

Bankrate, Inc.  
Form S-1MEF  
December 06, 2011

As filed with the Securities and Exchange Commission on December 6, 2011

Registration No. 333-

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

**FORM S-1**  
**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  
incorporation or organization)

**7389**  
(Primary Standard Industrial  
Classification Code Number)

**65-0423422**  
(I.R.S. Employer  
Identification Number)

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11760 U.S. Highway One, Suite 200

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:*

|   |                                     |
|---|-------------------------------------|
| <b>Benjamin M. Roth, Esq.</b>             | <b>Joshua N. Korff, Esq.</b>        |
| <b>Wachtell, Lipton, Rosen &amp; Katz</b> | <b>Christopher A. Kitchen, Esq.</b> |
| <b>51 West 52nd Street</b>                | <b>Kirkland &amp; Ellis LLP</b>     |
| <b>New York, New York 10019</b>           | <b>601 Lexington Avenue</b>         |
| <b>(212) 403-1000</b>                     | <b>New York, New York 10022</b>     |
| <b>(212) 403-2000 (facsimile)</b>         | <b>(212) 446-4800</b>               |
|   | <b>(212) 446-6460 (facsimile)</b>   |

**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. x

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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. ..

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<br>Securities to be Registered | Amount<br>to be<br>Registered(1) | Proposed<br>Maximum<br>Offering Price<br>Per Share | Proposed<br>Maximum<br>Aggregate<br>Offering Price | Amount of<br>Registration Fee |
|---|----------------------------------|--|--|-------------------------------|
| Common Stock, par value \$0.01 per share              | 2,300,000                        | \$17.50  | \$40,250,000                                       | \$4,612.65                    |

- (1) The registrant previously registered securities at an aggregate offering price not to exceed \$232,443,750 on a Registration Statement on Form S-1 (File No. 333-178132), which was declared effective by the Securities and Exchange Commission on December 6, 2011. In accordance with Rule 462(b) under the Securities Act of 1933, an additional amount of securities having a proposed maximum aggregate offering price of \$40,250,000 is hereby registered, which includes shares of common stock that the underwriters have an option to purchase.

**This registration statement shall become effective upon filing with the Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE**

This Registration Statement is being filed pursuant to Rule 462(b) ( Rule 462(b) ) under the Securities Act of 1933, as amended, and General Instruction V of Form S-1. Pursuant to Rule 462(b), the contents of our registration statement on Form S-1, as amended (File No. 333-178132), including the exhibits thereto, which was declared effective by the Securities and Exchange Commission (the Commission ) on December 6, 2011 (the Initial Registration Statement ), are incorporated by reference into this Registration Statement. This Registration Statement covers the registration of an additional 2,300,000 shares of our common stock in the offering related to the Initial Registration Statement.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules.**

*(a) Exhibits*

**Exhibit**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 5.1           | Opinion of Wachtell, Lipton, Rosen & Katz                            |
| 23.1          | Consent of Wachtell, Lipton, Rosen & Katz (contained in Exhibit 5.1) |
| 23.2          | Consent of Grant Thornton LLP  |
| 23.3          | Consent of PricewaterhouseCoopers LLP                                |
| 23.4          | Consent of Ernst & Young LLP   |
| 24.1*         | Power of Attorney  |

\* Previously filed.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of North Palm Beach, State of Florida, on the 6<sup>th</sup> day of December, 2011.

## BANKRATE, INC.

By: /s/ Edward J. DiMaria

Name: Edward J. DiMaria

Title: Senior Vice President-Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated below.

| Signature             | Title  | Date             |
|-----------------------|--|------------------|
| *                     |  | December 6, 2011 |
| Thomas R. Evans       | President, Chief Executive Officer and Director (Principal Executive Officer)                                |                  |
| /s/ Edward J. DiMaria |  | December 6, 2011 |
| Edward J. DiMaria     | Senior Vice President-Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) |                  |
| *                     | Chairman of the Board and Director   | December 6, 2011 |
| Peter C. Morse        |  |                  |
| *                     | Director   | December 6, 2011 |
| Seth Brody            |  |                  |
| *                     | Director   | December 6, 2011 |
| Bruce Nelson          |  |                  |
| *                     | Director   | December 6, 2011 |
| Richard Pinola        |  |                  |
| *                     | Director   | December 6, 2011 |
| Christian Stahl       |  |                  |
| *                     | Director   | December 6, 2011 |
| James Tieng           |  |                  |
| *                     | Director   | December 6, 2011 |
| Mitch Truwit          |  |                  |

**INDEX TO EXHIBITS**

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