

Bankrate, Inc.
Form 5
February 07, 2014

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
MORSE PETER C

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Bankrate, Inc. [RATE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O BANKRATE, INC., 11760 US HIGHWAY 1 SUITE 200

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NORTH PALM BEACH, FL 33408

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	12/19/2013	^	G	50,000 D	\$ 0 (1) 3,482,181	D	^
Common Stock	^	^	^	^ ^ ^	750,000	I	GRAT

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORSE PETER C C/O BANKRATE, INC. 11760 US HIGHWAY 1 SUITE 200 NORTH PALM BEACH, FL 33408	Â	Â	Â	Â

Signatures

/s/ Edward J. DiMaria, as attorney-in-fact
Date: 02/07/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reported transaction was a gift to a charity.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. " CELLPADDING="0" WIDTH="92%" BORDER="0" STYLE="BORDER-COLLAPSE:COLLAPSE" ALIGN="center">

For Against Abstain Broker Non-votes

Peter L.S. Currie

953,590,413 3,556,306 2,266,974 114,127,308

Tony Isaac

865,765,024 91,387,112 2,261,557 114,127,308

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K. Vaman Kamath

950,967,082 6,137,005 2,309,606 114,127,308

Paal Kibsgaard

956,127,955 1,113,758 2,171,980 114,127,308

Nikolay Kudryavtsev

953,582,735 3,524,301 2,306,657 114,127,308

Adrian Lajous

931,093,331 26,046,249 2,274,113 114,127,308

Michael E. Marks

937,043,223 20,137,162 2,233,308 114,127,308

Lubna S. Olayan

938,328,422 18,781,994 2,303,277 114,127,308

Leo Rafael Reif

954,599,092 2,530,875 2,283,726 114,127,308

Tore I. Sandvold

954,665,192 2,504,714 2,243,787 114,127,308

Henri Seydoux

951,036,346 1,931,330 6,446,017 114,127,308

Item 2 Advisory Resolution to Approve Executive Compensation

The advisory resolution to approve Schlumberger's executive compensation, as described in the Definitive Proxy Statement, was approved with approximately 96.07% of the votes cast at the Annual Meeting voting in favor of the advisory resolution.

For	Against	Abstain	Broker Non-votes
913,637,542	37,410,716	8,365,435	114,127,308

Item 3 Financial Statements and Dividends

The proposal to approve Schlumberger's Consolidated Balance Sheet as at December 31, 2012, its Consolidated Statement of Income for the year ended December 31, 2012, and the declarations of dividends by the Board of Directors in 2012 as reflected in Schlumberger's 2012 Annual Report to Stockholders, as described in the Definitive Proxy Statement, was approved with approximately 99.78% of the votes cast at the Annual Meeting voting for the proposal.

For	Against	Abstain	Broker Non-votes
1,063,486,828	2,375,835	7,678,338	0

Item 4 Independent Registered Public Accounting Firm

The proposal to approve the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm to audit the accounts of Schlumberger for 2013, as described in the Definitive Proxy Statement, was approved with approximately 98.36% of the votes cast at the Annual Meeting voting for the proposal.

For	Against	Abstain	Broker Non-votes
1,052,727,963	17,509,915	3,303,123	0

Item 5 Adoption of 2013 Schlumberger Omnibus Incentive Plan

The proposal to approve the adoption of the 2013 Schlumberger Omnibus Incentive Plan, as described in the Definitive Proxy Statement, was approved with approximately 95.18% of the votes cast at the Annual Meeting voting for the proposal.

For	Against	Abstain	Broker Non-votes
909,784,009	46,065,741	3,563,943	114,127,308

Item 6 Amendment and Restatement of Schlumberger Discounted Stock Purchase Plan

The proposal to approve the adoption of an amendment and restatement of the Schlumberger Discounted Stock Purchase Plan, as described in the Definitive Proxy Statement, was approved with approximately 99.45% of the votes cast at the Annual Meeting voting for the proposal.

For	Against	Abstain	Broker Non-votes
950,679,423	5,263,176	3,471,094	114,127,308

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following are filed as exhibits to this report:

- 10.1 Schlumberger 2013 Omnibus Stock Incentive Plan (incorporated by reference to Appendix A of Schlumberger's Definitive Proxy Statement filed with the SEC on March 1, 2013).
- 10.2 Schlumberger Discounted Stock Purchase Plan, as amended and restated effective as of January 1, 2013 (incorporated by reference to Appendix B of Schlumberger's Definitive Proxy Statement filed with the SEC on March 1, 2013).

SIGNATURE

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.

SCHLUMBERGER N.V.
(SCHLUMBERGER LIMITED)

By: /s/ Howard Guild
Howard Guild
Chief Accounting Officer

Date: April 10, 2013