

BANKRATE INC  
Form 8-K  
March 29, 2006

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

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**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): March 24, 2006**

**(Exact name of registrant as specified in its charter)**

**Florida**  
**(State or other jurisdiction**  
**of Incorporation)**

**0-25681**  
**(Commission**  
**File Number)**

**65-0423422**  
**(IRS Employer**  
**Identification No.)**

**11760 U.S. Highway One**  
**Suite 500**  
**North Palm Beach, Florida**  
**(Address of principal executive offices)**

**33408**  
**(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))

**Section 8 - Other Events**

**Item 8.01 Other Events.**

On March 24, 2006, Bankrate, Inc. (the "Company") announced via press release that the Company filed a shelf registration statement with the Securities and Exchange Commission covering the offer and sale of up to \$115,000,000 of its common stock. The shares will be sold at various times and prices by the Company, certain selling shareholders or a combination of both.

**Section 9 - Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial statements of businesses acquired.

(1) None.

(b) Pro forma financial information.

(1) None.

(c) Exhibits.

99.1 Text of press release of Bankrate, Inc. dated March 24, 2006.

**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: March 29, 2006

by: /s/ Robert J. DeFranco

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Robert J. DeFranco  
Senior Vice President  
Chief Financial Officer

