

Wilson Christopher T  
 Form 3  
 February 09, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *<br>Wilson Christopher T<br>(Last) (First) (Middle)<br><br>C/O COMSCORE,<br>INC., 11950 DEMOCRACY<br>DRIVE STE. 600<br>(Street)<br><br>RESTON, VA 20190<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>01/30/2018 | 3. Issuer Name and Ticker or Trading Symbol<br>COMSCORE, INC. [SCOR] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>Chief Revenue Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|---|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 76,885   | D   | ^  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|



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- (6) The reporter was initially granted restricted stock unit awards under Rentrak's 2011 Plan, which were assumed by the Issuer in the merger and converted into restricted stock unit awards in respect of shares of the Issuer's common stock calculated based on the Exchange Ratio.
- (7) 9,893 vested on 1/28/2018. 4,947 to vest on 1/28/2019 and 4,946 to vest on 1/28/2020, in each case subject to the reporter's continued status as a service provider of the Issuer at the time of each vesting date.
- (8) 18,333 vested on 1/28/2018. 9,167 to vest on 1/28/2019 and 9,165 to vest on 1/28/2020, in each case subject to the reporter's continued status as a service provider of the Issuer at the time of each vesting date.
- (9) 2,824 vested on 12/4/2016 and 2,824 vested on 12/4/2017. 2,825 to vest on 12/4/2018 and 2,824 to vest on 12/4/2019, in each case subject to the reporter's continued status as a service provider of the Issuer at the time of each vesting date.
- (10) 920 vested on 3/20/2016 and 438 vested on 3/20/2017. 920 to vest on 3/20/2018 and 920 to vest on 3/20/2019, in each case subject to the reporter's continued status as a service provider of the Issuer at the time of each vesting date.

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### Remarks:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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