

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No.**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-16786**

<p><b>In the Matter of</b> <b>BANKRATE, INC.</b> <b>Respondent.</b></p>
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**ADMINISTRATIVE PROCEEDING**  
**File No. 3-16787**

<p><b>In the Matter of</b> <b>HYUNJIN LERNER, CPA.</b> <b>Respondent.</b></p>
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**BANKRATE, INC. FAIR FUND NOTICE TO POTENTIALLY ELIGIBLE CLAIMANTS**

**TO: Persons who purchased or otherwise acquired Bankrate, Inc. (“Bankrate”) common stock (“Eligible Securities”) between August 1, 2012 and October 9, 2014, inclusive (the “Relevant Period”), and were harmed thereby.<sup>1</sup>**

**If you purchased or acquired Eligible Securities during the Relevant Period, you may be entitled to a recovery from the Fair Fund (as defined below) (hereinafter a “Potentially Eligible Claimant”). Under the terms of the Plan of Distribution (the “Plan”) for the Bankrate Fair Fund (“Fair Fund”), you must submit a Proof of Claim Form to the Fund Administrator with the necessary documentation so that it is postmarked or, if not mailed, received by February 23, 2021 (the “Claims Bar Date”) to be eligible to recover from the Fair Fund.**

**I. Purpose of this Notice.**

The purpose of this Potentially Eligible Claimant Notice (“Notice”) is to inform you that you may be entitled to share in the proceeds of the Fair Fund described herein. Copies of this Notice and the claim form approved for the filing of a claim in connection with the Fair Fund (“Proof of Claim Form”) are available on the Fair Fund’s website at [www.BankrateFairFund.com](http://www.BankrateFairFund.com) and through the website of the United States Securities and Exchange Commission (the “SEC” or “Commission”) at [www.sec.gov](http://www.sec.gov). As explained in greater detail below, if you are a Potentially Eligible Claimant and did not submit a Claim in connection with the Class Action that was approved by the Court, you must submit a Proof of Claim Form in accordance with the steps set forth in this Notice and in the Plan, to be eligible to share in the Fair Fund.

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<sup>1</sup> Any capitalized terms used in this Notice that are not otherwise defined herein shall have the meaning ascribed to them in the Plan, which is available on the website established for the Fair Fund at [www.BankrateFairFund.com](http://www.BankrateFairFund.com).

Please Note: Receipt of this Notice does not mean you are eligible to receive a distribution payment. In addition, the Fund Administrator does not have information regarding your potentially eligible transactions.

**NOTICE REGARDING ELECTRONIC FILES:** Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. To obtain the mandatory electronic filing requirements and file layout, you may visit the Fair Fund website at [www.BankrateFairFund.com](http://www.BankrateFairFund.com) or you may email the Fund Administrator's electronic filing department at [Info@BankrateFairFund.com](mailto:Info@BankrateFairFund.com). Any file not in accordance with the required electronic filing format will be subject to rejection. Proof of authority to submit a Proof of Claim Form on behalf of any managed accounts must be submitted with any Proof of Claim Forms for such accounts.

**PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY BECAUSE YOU MAY BE ENTITLED TO A RECOVERY FROM THE FAIR FUND. THIS NOTICE CONTAINS IMPORTANT INFORMATION REGARDING YOUR ABILITY TO SHARE IN THE FAIR FUND.**

## **II. Background.**

On September 8, 2015, in two related settled administrative proceedings the Commission issued separate orders, against Bankrate, Inc. ("Bankrate") and, its vice president of finance Hyunjin Lerner, CPA ("Lerner") (collectively, the "Respondents") finding that they violated the federal securities laws.

The Commission ordered Bankrate to pay a \$15,000,000 civil penalty and ordered Lerner to pay a \$150,000 civil penalty, \$30,045 in disgorgement, and \$2,571 of prejudgment interest. Bankrate and Lerner paid the funds in full to the Commission on September 10, 2015 and September 18, 2015, respectively. Simultaneously, the Commission filed a related litigated civil action against Edward DiMaria, Bankrate's former Chief Financial officer, and Matthew Gamsey, former Vice President and director of accounting, in the U.S. District Court for the Southern District of New York ("Civil Action"). On May 8, 2017, a single fair fund was established, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, as amended, which combined the \$15,182,616 in civil penalties, disgorgement, and prejudgment interest paid, by Bankrate and Lerner for distribution to harmed investors. Pursuant to their respective judgments in the Civil Action, DiMaria paid \$231,158.56 in disgorgement, prejudgment interest, and civil penalties and Gamsey paid a \$60,000 civil penalty to the Commission, which was transferred into the Fair Fund for distribution with the funds therein. In total, \$15,473,774.56 was paid into the Fair Fund for distribution to harmed investors.

On May 26, 2016, the Commission issued an order appointing Damasco & Associates LLP, now known as Miller Kaplan Arase LLP ("Miller Kaplan"), as the tax administrator (the "Tax Administrator") of the Fair Fund.

On January 18, 2018, the Commission issued an order appointing JND Legal Administration ("JND") as the fund administrator (the "Fund Administrator") of the Fair Fund to assist in overseeing the administration and the distribution of the Fair Fund in coordination with Commission staff, pursuant to the terms of the Plan. Pursuant to the Order Approving Plan of Distribution, the Fair Fund, created by the Commission pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002 for the benefit of investors harmed by the Respondents' securities violations, shall be distributed in accordance with the methodology described in the Plan.

## **III. The Class Action.**

The Fair Fund is separate and independent from the settlement funds previously established in the related securities class action settlement, entitled *The City of Los Angeles, et al. v. Bankrate, Inc., et al.*, No. 9:14 cv 81323-DMM, in the United States District Court for the Southern District of Florida (the "Class Action"). However, the Fair Fund relates to allegations resembling those asserted in the Class Action and to purchases of Eligible Securities during the Relevant Period, which is contained within the class period of the Class Action.

If you previously filed an approved claim in the Class Action and do not wish to amend your claim, do not submit another Proof of Claim. You will automatically be deemed to be an Eligible Claimant with respect to transactions in the Class Action for which your claim was approved.

If you previously filed a claim in the Class Action that was determined to be deficient and you failed to cure such deficiencies, and you wish to participate in the Fair Fund, you must submit documentation to support your claim so that it is received no later than February 23, 2021.

If you did not previously file a claim in the Class Action and wish to participate in the Fair Fund, you must submit a Proof of Claim Form and documentation, which must be postmarked or, if not mailed, received no later than February 23, 2021.

#### **IV. Eligibility Criteria and Allocation for the Fair Fund.**

Overview of the Plan: The Fair Fund, together with accumulated interest and earnings from investments thereon, less taxes and the fees and expenses of administering the Plan (the “Net Available Fair Fund”) will be distributed to purchasers of Eligible Securities during the Relevant Period who (a) already submitted a Claim that was approved in the Class Action; (b) submitted a Claim that was determined to be deficient in the Class Action who now cure such deficiencies; and/or (c) submit Proof of Claim Forms to the Fund Administrator on or before the Claims Bar Date that are finally determined by the Fund Administrator to be eligible for a distribution (“Eligible Claimants”). The Fund Administrator is responsible for providing notice to persons with records in the Class Action, and for determining the amount of each Eligible Claimant’s Eligible Loss Amount calculated pursuant to the methodology of the Plan of Allocation as set forth in Exhibit A of the Plan of Distribution for the Bankrate Fair Fund (“Recognized Claim”).

Eligibility Criteria and the Method of Allocation: To qualify for a Distribution Payment from the Fair Fund, Potentially Eligible Claimants must satisfy the methodology used to calculate a Recognized Loss as set forth in Exhibit A to the Plan of Distribution for the Bankrate Fair Fund (the “Plan of Allocation”). The Plan of Allocation is available on the Fair Fund website.

#### **You are excluded from participation in the Fair Fund if you are:**

- A Respondent;
- A member of the immediate family (spouse or children) of any Respondent;
- An officer or director of Bankrate during the Relevant Period;
- Any firm, trust, corporation, officer, or other entity in which any Respondent has or had a controlling interest; and
- Bankrate’s directors’ and officers’ liability insurance carriers, and any affiliates or subsidiaries thereto.

Should the total Eligible Loss Amount of all Eligible Claimants exceed the Net Available Fair Fund, the Fund Administrator will distribute funds to the Eligible Claimants based upon a *pro rata* distribution formula. The Fund Administrator shall determine each Eligible Claimant’s Pro Rata Share of the Fair Fund based upon each Eligible Claimant’s Eligible Loss Amount divided by the total of all Eligible Loss Amounts of all Eligible Claimants, multiplied by the total amount in the Net Available Fair Fund (“*Pro Rata Share*”).

No Eligible Claimant shall receive a distribution payment unless his, her or its Eligible Loss Amount calculated pursuant to the Plan of Allocation results in a payment that is equal to or greater than \$10.00 (“Distribution De Minimis Amount”). Claims that would result in a payment of less than \$10.00 will not be paid.

#### **V. Proof of Claim Forms.**

**PROOF OF CLAIM FORMS ARE AVAILABLE ON THE FAIR FUND WEBSITE AT [WWW.BANKRATEFAIRFUND.COM](http://WWW.BANKRATEFAIRFUND.COM). PROOF OF CLAIM FORMS MUST BE SUBMITTED TO THE ADDRESS BELOW AND POSTMARKED OR, IF NOT MAILED, RECEIVED BY FEBRUARY 23, 2021.**

**Bankrate Fair Fund**  
**c/o JND Legal Administration**  
**P.O. Box 91229**  
**Seattle, WA 98111**

**IF YOU FAIL TO TIMELY SUBMIT A COMPLETED PROOF OF CLAIM FORM, YOU MAY BE BARRED FROM RECEIVING A PAYMENT FROM THE FAIR FUND. THE PROOF OF CLAIM FORM MUST BE ACCOMPANIED BY APPROPRIATE SUPPORTING DOCUMENTS FOR EACH TRANSACTION LISTED IN THE PROOF OF CLAIM FORM.**

If you submit a Proof of Claim Form that fails to provide all required information, or is otherwise deficient, you may receive a Claim Deficiency Notice advising you of the reason(s) why the claim is deficient and of the opportunity to cure such deficiencies.

**VI. Claims Determination.**

The Fund Administrator shall mail a notice advising each claimant that submitted a Proof of Claim Form of the determination concerning such claim. If a claim is denied in whole or in part, the Fund Administrator will state the reason for such denial.

All determinations of the Fund Administrator that are made in accordance with the Plan shall be final and not subject to appeal.

**VII. Other Claims.**

Upon receipt and acceptance of a distribution from the Fair Fund, you shall be deemed to have released any claims you may have against the Fund Administrator and its agents. By participating in the distribution of the Fair Fund, you will not be releasing any rights or claims you may have against any other party.

**VIII. Special Notice to Securities Brokers and Other Nominee Purchasers.**

If you purchased Eligible Securities during the Relevant Period as nominee for a beneficial owner and have additional names and addresses **that were not previously submitted** in the Class Action, then within fourteen (14) calendar days after you receive a Notice, you must either: (a) send a copy of the Notice by first-class mail to all such beneficial owners; or (b) provide a list of the names and addresses of such beneficial owners to the Fund Administrator at the address above.

**IX. Additional Information.**

Additional information regarding the Fair Fund may be found at [www.BankrateFairFund.com](http://www.BankrateFairFund.com). Proof of Claim Forms may be downloaded from the website. You may obtain additional information or request copies of Proof of Claim Forms by calling the Fair Fund's toll-free hotline at (888) 921-0721 or by emailing [Info@BankrateFairFund.com](mailto:Info@BankrateFairFund.com).

**PLEASE CHECK THE WEBSITE [WWW.BANKRATEFAIRFUND.COM](http://WWW.BANKRATEFAIRFUND.COM)**  
**FREQUENTLY FOR UPDATES**