff of the SEC contained in several no-action letters to third parties, and subject to the immediately following sentence, we believe that the registered notes will generally be freely transferable by holders after the exchange offer without further compliance with the registration and prospectus delivery requirements of the Securities Act (subject to certain representations required to be made by each holder of outstanding notes, as set forth under Exchange Offer Procedures for Tendering ). However, any holder of outstanding notes who:

is one of our affiliates (as defined in Rule 405 under the Securities Act),

does not acquire the registered notes in the ordinary course of business,

distributes, intends to distribute, or has an arrangement or understanding with any person to distribute the registered notes as part of the exchange offer, or

is a broker-dealer who purchased outstanding notes from us in the initial offering of the outstanding notes for resale pursuant to Rule 144A or any other available exemption under the Securities Act,

will not be able to rely on the interpretations of the staff of the SEC, will not be permitted to tender outstanding notes in the exchange offer and, in the absence of any exemption, must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale of the registered notes.

The Company's belief that transfers of registered notes would be permitted without registration or prospectus delivery under the conditions described above is based on SEC interpretations given to other, unrelated issuers in similar exchange offers. We cannot assure you that the SEC would make a similar interpretation with respect to our exchange offer. We will not be responsible for or indemnify you against any liability you may incur under the Securities Act.

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Each broker-dealer that receives registered notes for its own account under the exchange offer in exchange for outstanding notes that were acquired by the broker-dealer as a result of market-making or other trading activity must acknowledge that it will deliver a prospectus in connection with any resale of the registered notes. See Plan of Distribution.

**Use of Proceeds**

We will not receive any cash proceeds from the issuance of the registered notes pursuant to the exchange offer.

**Exchange Agent**

Wilmington Trust FSB is the exchange agent for the exchange offer. The address and telephone number of the exchange agent are set forth under Exchange Offer Exchange Agent.

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**Summary Terms of the Registered Notes**

The summary below describes the principal terms of the registered notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of the Registered Notes section of this prospectus contains a more detailed description of the terms and conditions of the registered notes.

The registered notes will be identical in all material respects to the outstanding notes for which they have been exchanged, except:

the offer and sale of the registered notes will have been registered under the Securities Act, and thus the registered notes generally will not be subject to the restrictions on transfer applicable to the outstanding notes or bear restrictive legends;

the registered notes bear a different CUSIP number from the outstanding notes;

the registered notes will not be entitled to registration rights, and

the registered notes will not have the right to earn additional interest under circumstances relating to our registration obligations.

<b>Issuer</b>	Bankrate, Inc., a Delaware corporation.
<b>Registered Notes Offered</b>	\$300,000,000 aggregate principal amount of 11 <sup>3</sup> / <sub>4</sub> % Senior Secured Notes due 2015.
<b>Guarantees</b>	The registered notes will be unconditionally guaranteed jointly and severally on a senior secured basis by each of our existing and future domestic restricted subsidiaries, other than by certain immaterial subsidiaries. Additional subsidiaries will be required to guarantee the notes, and the guarantors of the Guarantors with respect to the notes will terminate, in each case in the circumstances set forth under Description of Registered Notes Guarantees.
<b>Security</b>	The registered notes and related guarantees will be secured by liens on substantially all of our and the guarantors' assets, now owned or acquired in the future, subject to certain exceptions. See the section entitled Description of Registered Notes Collateral and Security Documents.
<b>Maturity</b>	The registered notes will mature on July 15, 2015.
<b>Interest Rates</b>	The registered notes will accrue interest at 11 <sup>3</sup> / <sub>4</sub> % per annum, payable semiannually in arrears on July 15 and January 15 of each year, commencing on July 15, 2011. Interest on each registered note will accrue from the last interest payment date on which interest was paid on the old note surrendered in exchange therefor.