

BANKRATE INC  
Form SC 13D  
September 04, 2009

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

**Schedule 13D  
(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)**

**(Amendment No. )**

**BANKRATE, INC.**

**(Name of Issuer)**

**Common Stock, \$0.01 Par Value**

**(Title of Class of Securities)**

**06646V108**

**(CUSIP Number)**

**Mitch Truwit**

**c/o BEN Holdings, Inc.**

**601 Lexington Avenue, 53rd Floor**

**New York, New York 10022**

**Telephone: (212) 753-6300**

*Copies to:*

**Joshua N. Korff, Esq.**

**Susan J. Zachman, Esq.**

**Christopher A. Kitchen, Esq.**

**601 Lexington Avenue**

**New York, New York 10022**

**(212) 446-4800**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and  
Communications)**

**August 25, 2009**

**(Dates of Event Which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. o

NAME OF REPORTING PERSON

**1** S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BEN Merger Sub, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**  
(a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4**

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

**5**

N/A

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

Florida

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARED VOTING POWER

**8**

SHARES BENEFICIALLY OWNED BY 66,062,643\*

SOLE DISPOSITIVE POWER

**9**

EACH REPORTING PERSON 0

WITH SHARED DISPOSITIVE POWER

10

66,062,643\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

66,062,643\*

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

87.7%\*\*

TYPE OF REPORTING PERSON

14

CO

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\*\* Based on 19,223,794 shares of common stock outstanding (including restricted shares) as of August 19, 2009 (as disclosed in Amendment No. 4 to the Solicitation/Recommendation Statement on Schedule 14D-9 filed by the Issuer on August 21, 2009 plus the 56,099,522 shares of common stock issued on August 25, 2009 pursuant to the exercise of the top-up option, described in Item 3 of this Schedule 13D).

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NAME OF REPORTING PERSON

**1** S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BEN Holdings, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)  
WC

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)   
N/A

**6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

**7** SOLE VOTING POWER  
NUMBER OF 0

**8** SHARES BENEFICIALLY OWNED BY  
SHARED VOTING POWER  
66,062,643\*

**9** EACH REPORTING PERSON  
SOLE DISPOSITIVE POWER  
0

WITH SHARED DISPOSITIVE POWER

10

66,062,643\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

66,062,643\*

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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87.7%\*\*

TYPE OF REPORTING PERSON

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NAME OF REPORTING PERSON

**1** S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Ben Holding S.à r.l.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (SEE INSTRUCTIONS)  
WC

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)   
N/A

**6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Luxembourg

**7** SOLE VOTING POWER  
NUMBER OF 0

**8** SHARES BENEFICIALLY OWNED BY 8  
SHARED VOTING POWER  
66,062,643\*

**9** EACH REPORTING PERSON 9  
SOLE DISPOSITIVE POWER  
0

WITH SHARED DISPOSITIVE POWER

10

66,062,643\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

66,062,643\*

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

87.7%\*\*

TYPE OF REPORTING PERSON

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OO

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NAME OF REPORTING PERSON

**1** S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Apax US VII, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2**  
(a)   
(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS)

**4**

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

**5**

N/A

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

Cayman Islands

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARED VOTING POWER

**8**

SHARES BENEFICIALLY OWNED BY 66,062,643\*

SOLE DISPOSITIVE POWER

**9**

EACH REPORTING PERSON 0

WITH SHARED DISPOSITIVE POWER

10

66,062,643\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

66,062,643\*

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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87.7%\*\*

TYPE OF REPORTING PERSON

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NAME OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Apax Europe VII-A, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)  
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)   
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United Kingdom

7 SOLE VOTING POWER

NUMBER OF 0

8 SHARES SHARED VOTING POWER  
BENEFICIALLY OWNED BY 66,062,643\*

9 EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

66,062,643\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

66,062,643\*

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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NAME OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Apax Europe VII-B, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)  
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)   
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United Kingdom

7 SOLE VOTING POWER

NUMBER OF 0

8 SHARES BENEFICIALLY OWNED BY 66,062,643\*

9 EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

66,062,643\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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66,062,643\*

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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NAME OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Apax Europe VII-1, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)  
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)   
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United Kingdom

7 SOLE VOTING POWER

NUMBER OF 0

8 SHARES BENEFICIALLY OWNED BY 66,062,643\*

9 EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

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66,062,643\*

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NAME OF REPORTING PERSON

1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Apax US VII GP, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)  
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)   
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

7 SOLE VOTING POWER

NUMBER OF 0

8 SHARES BENEFICIALLY OWNED BY 66,062,643\*

9 EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

66,062,643\*

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1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Apax US VII GP, Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)  
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)   
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

7 SOLE VOTING POWER

NUMBER OF 0

8 SHARES BENEFICIALLY OWNED BY 66,062,643\*  
SHARED VOTING POWER

9 EACH SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10

66,062,643\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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Apax Europe VII GP L.P. Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)  
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)   
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Guernsey

7 SOLE VOTING POWER  
NUMBER OF 0

8 SHARED VOTING POWER  
SHARES BENEFICIALLY