

BANKRATE INC  
Form 8-K  
October 04, 2007

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): October 3, 2007**

(Exact name of registrant as specified in its charter)

|                                                                     |                                               |                                                           |
|---------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------------------------|
| <b>Florida</b><br>(State or other jurisdiction<br>of Incorporation) | <b>0-25681</b><br>(Commission<br>File Number) | <b>65-0423422</b><br>(IRS Employer<br>Identification No.) |
|---------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------------------------|

|                                                                                                                                   |                            |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------|
| <b>11760 U.S. Highway One</b><br><b>Suite 200</b><br><b>North Palm Beach, Florida</b><br>(Address of principal executive offices) | <b>33408</b><br>(Zip Code) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------|

**Registrant's telephone number, including area code: (561) 630-2400**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The Board of Directors of Bankrate, Inc. (the “Registrant”) amended Article VIII of the Registrant’s Bylaws (the “Bylaws”), effective as of October 3, 2007, pursuant to Nasdaq Rule 4350(1), to allow for the issuance of uncertificated shares. By being able to issue uncertificated shares, the Registrant may now participate in the Direct Registration System, which is currently administered by The Depository Trust Company. The Direct Registration System allows investors to have securities registered in their names without the issuance of physical certificates and allows investors to electronically transfer securities to broker-dealers in order to effect transactions without the risks and delays associated with transferring certificates.

The full text of the Bylaws, as amended, is filed as Exhibit 3.1 to this Current Report, and amended Article VIII thereof is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

3.1 Bylaws, as amended.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BANKRATE, INC.**

Date: October 4, 2007

By: /s/ EDWARD J. DIMARIA  
Edward J. DiMaria  
Senior Vice President and Chief Financial Officer