

BANKRATE INC  
Form 8-K  
October 28, 2004

**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): October 26, 2004**

(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.)

**11811 U.S. Highway One  
Suite 101  
North Palm Beach, Florida**

**33408**  
(zip code)

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

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## **Section 2 - Financial Information**

### **Item 2.02 Results of Operations and Financial Condition.**

On October 27, 2004, Bankrate, Inc. (the Company) announced via press release the Company's results for its third quarter ended September 30, 2004. A copy of the Company's press release is included herein as Exhibit 99.1. The information provided under this Item 2.02 of Form 8-K, including the press release included as Exhibit 99.1, is being furnished to, but not filed with, the Securities and Exchange Commission.

## **Section 5 - Corporate Governance and Management**

### **Item 5.02 Departure of Principal Officers; Election of Directors; Appointment of Principal Officers.**

At its meeting on October 26, 2004, the Board of Directors of the Company elected Richard J. Pinola as a director of the Company. Mr. Pinola is currently Chief Executive Officer of Right Management Consultants, a wholly-owned subsidiary of Manpower, Inc. (NYSE: MAN). Mr. Pinola was not selected as a director pursuant to any arrangement or understanding between him and any other person, and there are no related party transactions between him and the Company. The Board of Directors has determined that Mr. Pinola is an independent director, and meets the requirements for audit committee membership under applicable NASD Rules. Mr. Pinola will initially serve as Chairman of the Audit Committee of the Board of Directors. A copy of the Company's press release announcing the election of Mr. Pinola is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

## **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 October 27, 2004.

99.2 Text of press release of Bankrate, Inc. dated October 25, 2004.

**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: October 28, 2004

by: /s/ Robert J. DeFranco

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Robert J. DeFranco  
Senior Vice President  
Chief Financial Officer

EXHIBIT INDEX

Exhibit

- 99.1 Text of press release of Bankrate, Inc. dated October 27, 2004.
  - 99.2 Text of press release of Bankrate, Inc. dated October 25, 2004.
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