Wilson Christopher T Form 3 February 09, 2018

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

OMB APPROVAL

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 *

Wilson Christopher T

(Last)

(First)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

01/30/2018

COMSCORE, INC. [SCOR]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O COMSCORE.

INC., 11950 DEMOCRACY

DRIVE STE, 600

(Street)

10% Owner Director _X__ Officer Other

(Check all applicable)

(give title below) (specify below) Chief Revenue 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

RESTON, VAÂ 20190

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial Ownership

Form: Direct (D)

(Instr. 5) or Indirect

(I) (Instr. 5)

Common Stock 76,885

Â 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 (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

4. 5. Conversion or Exercise Price of Derivative

6. Nature of Indirect Ownership Beneficial Form of Ownership

(Instr. 5)

Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option Right to Buy (1)	04/04/2012(2)	04/04/2022	Common Stock	46,000	\$ 17.55	D	Â
Restricted Stock Units (3)	(4)	(4)	Common Stock	10,000	\$ 0 (5)	D	Â
Restricted Stock Units (6)	(7)	(7)	Common Stock	9,893	\$ 0 (5)	D	Â
Restricted Stock Units (6)	(8)	(8)	Common Stock	18,332	\$ 0 (5)	D	Â
Restricted Stock Units (6)	(9)	(9)	Common Stock	5,649	\$ 0 (5)	D	Â
Restricted Stock Units (6)	(10)	(10)	Common Stock	1,840	\$ 0 (5)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting 6 wher runner runners	Director	10% Owner	Officer	Other		
Wilson Christopher T C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE STE. 600 RESTON, VA 20190	Â	Â	Chief Revenue Officer	Â		

Signatures

/s/ Carol DiBattiste, Attorney-in-Fact 02/09/2018

**Signature of Reporting Person D

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- The reporter was initially granted stock options to purchase shares of Rentrak Corporation ("Rentrak") pursuant to the Rentrak 2011
- (1) Merger and Reorganization, dated as of September 29, 2015 (the "Merger Agreement"), the assumed stock options were converted into stock options to purchase shares of the Issuer's common stock calculated based on the exchange ratio used to convert outstanding Rentrak common shares into shares of the Issuer's common stock pursuant to the Merger Agreement (the "Exchange Ratio") and the exercise price was adjusted automatically to reflect the Exchange Ratio.

Incentive Plan (the "2011 Plan"). In connection with the acquisition of Rentrak by the Issuer, pursuant to the Agreement and Plan of

- (2) Award vested on 1/29/2016 and 4/4/2017. Option is fully exercisable.
- (3) Granted pursuant to the terms of comScore, Inc. 2007 Equity Incentive Plan.
- (4) 5,000 shares to vest on 2/15/2019, and 5,000 shares to vest on 2/15/2020, subject to the reporter's continued status as a service provider of the Issuer at the time of each vesting date.
- (5) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

Reporting Owners 2

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- 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. 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.