Bankrate, Inc. Form SC 13G/A February 14, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.1)*

Bankrate, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

06647F102

(CUSIP Number)

December 31, 2013

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

" Rule 13d-1(b)

"Rule 13d-1(c)

x Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes)

^{*} The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

CUSIP No. 06647F102		102		13G	Page 2 of 20 Pages		
1.	Name of Reporting Persons:						
2.	Ben Holdin 2. Check the A		g S.a.r.l. ppropriate Box if a Member of a Group (see instructions)				
	(a) "	(b)	X				
3.	SEC Us	e Only	1				
4.	Citizens	Citizenship or Place of Organization:					
	Luxemb	oourg 5.	Sole Voting Power:				
NUMBE	R OF						
SHAR	ES	6.	53,803,694 Shared Voting Power:				
BENEFIC	IALLY						
OWNEI) BY		-0-				
EAC	Н	7.	Sole Dispositive Power:				
REPORT	ΓING						
PERSO	ON	8.	53,803,694 Shared Dispositive Power:				
WIT	Н		•				
9.	Aggrega	nte Am	-0- nount Beneficially Owned by E	ach Reporting Person:			
10.	53,803,6 Check E		the Aggregate Amount in Row	(9) Excludes Certain Shares (See Instruc	tions) "		
11.	Percent of Class Represented by Amount in Row (9):						

12.	53.0% ¹ Type of Reporting Person (See Instructions):
	OO

The calculation of the foregoing percentage is based on 101,473,253 shares of common stock outstanding as of October 31, 2013.

CUSIP No.	06647F	102	13G		Page 3 of 20 Pages
1.	Name o	f Repo			
2.	Apax Europe VII GP Co. Ltd Check the Appropriate Box if a Member of a (a) " (b) x			ee instructions)	
3.	SEC Us	e Only	,		
4. Citizenship or Place of Organization:					
	Guernse	ey 5.	Sole Voting Power:		
NUMBE	R OF				
SHAR	ES	6.	-0- Shared Voting Power:		
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9.	Aggrega	ate An	53,803,694 nount Beneficially Owned by Each Repo	orting Person:	
10.	53,803,6 Check F		the Aggregate Amount in Row (9) Exclu	ndes Certain Shares (See Instructi	ons) "
11.	Percent	of Cla	ss Represented by Amount in Row (9):		

12.	53.0% ² Type of Reporting Person (See Instructions):	
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	e calculation of the foregoing percentage is based on 101,473,253 shares of common stock outstanding as o tober 31, 2013.	f

CUSIP No.	. 06647F1	.02	13G	Page 4 of 20 Page
1.	Name of	Repo	orting Persons:	
2.			VII GP L.P. Inc. propriate Box if a Member of a Group (see instructions) x	
3.	SEC Use	e Only	у	
4.	Citizensh	nip or	Place of Organization:	
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9.	Aggregat	te An	53,803,694 mount Beneficially Owned by Each Reporting Person:	
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12.	53.0% ³ Type of Reporting Person (See Instructions):
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3	The calculation of the foregoing percentage is based on 101,473,253 shares of common stock outstanding as of October 31, 2013.

CUSIP No.	06647F	102		13G	Page 5 of 20 Pages	
1.	Name of Reporting Persons:					
2.			VII-1, L.P. propriate Box if a Member of a	Group (see instructions)		
3.	SEC Us	e Only	,			
4.	Citizens	hip or	Place of Organization:			
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9.	Aggrega	nte Am	53,803,694 nount Beneficially Owned by Ea	ach Reporting Person:		
10.	53,803,6 Check B		the Aggregate Amount in Row	(9) Excludes Certain Shares (See Instruct	tions) "	

12.	53.0% ⁴ Type of Reporting Person (See Instructions):
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4	The calculation of the foregoing percentage is based on 101,473,253 shares of common stock outstanding as of October 31, 2013.

CUSIP No.	06647F	102		13G	Page 6 of 20 Pages	
1.	Name of Reporting Persons:					
2.	Apax Europe VII-A, L.P. Check the Appropriate Box if a Member of a Group (see instructions) (a) " (b) x					
3.	SEC Us	e Only	,			
4.	Citizens	ship or	Place of Organization:			
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12.	53.0% ⁵ Type of Reporting Person (See Instructions):
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5	The calculation of the foregoing percentage is based on 101,473,253 shares of common stock outstanding as of October 31, 2013.

CUSIP No.	. 06647F	102	13G		Page 7 of 20 Pages
1.	Name of	f Repo	orting Persons:		
2.			VII-B, L.P. propriate Box if a Member of a Grou x	up (see instructions)	
3.	SEC Us	e Only	,		
4.	Citizens	ship or	Place of Organization:		
	England	l 5.	Sole Voting Power:		
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9.	Aggrega	ate An	53,803,694 nount Beneficially Owned by Each R	Reporting Person:	
10.	53,803,6 Check E		the Aggregate Amount in Row (9) E	xcludes Certain Shares (See Instruction	ons) "

12.	53.0% ⁶ Type of Reporting Person (See Instructions):
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6	alculation of the foregoing percentage is based on 101,473,253 shares of common stock outstanding as of per 31, 2013.

CUSIP No.	06647F	102	130	3	Page 8 of 20 Pages
1.	Name o	f Repo	orting Persons:		
2.			y (Holdco) PCC Limited propriate Box if a Member of a Gro	up (see instructions)	
3.	SEC Us	se Only	7		
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	Guernse	ey 5.	Sole Voting Power:		
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12.	53.0% ⁷ Type of Reporting Person (See Instructions):
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	The calculation of the foregoing percentage is based on 101,473,253 shares of common stock outstanding as of October 31, 2013.

CUSIP No.	06647F1	102		13G	Page 9 of 20 Pages
1.	Name of	f Repo	orting Persons:		
2.	Check th	ne App	NERS EUROPE MANAGERS propriate Box if a Member of a		
	(a) "	(b)	X		
3.	SEC Use	e Only	,		
4.	Citizens	hip or	Place of Organization:		
	England	5.	Sole Voting Power:		
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10.	-0- Check B	Box if t	the Aggregate Amount in Row	(9) Excludes Certain Shares (S	ee Instructions) "

0.0%

12. Type of Reporting Person (See Instructions):

00

CUSIP No. 06647F102 13G Page 10 of 20 Pages 1. Name of Reporting Persons: Apax US VII, L.P. 2. Check the Appropriate Box if a Member of a Group (see instructions) (a) " (b) x SEC Use Only 3. 4. Citizenship or Place of Organization: Cayman Islands 5. Sole Voting Power: NUMBER OF -0-**SHARES** 6. Shared Voting Power: **BENEFICIALLY** OWNED BY 53,803,694 7. Sole Dispositive Power: **EACH** REPORTING -0-**PERSON** 8. Shared Dispositive Power: WITH 53,803,694 9. Aggregate Amount Beneficially Owned by Each Reporting Person: 53,803,694 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "

Percent of Class Represented by Amount in Row (9):

12.	53.0%8 Type of Reporting Person (See Instructions):	
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8	The calculation of the foregoing percentage is based on 101,473,253 shares of common sto October 31, 2013.	ck outstanding as of

CUSIP No.	06647F	102		13G	Page 11 of 20 Pages
1.	Name o	f Repo	orting Persons:		
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3.	SEC Us	e Only	7		
4.	Citizens	ship or	Place of Organization:		
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12.	53.0% ⁹ Type of Reporting Person (See Instructions):
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9	calculation of the foregoing percentage is based on 101,473,253 shares of common stock outstanding as of per 31, 2013.

CUSIP N	No. 06647F1	02	13G	Page 12 of 20 Pages
1.	Name of R	eporting Persons:		
2.	Check the	/II GP, Ltd. Appropriate Box if a b) x	Member of a Group (see instructions)	
3.	SEC Use C	Only		
4.	Citizenship	o or Place of Organiza	ation:	
	England 5.	Sole Voting Pow	er:	
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	RES 6.	-0- Shared Voting Po	ower:	
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OWNI EA	ED BY CH 7.	53,803,694 Sole Dispositive	Power:	
PER	RTING SON 8. TH	-0- Shared Dispositiv	ve Power:	
9.	Aggregate	53,803,694 Amount Beneficially	Owned by Each Reporting Person:	
10.	53,803,694 Check Box		nount in Row (9) Excludes Certain Shar	es (See Instructions) "

11.

Percent of Class Represented by Amount in Row (9):

12.	53.0% ¹⁰ Type of Reporting Person (See Instructions):
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10	The calculation of the foregoing percentage is based on 101,473,253 shares of common stock outstanding as of October 31, 2013.

CUSIP No.	06647F	102		13G	Page 13 of 20 Pages
1.	Name o	f Repo	orting Persons:		
2.	Megrue Check t		propriate Box if a Member of a C	Group (see instructions)	
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10.	53,803, Check I		the Aggregate Amount in Row (9) Excludes Certain Shares (See Instruc	ctions) "

12.	53.0% ¹¹ Type of Reporting Person (See Instructions):	
	CO	
11	The calculation of the foregoing percentage is based on 101,473,253 shares of common stock outstanding as of October 31, 2013.	•

CUSIP No. 06647F102

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This Amendment No. 1 is being filed to report the termination of the discretionary investment management arrangement with Apax Partners Europe Managers Ltd, which as a result, no longer beneficially owns any shares of Common Stock (as defined below).

Item 1.

(a). Name of Issuer

Bankrate, Inc. (the Company)

(b). Address of Issuer s Principal Executive Offices:

11760 U.S. Highway One, Suite 200 North Palm Beach, Florida 33408

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office

Item 2(c). Citizenship

BEN HOLDING S.A.R.L.

1-3 BOULEVARD DE LA FOIRE

1-1528 LUXEMBOURG

PLACE OF ORGANIZATION: LUXEMBOURG

APAX EUROPE VII GP CO. LTD THIRD FLOOR ROYAL BANK PLACE 1 GLATEGNY ESPLANADE ST. PETER PORT, GUERNSEY X0 GY1 2HJ PLACE OF ORGANIZATION: GUERNSEY

APAX EUROPE VII GP L.P. INC. THIRD FLOOR ROYAL BANK PLACE 1 GLATEGNY ESPLANADE ST. PETER PORT, GUERNSEY X0 GY1 2HJ PLACE OF ORGANIZATION: GUERNSEY

APAX EUROPE VII-1, L.P. THIRD FLOOR ROYAL BANK PLACE 1 GLATEGNY ESPLANADEST. PETER PORT, GUERNSEY X0 GY1 2HJ PLACE OF ORGANIZATION: ENGLAND

APAX EUROPE VII-A, L.P.
THIRD FLOOR ROYAL BANK PLACE
1 GLATEGNY ESPLANADE
ST. PETER PORT, GUERNSEY X0 GY1 2HJ
PLACE OF ORGANIZATION: ENGLAND

APAX EUROPE VII-B, L.P. THIRD FLOOR ROYAL BANK PLACE 1 GLATEGNY ESPLANADE

ST. PETER PORT, GUERNSEY X0 GY1 2HJ PLACE OF ORGANIZATION: ENGLAND CUSIP No. 06647F102 13G Page 15 of 20 Pages

APAX GUERNSEY (HOLDCO) PCC LIMITED THIRD FLOOR, ROYAL BANK PLACE 1 GLATEGNY ESPLANADE ST. PETER PORT, GUERNSEY X0 GY1 2HJ PLACE OF ORGANIZATION: GUERNSEY

APAX PARTNERS EUROPE MANAGERS LTD 33 JERMYN STREET LONDON X0 SW1Y 6DN PLACE OF ORGANIZATION: ENGLAND

APAX US VII, L.P. P.O. BOX 908GT GEORGETOWN

GRAND CAYMAN E9 KY1-9002

PLACE OF ORGANIZATION: CAYMAN ISLANDS

APAX US VII GP, L.P. C/O WALKER SPV LIMITED WALKER HOUSE, PO BOX 908GT GEORGE TOWN, GRAND CAYMAN E9 KY1-9002 PLACE OF ORGANIZATION: CAYMAN ISLANDS

APAX US VII GP, LTD.

P.O. BOX 908GT

GEORGE TOWN, GRAND CAYMAN E9 KY1-9002 PLACE OF ORGANIZATION: CAYMAN ISLANDS

MEGRUE, JOHN F

C/O APAX PARTNERS, L.P.

601 LEXINGTON AVENUE, 53RD FLOOR

CITIZENSHIP: UNITED STATES

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Ben Holding S.a r.l. 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.). 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. Ltd is the general partner of Apax Europe VII GP L.P. Inc. Apax Europe VII GP Co. Ltd is a wholly owned subsidiary of Apax Guernsey (Holdco) PCC Limited. 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.

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Apax Partners Europe Managers Ltd, had previously 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. As of January 1, 2014, Apax Partners Europe Managers Ltd no longer serves as discretionary investment manager of such funds. The applicable general partners of such funds are responsible for the investments and general administration of such funds.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.01 par value (the Common Stock)

Item 2(e). CUSIP Number:

06647F102

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

Except as set forth below, as of the date hereof each of the Reporting Persons may be deemed to be the beneficial owner of the 53,803,694 shares of Common Stock held by Ben Holding S.a.r.l.

As of January 1, 2014, Apax Partners Europe Managers Ltd no longer serves as discretionary investment manager of Apax Europe VII-A, L.P., Apax Europe VII-B, L.P. and Apax Europe VII-1, L.P., and, as a result, does not have beneficial ownership of any shares of Common Stock.

(b) Percent of class:

See Item 11 of each cover page.

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote

See Item 5 of each cover page.

(ii) Shared power to vote or to direct the vote

See Item 6 of each cover page.

(iii) Sole power to dispose or to direct the disposition of

See Item 7 of each cover page.

(iv) Shared power to dispose or to direct the disposition of

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See Item 8 of each cover page.

Item 5. Ownership of Five Percent or Less of a Class

Apax Partners Europe Managers Ltd is no longer the beneficial owner of more than five percent of the outstanding shares of Common Stock.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2014

BEN HOLDING S.A.R.L.

By: /s/ Geoffrey Linpach Name: Geoffrey Linpach Title: Class A Manager

By: /s/ Gerard Maitrejean Name: Gerard Maitrejean Title: Class B Manager

APAX EUROPE VII GP CO. LTD

By: /s/ A.W. Guille Name: A.W. Guille Title: Director

APAX EUROPE VII GP LP. INC.

By: /s/ Andrew W. Guille Name: Andrew W. Guille

Title: Director

APAX EUROPE VII 1, L.P.

By: Apax Europe VII GP L.P. Inc., Its general partner

By: Apax Europe VII GP Co. Ltd, Its general partner

By: /s/ A.W. Guille Name: A.W. Guille Title: Director CUSIP No. 06647F102 13G Page 19 of 20 Pages

APAX EUROPE VII A, L.P.

By: Apax Europe VII GP L.P. Inc., Its general partner

By: Apax Europe VII GP Co. Ltd, Its general partner

By: /s/ A.W. Guille Name: A.W. Guille Title: Director

APAX EUROPE VII B, L.P.

By: Apax Europe VII GP L.P. Inc., Its general partner

By: Apax Europe VII GP Co. Ltd, Its general partner

By: /s/ A.W. Guille Name: A.W. Guille Title: Director

APAX GUERNSEY (HOLDCO) PCC LTD AEVII CELL

By: /s/ A.W. Guille Name: A.W. Guille Title: Director

APAX PARTNERS EUROPE MANAGERS LTD

By: /s/ Andrew Sillitoe Name: Andrew Sillitoe

Title: POA

By: /s/ Martin Halusa Name: Martin Halusa Title: Director CUSIP No. 06647F102 13G Page20 of 20 Pages

APAX US VII, L.P.

By: Apax US VII GP, L.P. Its General Partner

By: Apax US VII GP, Ltd. Its General Partner

By: /s/ John Megrue Name: John Megrue Title: CEO

APAX US VII GP, L.P.

By: Apax US VII GP, Ltd. Its General Partner

By: /s/ John Megrue Name: John Megrue Title: CEO

APAX US VII GP, LTD.

By: /s/ John Megrue Name: John Megrue

Title: CEO

MEGRUE, JOHN F

/s/ John Megrue Name: John Megrue