

Bankrate, Inc.
Form DEF 14A
July 01, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES

EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

Bankrate, Inc.

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(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

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Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

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BANKRATE, INC.

477 Madison Avenue, Suite 430

New York, New York 10022

(917) 368-8600

July 1, 2015

Dear Bankrate, Inc. Stockholders,

You are cordially invited to attend the Annual Meeting of Stockholders of Bankrate, Inc., to be held on August 10, 2015. The Annual Meeting will begin promptly at 1:00 p.m., local time, at Marriott Singer Island, 3800 North Ocean Drive, Singer Island, Florida 33404.

A Notice of Annual Meeting of Stockholders and the Proxy Statement for the meeting are attached. To ensure your representation at the Annual Meeting, you are urged to vote by proxy via the Internet or telephone pursuant to the instructions provided in the Notice of Internet Availability of Proxy Materials; or by completing, dating, signing and returning a proxy card.

The Notice of Annual Meeting and Proxy Statement on the following pages contain information about the official business of the Annual Meeting. Whether or not you expect to attend, please vote your shares now. Of course, if you decide to attend the Annual Meeting, you will have the opportunity to revoke your proxy and vote your shares in person. This Proxy Statement is also available at *investor.bankrate.com*.

We look forward to your participation and thank you for your support of our business.

Sincerely,

Kenneth S. Esterow

President and Chief Executive Officer

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BANKRATE, INC.

477 Madison Avenue, Suite 430

New York, New York 10022

(917) 368-8600

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD AUGUST 10, 2015

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Bankrate, Inc. will be held at Marriott Singer Island, 3800 North Ocean Drive, Singer Island, Florida 33404, at 1:00 p.m., local time, on August 10, 2015, for the following purposes:

1. To elect as directors the 2 nominees named in the proxy statement that follows;
2. To approve, on an advisory basis, named executive officer compensation;
3. To approve the Bankrate, Inc. Short-Term Incentive Plan, including the performance goals, for purposes of satisfying the requirements of Section 162(m) of the Internal Revenue Code;
4. To approve the Bankrate 2015 Equity Incentive Compensation Plan;
5. To ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm for the current fiscal year; and
6. To transact any other business as may properly come before the Annual Meeting, or at any adjournment or postponement of the meeting.

The Board of Directors has fixed the close of business on June 18, 2015 as the record date for the determination of stockholders entitled to notice of, and to vote at, the Annual Meeting. The Notice of Internet Availability of Proxy Materials (the *Notice*) was first sent to stockholders of record on or about July 1, 2015, and we provided access to our proxy materials over the Internet on or before that date. The Notice contains instructions on how to access an electronic copy of the proxy materials, including the proxy statement and the Company's 2014 Annual Report. The Notice also contains instructions on how to request a paper copy of the proxy statement.

By Order of the Board of Directors,

James R. Gilmartin

Senior Vice President, General Counsel

and Corporate Secretary

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July 1, 2015

New York, New York

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BANKRATE, INC.

477 Madison Avenue, Suite 430

New York, New York 10022

(917) 368-8600

PROXY STATEMENT

FOR THE ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON

AUGUST 10, 2015

INFORMATION CONCERNING SOLICITATION AND VOTING

Introduction

We are furnishing this Proxy Statement on behalf of the Board of Directors (the "Board of Directors") of Bankrate, Inc., a Delaware corporation, for use at our 2015 Annual Meeting of Stockholders, or at any adjournments or postponements of the meeting (the "Annual Meeting"), for the purposes set forth below and in the accompanying Notice of Annual Meeting. The Annual Meeting will be held at Marriott Singer Island, 3800 North Ocean Drive, Singer Island, Florida 33404, at 1:00 p.m. local time, on August 10, 2015.

As used in this Proxy Statement, the terms "us", "we", "our" and the "Company" refer to Bankrate, Inc., and, where appropriate, Bankrate, Inc., and its subsidiaries. The term "Common Stock" means shares of our common stock, par value, \$0.01 per share.

Stockholders Entitled to Notice and to Vote; Quorum

Only holders of record of our Common Stock at the close of business on June 18, 2015, which the Board of Directors has set as the record date, are entitled to notice of, and to vote at, the Annual Meeting. As of June 18, 2015, we had 103,812,226 shares of Common Stock outstanding and entitled to vote at the Annual Meeting, and our shares of Common Stock were held by approximately 209 stockholders of record. Each stockholder of record of Common Stock on the record date will be entitled to one vote for each share held on all matters to be voted upon at the Annual Meeting. There are no cumulative voting rights in the election of directors.

The presence, in person or by proxy, of a majority of the votes entitled to be cast on a matter to be voted on at the Annual Meeting constitutes a quorum for action on that matter. The shares of Common Stock represented by properly executed proxy cards or properly authenticated voting instructions recorded electronically through the Internet or by telephone, will be counted for purposes of determining the presence of a quorum at the Annual Meeting. Abstentions and broker non-votes will be counted toward fulfillment of quorum requirements. A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that proposal and has not received instructions from the beneficial owner.

Distinction Between Holding Shares as a Stockholder of Record and as a Beneficial Owner

Some of our stockholders hold their shares through a broker, trustee, or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those shares owned beneficially.

Stockholder of Record. If your shares are registered directly in your name with our transfer agent, Computershare Trust Company, N.A., then you are considered, with respect to those shares, the stockholder of record. As the stockholder of record, you have the right to grant your voting proxy directly to us or to a third party, or to vote in person at the Annual Meeting.

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Beneficial Owner. If your shares are held in a brokerage account, by a trustee or, by another nominee, then you are considered the beneficial owner of those shares. As the beneficial owner of those shares, you have the right to direct your broker, trustee, or nominee how to vote and you also are invited to attend the Annual Meeting. However, because a beneficial owner is not the stockholder of record, you may not vote these shares in person at the Annual Meeting unless you obtain a legal proxy from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the Annual Meeting.

If you are not a stockholder of record, please understand that we do not know that you are a stockholder, or how many shares you own.

Voting Deadline

If you are a stockholder of record on the record date, then your proxy must be received no later than 11:59 p.m. Eastern Time on August 9, 2015 to be counted. If you are the beneficial owner of your shares held through a broker, trustee, or other nominee, please follow the instructions of your broker, trustee, or other nominee in determining the deadline for submitting your proxy.

Voting Without Attending the Annual Meeting

Whether you hold shares directly as a stockholder of record or through a broker, trustee, or other nominee, you may direct how your shares are voted without attending the Annual Meeting. You may give voting instructions by the Internet, by telephone, or by mail. Instructions are on the Notice. The proxy holders will vote all properly executed proxies that are delivered in response to this solicitation, and not later revoked, in accordance with the instructions given by you.

Voting In Person

Shares held in your name as the stockholder of record on the record date may be voted in person at the Annual Meeting. Shares for which you are the beneficial owner but not the stockholder of record may be voted in person at the Annual Meeting only if you obtain a legal proxy from the broker, trustee, or other nominee that holds your shares giving you the right to vote the shares. Even if you plan to attend the Annual Meeting, we recommend that you vote by proxy as described below so that your vote will be counted if you later decide not to attend the Annual Meeting.

The vote you cast in person will supersede any previous votes that you may have submitted, whether by Internet, telephone, or mail.

Voting Requirements

At the Annual Meeting, stockholders will consider and act upon (1) the election of two directors, (2) the approval, on an advisory basis, of named executive officer compensation, (3) the approval of the Bankrate, Inc. Short-Term Incentive Plan, including the performance goals, for purposes of satisfying the requirements of Section 162(m) of the Internal Revenue Code, (4) the approval of the Bankrate 2015 Equity Incentive Compensation Plan, (5) the ratification of the appointment of our independent registered public accounting firm, and (6) such other business as may properly come before the Annual Meeting.

Our Bylaws provide that directors are elected by a plurality of the votes cast. This means that the director nominee with the most votes for a particular seat on the Board of Directors is elected for that seat. Only votes actually cast will be counted for purposes of determining whether a director nominee received the most votes for a particular seat on the Board of Directors. Abstentions and the withholding of authority by a stockholder (including broker non-votes) as to the election of directors (Proposal 1) are not treated as votes cast and thus have no effect on the results of the election.

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Under our Bylaws, Proposals 2, 3, 4 and 5 must be approved by the affirmative vote of a majority of the shares of Common Stock present in person or by proxy and entitled to vote on this matter at the Annual Meeting. An abstention will have the same legal effect as a vote against this proposal. Broker non-votes will have no effect on the outcome of this proposal.

If your shares are held in street name, and you do not instruct the broker as to how to vote these shares on Proposals 1, 2, 3 or 4, the broker may not exercise discretion to vote for or against those proposals. This would be a broker non-vote and these shares will not be counted as having been voted on the applicable proposal. With respect to Proposal 5, the broker may exercise its discretion to vote for or against that proposal in the absence of your instruction. **Please instruct your bank or broker so your vote can be counted.**

Treatment of Voting Instructions

If you provide specific voting instructions, your shares will be voted as instructed.

If you hold shares as the stockholder of record and sign and return a proxy card or vote by Internet or telephone without giving specific voting instructions, then your shares will be voted in accordance with the recommendations of our Board of Directors. Our Board of Directors recommends::

1. a vote FOR the election of Ms. Christine Petersen and Mr. Richard Pinola to our Board of Directors; and
2. a vote FOR the approval, on an advisory basis, of named executive officer compensation; and
3. a vote FOR the approval of the Bankrate, Inc. Short-Term Incentive Plan, including the performance goals, for purposes of satisfying the requirements of Section 162(m) of the Internal Revenue Code; and
4. a vote FOR the approval of the Bankrate 2015 Equity Incentive Compensation Plan; and
5. a vote FOR the ratification of the appointment of Grant Thornton LLP as our independent registered public accounting firm for the current fiscal year.

In the event that any director nominee is unavailable for election, such shares may be voted for the election of such substitute nominee or nominees, if any, as the Board of Directors may select.

You may have granted to your broker, trustee, or other nominee discretionary voting authority over your account. Your broker, trustee, or other nominee may be able to vote your shares depending on the terms of the agreement you have with your broker, trustee, or other nominee.

The persons identified as having the authority to vote the proxies granted by the proxy card will also have authority to vote, in their discretion, to the extent permitted by applicable law, on such other business as may properly come before the Annual Meeting and any postponement or adjournment. The Board of Directors is not aware of any other matters that are likely to be brought before the Annual Meeting. If any other matter is properly presented for action at the Annual Meeting, including a proposal to adjourn or postpone the Annual Meeting to permit us to solicit additional proxies in favor of any proposal, the persons named in the proxy card will vote on such matter in their own discretion.

Revocability of Proxies

A stockholder of record who has given a proxy may revoke it at any time prior to its exercise at the Annual Meeting by (i) giving written notice of revocation to our Corporate Secretary, (ii) properly submitting a duly executed proxy bearing a later date, or (iii) appearing in person at the Annual Meeting and voting in person.

If you are the beneficial owner of shares held through a broker, trustee, or other nominee, you must follow the specific instructions provided to you by your broker, trustee, or other nominee to change or revoke any instructions you have already provided to your broker, trustee, or other

nominee.

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Internet Availability of Proxy Materials and Annual Report

We are pleased this year to take advantage of the Securities and Exchange Commission (SEC) rules that permit companies to furnish proxy materials to stockholders over the Internet. The Notice of Internet Availability of Proxy Materials (the Notice) was first sent to stockholders of record on or about July 1, 2015, and we provided access to our proxy materials over the Internet on or before that date. By furnishing a Notice and access to our proxy materials by the Internet, we are lowering the costs and reducing the environmental impact of the 2015 Annual Meeting. You can find our proxy materials and Annual Report on the Internet at *investor.bankrate.com* and at *materials.proxyvote.com/06647F*.

Costs of Proxy Solicitation

Proxies will be solicited from our stockholders by mail and through the Internet. We will pay all expenses in connection with the solicitation, including postage, printing and handling, and the expenses incurred by brokers, custodians, nominees and fiduciaries in forwarding proxy material to beneficial owners. We may engage a proxy solicitation firm to solicit proxies in connection with the Annual Meeting, and we estimate that the fee payable for such services would be less than \$10,000. It is possible that our directors, officers and other employees may make further solicitations personally or by telephone, facsimile or mail. Our directors, officers and other employees will receive no additional compensation for any such further solicitations.

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The Board of Directors is divided into three classes, and the members of each class serve for staggered three-year terms. At each annual meeting of stockholders, a class of directors is elected for a three-year term to succeed the directors of the same class whose terms are then expiring. The Board of Directors is currently comprised of three Class I directors (Mr. Bruce Nelson, Ms. Christine Petersen and Mr. Richard Pinola) whose terms expire at the Annual Meeting, four Class II directors (Mr. Seth Brody, Mr. Kenneth Esterow, Mr. Michael Kelly and Mr. Sree Kotay) whose terms expire at the 2016 Annual Meeting of Stockholders, and three Class III directors (Mr. Peter Morse, Mr. Christian Stahl and Mr. Mitch Truwit) whose terms expire at the 2017 Annual Meeting of Stockholders. The Board of Directors has nominated Ms. Petersen and Mr. Pinola to stand for reelection as directors at the Annual Meeting. If reelected, they will each serve as a Class I director with a term expiring at the 2018 Annual Meeting of Stockholders. Mr. Nelson has decided not to stand for re-election to the Board of Directors at the Annual Meeting. He will continue to serve as a director through the Annual Meeting date. Mr. Nelson's decision was for personal reasons and not the result of any disagreement with the Company or its management. There are no family relationships among any of the directors or the nominees, nor is there any agreement or understanding between any director or nominee and any other person pursuant to which the director or nominee was elected or nominated, other than the Fourth Amended and Restated Stockholders Agreement discussed in Corporate Governance Nomination of Directors and Certain Relationships and Related Party Transactions Stockholders Agreement below.

The Board of Directors recommends a vote FOR each of the nominees.

Information Concerning the Nominees and Directors

Biographical information for each director and nominee appears below. The information is based entirely upon information provided by the respective directors and nominees.

Nominees to Serve as Class I Directors (Term Expiring in 2018)

Christine Petersen, age 51, has served on Bankrate's Board of Directors since December 2014 and currently serves as a member of the Compensation Committee. Ms. Petersen is the Chief Consumer Officer and CMO of Treato—a venture-backed startup in the digital healthcare space. She previously served as President of TripAdvisor for Business and served as Chief Marketing Officer for TripAdvisor from 2004 to 2013. From 1999 to 2002, Ms. Petersen served as Vice President, Marketing with Preview Travel and Travelocity (upon Preview Travel's acquisition by Travelocity). From 1997 to 1999, Ms. Petersen served as Vice President with Charles Schwab and Co. and from 1993 to 1996, Ms. Petersen served as a marketing director with Fidelity Investments. In 1998, Ms. Petersen began her career with American Express holding management positions in the card, travel, insurance and financial services divisions. Ms. Petersen serves as an advisor, board member and investor in several start-up digital businesses. Ms. Petersen's qualifications to serve on our board of directors include her more than 15 years experience in the digital travel/media industries with proven success in growing businesses from start-up to category winners, as well as broad financial services experience.

Richard J. Pinola, age 69, has served on Bankrate's Board of Directors since June 2011, after previously serving on the board of directors of Bankrate's predecessor entity. Mr. Pinola currently serves as chairman of the Audit Committee and as a member of the Compensation Committee. Since July 2009 he has been a Principal in GPS Investment Group, LLC, Investment Counselors. He served as Chief Executive Officer and Chairman of Right Management Consultants from 1994 through January 2004. He served as a director of that company from 1990 and as CEO from July 1992 until Right Management Consultants was purchased by Manpower. Prior to joining Right Management Consultants, Mr. Pinola was President and Chief Operating Officer of Penn Mutual Life Insurance Company, a financial services firm. He also was a CPA with PriceWaterhouse and Co. He serves on the boards of Corporate Property Associates 17 and Corporate Property Associates 18, both managed by W. P.

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Carey, Inc. He is also on the boards of the Visiting Nurses Association and King's College. Apart from Bankrate, Mr. Pinola previously served on the board of KTRON International, Kenexa, Inc. and Nobel Learning Communities. In addition, Mr. Pinola has served on the boards of directors of the American Lung Association, Janney Montgomery Scott, the Life Office Management Association, and the Horsham Clinic. Mr. Pinola was the founder and director of The Living Wills Archive Company and a Founder and board member of the Mutual Association for Professional Services. Mr. Pinola holds a B.S. in Accounting from King's College and became a Certified Public Accountant in 1969. Mr. Pinola's qualifications to serve on our Board of Directors include his previous position as a board member of Bankrate as well as his more than 30 years of business experience in finance, sales, marketing, human resources, executive compensation, investor relations, and internal operations.

Other Directors

Our other Class I Director, with a term expiring at this year's Annual Meeting:

Bruce Nelson, age 63, has served on Bankrate's Board of Directors since September 2011 and currently serves as a member of the Audit Committee. Mr. Nelson was Vice Chairman of the Omnicom Group from 2006 to 2011. Previously, he was Executive Vice President, Chief Marketing Officer, of the Interpublic Group, from 2000-2005. From 1998 -1999, he was Vice Chairman of Young & Rubicam Inc., the holding company of Y&R Advertising, Wunderman, Burston-Marsteller, and Landor Associates. Prior to that, Mr. Nelson pursued a multi-disciplinary career at McCann-Erickson Worldwide for 19 years, holding Executive Vice President titles as Director of Worldwide Accounts, and as a Chief Strategy Officer, Director of Strategy for Worldwide Accounts. He was the youngest Executive Creative Director in the agency's history. He is the author of three proprietary frameworks in which to view Brands: Immediacy Marketing: Selling in Real Time; The Brand Footprint: Branding Over Borders Over Time; and Shaping The Debate: Managing Leadership and Challenger Brands. For many years, Mr. Nelson was a lecturer on Branding at the Columbia Business School and the Yale School of Management. He has served on the Board of God's Love We Deliver in New York City and has served on the Boards of Official Payments Corp., and Prince Sports, Inc. Mr. Nelson's qualifications to serve on our Board of Directors include his vast knowledge as a marketing and strategy expert, as well as, his unique perspective and experience in helping financial service companies develop enduring brands.

Our directors continuing in office as Class II Directors, with terms expiring at the 2016 Annual Meeting of Stockholders, are as follows:

Seth Brody, age 39, has served on Bankrate's Board of Directors since 2010. Mr. Brody is a partner and Global Head of the Operational Excellence Practice at Apax Partners. He has been with Apax since 2008 based in the New York office. His prior industry operating experience includes roles as Executive Vice President and General Manager at Razorgator Interactive Group, as Group Vice President and General Manager at Orbitz Worldwide, Director of Marketing at priceline.com, and Product Manager at Netmarket Group, Inc. Mr. Brody has served in numerous interim management positions across the Apax portfolio, including roles as the Chief Information Officer at Netrada Management GmbH and Chief Marketing Officer at Trader Canada Corporation. Mr. Brody serves as a director and advisor to numerous growth companies in the digital space. He received his B.A. from Yale University and his M.B.A. from Harvard Business School. Mr. Brody's qualifications to serve on our board of directors include his extensive experience with a wide variety of online businesses and his deep knowledge of the online industry.

Kenneth S. Esterow, age 50, has served on Bankrate's Board of Directors since January 2014, and was appointed President and Chief Executive Officer in January 2014. Mr. Esterow served as our Senior Vice President - Chief Operating Officer from September 2013 to December 2013. From 2011 to 2013, Mr. Esterow served as a consultant. From 2007 until 2011, Mr. Esterow was the President and CEO of GTA by Travelport, a global online B2B travel distributor. Mr. Esterow spent six years (2000 - 2006) at Cendant Corporation, where he held the positions of Senior Vice President, eCommerce Development, Chief Business Development Officer, Executive Vice President, Supplier Services and President and CEO, Travel Industry Services, Americas. Earlier in his career, Mr. Esterow held a number of executive positions at The Netmarket Group and Deloitte

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Management Consulting. Mr. Esterow is a director of Orbitz Worldwide. Mr. Esterow holds an M.B.A. from The Wharton School and a B.A. in Biology from the University of Pennsylvania. Mr. Esterow's qualifications to serve on our Board of Directors include his extensive experience in Internet industries, providing our Board with the benefit of that experience and his insight into the strategic issues facing our business, and his role as our President and Chief Executive Officer.

Michael J. Kelly, age 57, has served on Bankrate's Board of Directors since June 2012 and currently serves as Chairman of the Compensation Committee and as a member of the Audit Committee and the Nominating & Governance Committee. Mr. Kelly previously served as president and CEO of The Weather Channel Companies from July 2009 to February 2012. He has over three decades of experience in the media industry. From 2004-2007, Mr. Kelly served as president of AOL Media Networks, responsible for all of AOL's advertising properties globally. From 2002-2004, Mr. Kelly was the President of the Global Marketing group at Time Warner. From 2000-2002, he founded and served as CEO at American Town Network, a local digital media company. In 1983, Mr. Kelly began a 17-year career at Time, Inc. holding management positions at Fortune Magazine and serving as publisher of Entertainment Weekly. He also served as a senior advisor at Veronis Suhler Stevenson and was a Director and member of the Audit Committee at MediaMind. He currently holds board positions at American Town Network, Colspace Corporation and Quantcast Corporation. He is also on the board of the American Advertising Federation, the Board of Councilors of the Carter Center in Atlanta and is a founding member of The Kelly Gang. Mr. Kelly's qualifications to serve on our Board of Directors include his broad experience and successes in both traditional and new media organizations.

Sree Kotay, age 42, has served on Bankrate's Board of Directors since December 2014 and currently serves as a member of the Nominating & Governance Committee. Mr. Kotay is Executive Vice President, Technology and Chief Software Architect for Comcast. Prior to joining Comcast in 2007, Mr. Kotay served as Senior Vice President, Technology at AOL, LLC, where he was responsible for consumer product development. During his tenure at AOL, which began in 2003, Mr. Kotay led software development for AIM/Messaging, the AOL Client, Search, aol.com, Site Publishing, Mail, and next-generation Billing. From 1999-2003, Mr. Kotay was a founder and CTO for Viewpoint, Corp., a small public software company focusing on advanced 2D and 3D graphics technology licensing and development. From 1995-1999, Mr. Kotay served as Director of R&D at Metacreations, Corp., where he lead platform technology development, new product development and technology acquisition and integration. From 1991-1995, Mr. Kotay was President and founder of Intrepid Systems, LLC, a small private software company focused on Prepress and Printing solutions for vertical markets. Mr. Kotay's qualifications to serve on our board of directors include his domain knowledge and experience with Internet and consumer product development at various stages of growth, and his experience and acumen in driving technology transformation and product innovations.

Our directors continuing in office as Class III Directors, with terms expiring at the 2017 Annual Meeting of Stockholders, are as follows:

Peter C. Morse, age 68, currently serves as Chairman of Bankrate's Board of Directors and has served on Bankrate's Board of Directors and the board of directors of Bankrate's predecessor entity since 1993, as Chairman from 1997 until 1999 and since 2002, and as Chief Executive Officer from 1993 until 1997. Mr. Morse currently also serves as Chairman of the Nominating & Governance Committee. In 1982, Mr. Morse founded Morse Partners, Inc., a private equity firm that acquires operating companies and provides expansion capital. He is also a general partner of Permit Capital LLC. From 1986 to 1990, Mr. Morse was Chairman of FAO Schwarz, the national chain of children's gift stores. Mr. Morse is a member of the Board of Governors of the Boys and Girls Clubs of America and the Board of Trustees for the J.M. Foundation. Mr. Morse is a Trustee Emeritus of Children's Hospital of Philadelphia where he served as a trustee from 1982 to 2010 and was Chairman of the Investment Committee of Children's Hospital of Philadelphia from 1987 to 2010. Mr. Morse served as a member of the Board of Directors of Georgetown University from 2004 to 2010. Mr. Morse holds a B.S.B.A. from Georgetown University and an M.B.A. from Columbia University Graduate School of Business. Mr. Morse's qualifications to serve on our Board of Directors include his extensive experience in investment matters, his familiarity with and knowledge of the history of Bankrate, and his leadership of Bankrate for over 20 years.

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Christian Stahl, age 44, has served on Bankrate's Board of Directors since 2009. Mr. Stahl joined Apax Partners in 1999 and is an equity partner. Prior to joining Apax Partners, Mr. Stahl worked at Bain & Company. He holds an M.B.A. with distinction from INSEAD Business School. Mr. Stahl also currently serves as a director of Apax Partners LLP, Cengage Learning, Takko Fashion, Karl Lagerfeld and Tommy Hilfiger China. Mr. Stahl served as a director of Central European Media Enterprises Ltd. from 2006 to 2009 and as a director of PVH from 2010 to 2011. Mr. Stahl's qualifications to serve on our Board of Directors include his financial and business expertise across a broad set of industries, his experience as partner of a leading private equity investment group, and his service on several other public and private company boards of directors.

Mitch Truwit, age 46, has served on Bankrate's Board of Directors since 2009. Mr. Truwit joined Apax Partners in 2006 as a partner in the New York office and has served as Co-Chief Executive Officer of Apax Partners since January 2014. Prior to joining Apax Partners in 2006, Mr. Truwit was President and Chief Executive Officer at Orbitz Worldwide in Chicago. Prior to joining Orbitz Worldwide, Mr. Truwit was the Chief Operating Officer at Priceline.com, Inc. Mr. Truwit's qualifications to serve on our Board of Directors include his extensive experience with several online businesses, his deep knowledge of the online industry, and his financial and investment experience as a partner of a leading private equity investment group.

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PROPOSAL 2: NON-BINDING, ADVISORY APPROVAL OF NAMED EXECUTIVE

OFFICER COMPENSATION (SAY-ON-PAY)

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (known as the Dodd-Frank Act) added provisions to Section 14A of the Securities and Exchange Act of 1934, as amended, to provide that a public company s proxy statement in connection with the annual meeting of stockholders must, at least once every three years, allow stockholders to cast a non-binding, advisory vote to approve the compensation of the company s named executive officers as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables, and narrative discussion. In accordance with the Dodd-Frank Act and rules adopted by the U.S. Securities and Exchange Commission, at the 2015 Annual Meeting, we are providing stockholders with an opportunity to cast an advisory vote to approve our compensation program for our named executive officers. This vote is referred to as a Say-on-Pay vote.

As described in the Compensation Discussion and Analysis section and the related compensation tables and narrative discussion that follow on pages 30 47 of this proxy statement, our executive compensation programs are designed to achieve various objectives, including aligning named executive officer and stockholder interests, attracting and retaining quality leadership, supporting a pay-for-performance philosophy, and maintaining a level of equity grants to avoid excess dilution and expense over time.

The Board recommends that stockholders vote in favor of the following resolution:

RESOLVED, that the stockholders hereby approve, on an advisory basis, the compensation paid to Bankrate s named executive officers, as disclosed in Bankrate s Proxy Statement for the 2015 Annual Meeting of Stockholders pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables, and narrative discussion included in this proxy statement.

Because the vote is advisory, it will not be binding upon the Board of Directors, and Bankrate will not be required to take any action as a result of the outcome of the vote. Our Board of Directors, however, values the opinions of our stockholders and, to the extent there is any significant vote against the name executive officer compensation as disclosed in this proxy statement, our Board of Directors will attempt to consider the stockholders concerns, to the extent ascertainable, and evaluate whether any actions are necessary to address those concerns.

Our Board of Directors unanimously recommends a vote FOR approval of the compensation of our named executive officers, on an advisory, non-binding basis, as disclosed in this proxy statement pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables, and narrative discussion.

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PROPOSAL 3: APPROVAL OF THE BANKRATE, INC. SHORT-TERM INCENTIVE PLAN

On February 2, 2015, upon recommendation of the Compensation Committee, the Board of Directors adopted the Bankrate, Inc. Short-Term Incentive Plan (the Bonus Plan), subject to the approval of our stockholders. The Bonus Plan is intended to govern the award and payment of annual cash bonuses to certain of Bankrate's and its subsidiary's officers. The Board of Directors has directed that the Bonus Plan be submitted to Bankrate's stockholders for approval so that payments under the Bonus Plan may qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code of 1986, as amended (which we refer to as the Code).

A description of the material provisions of the Bonus Plan is set forth below. The statements made in this Proposal 3 concerning terms and provisions of the Bonus Plan are summaries and do not purport to be a complete recitation of the Bonus Plan provisions. These statements are qualified in their entirety by express reference to the full text of the Bonus Plan, a copy of which is attached to this proxy statement as Annex A and is incorporated by reference herein.

Section 162(m) of the Code

Approval of the material terms of the performance goals set forth in the Bonus Plan is intended to allow awards under the Bonus Plan to the Company's executive officers to qualify as tax-deductible performance-based compensation under Section 162(m) of the Code. As described below, the Bonus Plan contains a formula that establishes the maximum award amount permitted for each participant under the Bonus Plan for a performance period. The Compensation Committee is authorized to use its negative discretion to decrease (but not increase) the maximum amount.

Section 162(m) of the Code places a limit of \$1,000,000 per person on the amount the Company may deduct in any one year for compensation paid to its Chief Executive Officer and the next three highest compensated officers (other than the Chief Financial Officer). However, Section 162(m) of the Code generally allows a company to obtain tax deductions without limit for qualifying performance-based compensation. The Company intends that, subject to stockholder approval of the performance goals in the Bonus Plan, awards made pursuant to the Bonus Plan will qualify as performance-based compensation not subject to the \$1,000,000 deductibility cap under Section 162(m) of the Code. A number of requirements must be met in order for particular compensation to so qualify, however, so there can be no assurance that such compensation will be fully deductible in all circumstances.

If the Bonus Plan is not approved by the stockholders, we will not grant any awards under the Bonus Plan. We may, however, otherwise grant annual cash bonuses to the executive officers who would have been eligible to participate in the Bonus Plan. In that event, these bonuses would not qualify as performance-based compensation under Section 162(m) of the Code, and, accordingly, all or a portion of the bonuses might not be deductible by the Company for federal income tax purposes.

Administration

The Bonus Plan will be administered by a committee designated by the Board (which we refer to as the Committee), which Committee must consist solely of two or more outside directors within the meaning of Section 162(m) of the Code. The Board currently anticipates that the Compensation Committee will be the Committee that administers the Bonus Plan.

Performance Period; Eligibility for Awards Under the Bonus Plan

Awards granted under the Bonus Plan will relate to the fiscal year of the Company.

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Each of the Company's executive officers as well as any other officer of the Company or its subsidiaries who is (or who, in the determination of the Committee, may reasonably be expected to be) a covered employee within the meaning of Section 162(m) of the Code for the applicable performance period and who is designated to participate in the Bonus Plan by the Committee on or before the 90th day following the commencement of the applicable performance period (or such later date, if any, as permitted under Section 162(m) of the Code) is eligible to participate in the Bonus Plan. Currently, there are approximately ten employees eligible to receive awards under the Bonus Plan.

Performance Goals in the Bonus Plan

Under the Bonus Plan, the business criterion on which the performance goal is based is EBITDA. EBITDA is defined in the Bonus Plan as, for a performance period, consolidated net income before net interest expense, consolidated income taxes, and consolidated depreciation and amortization; however, EBITDA excludes any or all extraordinary items as determined under United States generally accepted accounting principles, including, without limitation, the charges or costs associated with restructurings of the Company, discontinued operations, other unusual or non-recurring items, and the cumulative effects of accounting changes, and as identified in the Company's financial statements, notes to the Company's financial statements, or management's discussion and analysis of financial condition and results of operations contained in the Company's most recent report filed with the Securities and Exchange Commission.

The Bonus Plan provides a specific limitation on the annual cash awards that may be granted to the Company's Chief Executive Officer and other Bonus Plan participants. Specifically, for each applicable performance period, the Chief Executive Officer is eligible to receive a Bonus Plan award equal to \$5 million for such performance period if the Company's EBITDA for such performance period is greater than zero, and each other Bonus Plan participant is eligible to receive a Bonus Plan award equal to \$2.5 million for such performance period if the Company's EBITDA for such performance period is greater than zero. The Committee has the discretion to decrease, but not to increase, the award of each individual determined pursuant to this formula, and it is currently anticipated that bonuses will generally be reduced below the amounts noted, with actual payments based on performance metrics not enumerated in the Bonus Plan.

Types of Awards

The Bonus Plan provides a program of annual cash awards to eligible employees. The Committee may approve an award for any eligible employee in any amount, subject to the limitations on awards described above.

Nonassignability

Awards under the Bonus Plan are not assignable or transferable.

Forfeiture

Unless otherwise determined by the Committee (but only to the extent that exercising such discretion would not cause the applicable award to fail to qualify as performance-based compensation under Section 162(m) of the Code), a participant must be employed with the Company on the day on which awards for a performance period are paid in order to receive a Bonus Plan award with respect to such performance period.

Certification and Determination of Awards

As a condition to the right to receive an award under the Bonus Plan, the Committee must first certify in writing the Company's EBITDA and that the Bonus Plan awards have been determined in accordance with the provisions of the Bonus Plan. Bonus Plan awards will be determined as soon as practicable after the applicable performance period and will be paid no later than the 15th day of the third month following such performance period.

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Duration, Amendment, and Termination

If the Bonus Plan is approved by the stockholders, it will be effective as of January 1, 2015 (and will continue in effect indefinitely). The Committee, however, may amend or terminate the Bonus Plan at any time, so long as the amendment or termination does not cause a Bonus Plan award to become subject to the deduction limitations contained in Section 162(m) of the Code.

New Plan Benefits

The amounts of awards for the Company's 2015 fiscal year or subsequent years will be determined based upon EBITDA and, in addition, will be subject to the Committee's right to reduce any participant's award by any amount in its sole discretion. As a result, it is not possible to determine the amounts of awards for 2015 or subsequent years at this time. Moreover, because the Committee can reduce each participant's award under the Bonus Plan by any amount in its discretion, it is also not possible to determine the amounts that would have been paid for 2014 had the Bonus Plan been in effect during such year. In the future, the Board anticipates the Committee will exercise its negative discretion to ensure that awards made under the Bonus Plan are consistent with the Company's competitive pay practices, as described in the Compensation Discussion and Analysis in this proxy statement.

The Board unanimously recommends a vote FOR the approval of the Bonus Plan.

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PROPOSAL 4: APPROVAL OF THE BANKRATE, INC. 2015 EQUITY

COMPENSATION PLAN

On June 12, 2015 the Board adopted the Bankrate, Inc. 2015 Equity Compensation Plan (which we refer to as the 2015 Plan), subject to stockholder approval, which we are now seeking. As described below, we are submitting the 2015 Plan to our stockholders for approval in order to authorize the issuance of shares under the 2015 Plan and to approve certain performance goals for purposes of Section 162(m) of the Code. The 2015 Plan will be effective on the date on which such stockholder approval is received (which date we refer to as the Effective Date).

The Compensation Committee believes that equity-based compensation programs are an important element of our Company s continued financial and operational success. The 2015 Plan provides us with the ability to deliver equity compensation that is competitive, attracts and retains key talent, reflects best practices in our industry, and continues our strong pay-for-performance culture. Key features of our 2015 Plan include the following:

A strong pay-for-performance alignment for our senior management. Since 2013, over 50% of our long-term incentive awards granted have been performance-based and tied to our operational performance.

Double-trigger vesting of our equity awards upon a change in control. Unless equity awards are not assumed, a change in control and a termination of employment must occur in order for acceleration of unvested awards.

The exercise price for stock options and stock appreciation rights may not be less than 100% of the fair market value of the underlying shares at the time of grant.

Shares withheld to pay taxes related to the exercise of stock options or stock appreciation rights or the vesting of other stock awards will not be added back to the 2015 Plan.

We are not permitted to reduce the exercise price, reprice or provide cash payment for underwater stock options without stockholder approval.

We limit the number of shares a participant may receive in a given calendar year.

We do not allow for automatic increases in the maximum number of securities available for issuance under the plan.

No awards may be granted under the 2015 Plan after ten years and stock options and stock appreciation rights are limited to a 10-year term from date of grant.

In approving the 2015 Plan, the Board considered the recent history of our Company s prior equity incentive compensation plans, including the 2011 Equity Compensation Plan (which we refer to as the 2011 Plan), the intended purpose of the 2015 Plan, and the number of shares that would be reserved for issuance under the 2015 Plan (representing approximately 7.71% of the outstanding shares of the Company s common stock as of June 18, 2015, assuming all 8,008,157 shares available under the 2015 Plan are issued).

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We have broad employee participation in our equity compensation program, including our most senior executives, which has resulted in a three-year average burn rate of 1.7% of our weighted average diluted common shares outstanding. Our 3-year average burn rate is positioned competitively relative to our peer group used to assess executive compensation pay levels and practices (see our Compensation Discussion and Analysis for discussion of our peer group). The table below indicates our burn rate from 2012 – 2014 (with performance shares measured at maximum per the disclosure in Note 9 to our Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014):

| | 2014 | 2013 | 2012 |
|---|-------------|-------------|-------------|
| Restricted Stock (including Performance Shares) Granted | 2,905,777 | 1,501,154 | |
| Stock Options Granted | | 355,000 | 440,000 |
| Total Granted | 2,905,777 | 1,856,154 | 440,000 |
| Weighted Average Diluted Shares Outstanding | 102,417,273 | 100,108,316 | 100,831,459 |
| Burn Rate | 2.8% | 1.9% | 0.4% |

Three-Year Average Burn Rate (2012 – 2014): 1.7%

You are being asked to approve the 2015 Plan. Our Board believes that the 8,008,157 additional shares available for grant (representing 6,500,000 new shares in addition to the 1,508,157 shares available for issuance under the 2011 Plan as of June 12, 2015, the date the 2015 Plan was approved by the Board) would provide Bankrate with sufficient shares for our equity compensation needs over the next three years following the Effective Date. You should read and understand the terms of the 2015 Plan before you vote. The affirmative vote of the holders of a majority of the outstanding shares of Common Stock present in person or by proxy at the Annual Meeting is required to approve the 2015 Plan.

The Board unanimously recommends a vote FOR approval of the 2015 Plan.

Summary of the 2015 Plan

A summary of the material features of the 2015 Plan appears below. These summary descriptions are qualified in their entirety by reference to the full text of the 2015 Plan, which is attached to this Proxy Statement as Annex B.

Number of Authorized Shares Submitted to Our Stockholders

We are asking our stockholders to approve a total of 8,008,157 shares of Common Stock (reduced as described in the next sentence) to be available for grants of awards under the 2015 Plan (representing 6,500,000 new shares in addition to the 1,508,157 shares available for issuance under the 2011 Plan as of June 12, 2015, the date the 2015 Plan was approved by the Board), plus any shares related to awards outstanding under the 2011 Plan as of June 12, 2015 that thereafter terminate, expire unexercised, or are forfeited, canceled or otherwise are not delivered for any reason. The 8,008,157 shares of Common Stock available under the 2015 Plan will be reduced by any shares of Common Stock delivered pursuant to any award that is granted under the 2011 Plan after June 12, 2015 and prior to stockholder approval of the 2015 Plan. As of June 12, 2015, 2,795,793 shares of Common Stock were issuable pursuant to outstanding stock options under the 2011 Plan, and there were 4,512,916 restricted shares outstanding (with outstanding performance share awards measured at target) under the 2011 Plan. The outstanding stock options have a weighted average exercise price of \$16.05 per share and a weighted average remaining life of 5.08 years. Upon stockholder approval of the 2015 Plan, effective as of the Effective Date, no further awards may be granted under our 2011 Plan, although awards granted under the 2011 Plan prior to the Effective Date will continue to remain outstanding under their terms and, as noted above, may be settled with shares that are in addition to the shares available for future grants under the 2015 Plan. The fair market value of a share of Common Stock on June 12, 2015 was \$12.62, the closing price on that date.

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Term of Plan

The 2015 Plan becomes effective as of the Effective Date and provides that no grants may be made under the plan after the tenth anniversary of the Effective Date. As of the Effective Date, no further awards may be granted under our 2011 Plan, although awards granted under such plan prior to the Effective Date continue to remain outstanding under their terms.

Individual Limitations on Awards

The 2015 Plan provides that in any calendar year, (a) the total number of shares for which qualified performance-based awards (as described below) other than stock options and stock appreciation rights (SARs) may be made to any one participant cannot exceed 1,600,000, (b) the total number of shares for which stock options and SARs may be made to any one participant cannot exceed 750,000, and (c) the total grant date value of awards to any non-employee director may not exceed \$500,000.

Share Counting Rules

Shares subject to awards granted under the 2015 Plan are not counted as used unless and until they are actually issued and delivered to a participant. Upon payment in cash of the benefit provided by any award (or any award granted under the 2011 Plan prior to June 12, 2015), shares that were covered by such award will be available for issue or transfer under the 2015 Plan. Shares withheld by the Company to satisfy tax withholding obligations, and shares that are repurchased by the Company with stock option and SAR proceeds, are not added back to the aggregate limit under the 2015 Plan. Shares covered by a SAR (or a SAR granted under the 2011 Plan), to the extent the award is exercised and settled in shares, and regardless of whether all shares covered by the award are actually issued to the participant upon exercise, are considered issued or transferred pursuant to the 2015 Plan. The 2015 Plan also provides that shares that are delivered in settlement of an award issued in connection with the assumption or replacement of outstanding awards under a plan or arrangement of an entity acquired in a merger or other acquisition, or as a post-transaction grant under such a plan or arrangement of an acquired entity, will not be counted against the maximum number of shares available for delivery under the plan, to the extent that the exemption from the stockholder approval requirements of the listing standards of the New York Stock Exchange relating to mergers and acquisitions is available.

Persons Eligible for Grants

The Compensation Committee or its permitted delegate may grant awards under the 2015 Plan to any of our directors and to any employees of the Company or any subsidiary of the Company. As of the June 12, 2015, approximately 770 people were eligible to participate under the 2015 Plan.

Awards In General

The Compensation Committee has broad authority to establish the terms and conditions of the awards granted under the 2015 Plan, including the ability to specify the employees and directors who will be granted awards and the types of awards they will receive.

Types of Awards

In addition to cash awards (described below), the 2015 Plan authorizes the grant of several types of stock-based awards, including stock options, SARs, restricted stock awards, restricted stock units, unrestricted stock awards, qualified performance-based awards under Section 162(m) of the Code, interest equivalent awards, and, in the case of awards other than stock options, SARs, and unvested performance awards, dividend equivalents.

Stock Options. Stock options allow the recipient to purchase a fixed number of shares of our Common Stock for a fixed price. Stock options granted under the 2015 Plan may either be incentive stock options, which are intended to qualify for favorable treatment to the recipient under U.S. federal tax law, or nonqualified stock

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options, which do not qualify for this favorable tax treatment. Under the 2015 Plan, the exercise price of any option must be no less than the fair market value, as defined in the 2015 Plan, of our Common Stock on the grant date. The 2015 Plan provides that the term of any option granted may not exceed 10 years and that each option may be exercised for such period as may be specified by the Compensation Committee in the grant of the option.

Stock Appreciation Rights. SARs constitute the right to receive stock or cash, or a combination of stock and cash, equal in value to the difference between the exercise price of the SAR and the market price of our Common Stock on the exercise date. The exercise price of a SAR must be no less than the fair market value of our Common Stock on the grant date. SARs may be granted alone or in tandem with options. SARs granted in tandem with options must have an exercise price equal to the exercise price per share of the related options. The exercise of all or a portion of a SAR granted with a related option results in the forfeiture of all or a corresponding portion of the related option, and vice versa. The Compensation Committee determines the form (whether in cash, shares, or a combination thereof) and timing of payments made upon exercise of a SAR, whether the payment will be made in a lump sum, in annual installments, or otherwise deferred, and whether interest equivalents will be paid with respect to such payments.

Restricted Stock Awards. Recipients of restricted stock awards generally have all the customary voting and other rights of a stockholder during the restricted period, but may not sell, transfer, or otherwise dispose of the restricted stock. Dividends will be held subject to the same restrictions as the underlying shares during the restricted period. The Compensation Committee may set the terms and conditions of restricted stock awards, including restrictions against sale, transfer, or other disposition, may make the lapse of such restrictions contingent on the achievement of performance goals, and may grant an award of dividend equivalent units in connection with a restricted stock award.

Restricted Stock Unit Awards. Restricted stock units (RSUs) represent the right to receive a specified number of shares of our Common Stock at such times, and subject to such conditions, as the Compensation Committee determines. A participant to whom RSUs are awarded has no rights as a stockholder with respect to the shares represented by the RSUs unless and until shares are actually delivered to the participant in settlement of the award. RSUs may, however, have dividend equivalent rights if so determined by the Compensation Committee.

Unrestricted Stock Awards. Recipients of unrestricted stock awards become the owner of the shares of our Common Stock subject to the award upon receipt of the shares, with the right to receive dividends and all the customary voting and other rights of a stockholder.

Dividend and Interest Equivalent Awards. Cash dividends are not paid on shares that have been awarded under the plan but not yet registered or delivered. As described above, however, the Compensation Committee may provide for the payment of dividend equivalents in respect of any award other than awards of stock options or SARs pursuant to which shares of our Common Stock are or may become deliverable in the future, equal in value to the cash dividends that would have been paid with respect to each share subject to the award, if it had been outstanding from the date of grant. Dividend equivalents may be payable in cash or shares of our Common Stock, either from time to time before shares are delivered pursuant to the award (including upon payment of the underlying dividends), or at the time the shares are delivered. Dividend equivalents may also be converted into contingently credited shares of our Common Stock deliverable at such time or times as the Compensation Committee may determine. Our Compensation Committee may also provide for payment of interest equivalents on any portion of any award payable at a future time in cash, and on dividend equivalents that are payable at a future time in cash.

Cash Awards

In addition to the various types of equity-based awards described below, the 2015 Plan permits the Compensation Committee to grant cash awards, subject to such terms and conditions, if any, as it determines, such as requiring continued employment or continued service and/or performance conditions. These awards may be designated as qualified performance-based awards as described below. The aggregate maximum payment value in any calendar year that any one participant may receive under cash awards that are so designated is \$9,000,000.

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Qualified Performance-Based Awards

Section 162(m) of the Code generally places a \$1 million annual limit on a company's tax deduction for compensation paid to a covered employee. A covered employee is an employee who is, on the last day of the company's taxable year in which the deduction would otherwise be claimed, the company's chief executive officer or one of the other three highest paid officers named in its proxy statement (excluding its chief financial officer). This limit does not apply to compensat