

Bankrate, Inc.  
Form NT 10-K  
March 03, 2015

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

**FORM 12b-25**

**SEC File Number 1-35206**

**CUSIP Number 06647F102**

**NOTIFICATION OF LATE FILING**

(Check One)     Form 10-K     Form 20-F     Form 11-K     Form 10-Q  
 Form 10-D     Form N-SAR     Form N-CSR

For Period Ended: December 31, 2014

Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR

For Transition Period Ended:

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I REGISTRANT INFORMATION**

**Bankrate, Inc.**

**Full Name of Registrant**

**Not Applicable**

**Former Name if Applicable**

**11760 U.S. Highway One, Suite 200**

**Address of Principal Executive Office (*Street and Number*)**

**North Palm Beach, Florida 33408**

**City, State and Zip Code**

**PART II RULES 12b-25(b) and (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III NARRATIVE**

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State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

As disclosed in the Current Report on Form 8-K of Bankrate, Inc. (the Company) filed on September 15, 2014, the Company's Audit Committee, which is comprised entirely of independent outside directors, concluded that the Company's previously issued financial statements for each of fiscal years 2011, 2012 and 2013 should no longer be relied upon pending the conclusion of a full internal review described in the report. This internal review is ongoing and could result in findings affecting the Company's previously issued financial statements for any or all of fiscal years 2011, 2012 and 2013. Until this review is complete, the Company will be unable to obtain and compile the financial data necessary to complete the Company's Annual Report on Form 10-K for the period ended December 31, 2014, particularly the comparative columnar data for fiscal years 2012 and 2013, and comparisons to results from such periods, without unreasonable effort and expense.

**PART IV OTHER INFORMATION**

- (1) Name and telephone number of person to contact in regard to this notification.

**Steven D. Barnhart**  
(Name)

**917**  
(Area Code)

**368-8600**  
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). " Yes x No

Quarterly Report on Form 10-Q for the Quarterly Period Ended September 30, 2014

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? " Yes " No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

As described above, the internal review remains in process. Accordingly, the Company is currently unable to determine whether any change will need to be made in results of operations from the corresponding period for the 2012 and 2013 fiscal years.

**Bankrate, Inc.**

**(Name of Registrant as Specified in Charter)**

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date March 3, 2015

By: /s/ Steven D. Barnhart  
Name: Steven D. Barnhart  
Title: Interim Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.