

BANKRATE INC
Form 8-K
April 25, 2006

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): April 25, 2006

(Exact name of registrant as specified in its charter)

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| 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))
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Section 8 - Other Events

Item 8.01 Other Events.

On April 25, 2006, Bankrate, Inc. (the "Company") announced via press release that the Company filed an amendment to its shelf registration statement with the Securities and Exchange Commission covering the proposed offer and sale of up to 2,000,000 shares of its common stock, and the proposed offer and sale of up to 345,893 shares of its common stock by certain selling shareholders. In addition, the Company has granted the underwriters an option to purchase up to an aggregate of 351,883 additional shares of its common stock from the Company and the selling shareholders solely to cover over-allotments, if any.

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.

(d) *Exhibits.*

99.1Text of press release of Bankrate, Inc. dated April 25, 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: April 25, 2006

By: /s/ Edward J. DiMaria

Edward J. DiMaria
Senior Vice President
Chief Financial Officer