Spencer Michelle Form 4 October 02, 2017

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *

(Street)

(State)

Spencer Michelle

(Last)

(City)

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

COMSCORE, INC. [SCOR]

3. Date of Earliest Transaction

(Month/Day/Year)

11950 DEMOCRACY DR, STE. 600 10/01/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner

X_ Officer (give title Other (specify below)

SVP, Chief Accounting Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

RESTON, VA 20190

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(9-02)

6. Ownership 7. Nature of

(A) or

(1)

Transaction(s) (Instr. 3 and 4) Price

Common 10/01/2017 Stock

Amount (D) \$0 M 863

5,445

D

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

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

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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. Transacti Code (Instr. 8)	Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5
				Code V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (2)	\$ 0 (1)	10/01/2017		M	8	863	(3)	(3)	Common Stock	863	\$ 0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Spencer Michelle 11950 DEMOCRACY DR STE. 600 RESTON, VA 20190

SVP, Chief Accounting Officer

Signatures

/s/ Carol DiBattiste, Attorney-in-Fact

10/02/2017

**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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- The reporter was initially granted restricted stock unit awards under the Rentrak 2011 Incentive Plan. In connection with the acquisition of Rentrak by the Issuer, pursuant to the Agreement and Plan of Merger and Reorganization, dated September 29, 2015 (the "Merger Agreement"), these were assumed by the Issuer and converted into restricted stock unit awards in respect of shares of the Issuer's common stock calculated based on the Exchange Ratio (as defined in the Merger Agreement).
- The reporter was initially granted 2,587 restricted stock units. 863 shares vested on 10/1/2016, 863 vested on 10/1/2017 and 861 shares to vest on 10/1/2018, in each case subject to the reporter's continued status as a service provider of the Issuer at the time of each vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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