

BANKRATE INC
Form 10-K/A
June 16, 2005

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549**

**FORM 10-K/A
Amendment No. 1**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For The Fiscal Year Ended December 31, 2004

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Commission File No. 0-25681

(exact name of registrant specified in its charter)

Florida
**(State or other jurisdiction of
incorporation or organization)**

65-0423422
(I.R.S. Employer Identification No.)

**11760 U.S. Highway One, Suite 500
North Palm Beach, Florida 33408
(Address of principal executive offices) (zip code)**

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

**Securities registered pursuant to Section 12(b) of the Act:
None**

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$0.01 per share

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements

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incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting common equity held by non-affiliates of the Registrant, based on the average of the closing bid and ask quotations for the Common Stock on June 30, 2004 as reported by the Nasdaq National Market was approximately \$79,075,000. As of February 28, 2005, the Registrant had outstanding 15,783,504 shares of Common Stock.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Proxy Statement for the 2005 Annual Meeting of Stockholders are incorporated by reference into Parts I and III of this report.

This Amendment No. 1 to the Annual Report on Form 10-K is being filed solely to amend Exhibit 23.1 (Consent of KPMG LLP). Unaffected Items have not been repeated in this Amendment No. 1.

Except as described above, no other changes have been made to the original Form 10-K, and this Form 10-K/A does not amend, update or change the financial statements or any other Items or disclosures in the original Form 10-K. This Form 10-K/A does not reflect events occurring after the filing of the Form 10-K or modify or update those disclosures, including any exhibits to the Form 10-K affected by subsequent events. Information not affected by the changes described above is unchanged and reflects the disclosures made at the time of the original filing of the Form 10-K on March 16, 2005. Accordingly, this Form 10-K/A should be read in conjunction with our filings made with the Securities and Exchange Commission subsequent to the filing of the original Form 10-K, including any amendments to those filings.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

Documents Filed as Part of This Report:

(1) Financial Statements.

See Index to Financial Statements under Item 8.

(2) Financial Statement Schedule.

All financial statement schedules have been omitted since the required information is not material or is included in the consolidated financial statements or notes thereto.

(3) Exhibits.

23.1 Consent of KPMG LLP. +

+ Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized as of the 15th day of June, 2005.

By: /s/ Robert J. DeFranco
Robert J. DeFranco
Senior Vice President and
Chief Financial Officer