

SECURITIES AND EXCHANGE COMMISSION

FORM SC TO-I/A

Issuer tender offer statement [amend]

Filing Date: **2001-08-03**
SEC Accession No. **0000931763-01-501216**

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SUBJECT COMPANY

BANKRATE INC

CIK: **1080866** | IRS No.: **650423472** | State of Incorporation: **FL** | Fiscal Year End: **1231**
Type: **SC TO-I/A** | Act: **34** | File No.: **005-57763** | Film No.: **1697142**
SIC: **7389** Business services, nec

Mailing Address
*11811 US HIGHWAY ONE
STE 101
N PALM BEACH FL 33408*

Business Address
*11811 US HIGHWAY ONE
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N PALM BEACH FL 33408
5616277330*

FILED BY

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(Rule 13e-4)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2 - Final Amendment)

BANKRATE, INC.
(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options Under Bankrate, Inc.'s
1997 Equity Compensation Plan and 1999 Equity Compensation Plan
to Purchase Common Stock, Par Value \$.01 Per Share,
Held by Option Holders
(Title of Class of Securities)

06646V108
(CUSIP Number of Underlying Class of Securities)

Robert J. DeFranco
Senior Vice President - Chief Financial
Officer
Bankrate, Inc.
11811 U.S. Highway One, Suite 101
North Palm Beach, Florida 33408
(561) 630-1230

copies to:
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Heath D. Linsky, Esq.
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1600 Atlanta Financial Center
3343 Peachtree Road, N.E.
Atlanta, Georgia 30326
(404) 233-7000

(Name, address and telephone number of person authorized to receive notices
and communications on behalf of filing person)

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$4,644,645	\$928.93

* Calculated solely for purposes of determining the filing fee. This amount
assumes that options to purchase 1,366,072 shares of common stock of Bankrate,

Inc. having a weighted average exercise price of \$3.40 will be exchanged pursuant to this offer. The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the value of the transaction.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount previously paid:	\$928.93.
Form or Registration No.:	Schedule TO.
Filing party:	Bankrate, Inc.
Date filed:	July 3, 2001.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

INTRODUCTORY STATEMENT

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO"), filed by Bankrate, Inc. (the "Company") with the Securities and Exchange Commission on July 3, 2001, relating to our offer to exchange options to purchase shares of our common stock, par value \$.01 per share, held by certain employees for new options to purchase shares of our common stock at an exercise price per share equal to the fair market value of one share of our common stock on the date of issuance of the new options upon the terms and subject to the conditions in the Offer to Exchange, dated July 3, 2001 (the "Offer to Exchange") and the related Letter of Transmittal.

ITEM 4

Item 4 of the Schedule TO is hereby amended and supplemented to add the following:

The Offer expired at 12:00 midnight, Eastern time, on August 1, 2001. Pursuant to the Offer, we accepted for exchange 1,180,002 options to purchase

our common stock, representing 86.4% of the options that were eligible to be tendered in the offer. Subject to the terms and conditions of the Offer, we will grant options to purchase an aggregate of 1,180,002 shares of our common stock in exchange for such tendered options. We will promptly send each option holder whose options have been accepted for exchange a letter, substantially in the form of Exhibit (a)(1)(E) as previously filed, indicating the number of shares subject to such holder's options that have been accepted for exchange, the corresponding number of shares of common stock that will be subject to the options that will be granted to such holders and the expected grant date of the new options.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 to the Schedule TO is true, complete and correct.

Bankrate, Inc.

/s/ Robert J. DeFranco

Robert J. DeFranco
Senior Vice President - Chief Financial
Officer

Date: August 3, 2001