

COMSCORE, INC.  
Form 4  
March 24, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Spencer Michelle

(Last) (First) (Middle)  
11950 DEMOCRACY DR, STE. 600  
(Street)

RESTON, VA 20190

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
COMSCORE, INC. [SCOR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/24/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (D) Price (A) or (D)                                     |   |  |                                   |
| Common Stock                    | 03/24/2017                           |  | M                              | 604 A   | \$ 0 (1) 3,662  | D  |                                   |

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

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SEC 1474 (9-02)

**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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|

|                                       |                     |            |  | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |      |
|---------------------------------------|---------------------|------------|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|------|
| Restricted Stock Units <sup>(2)</sup> | \$ 0 <sup>(1)</sup> | 03/24/2017 |  | M    |   |     | 604 | <sup>(3)</sup>   | <sup>(3)</sup>  | Common Stock | 604                        | \$ 0 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Spencer Michelle<br>11950 DEMOCRACY DR<br>STE. 600<br>RESTON, VA 20190 |               |           | SVP, Chief Accounting Officer |       |

## Signatures

/s/ David Chemerow,  
Attorney-in-Fact

03/24/2017

\_\_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.

(2) The reporter was initially granted restricted stock unit awards under 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 as of 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).

(3) The reporter was initially granted 3,026 restricted stock units. 604 shares vested on 3/24/2016, 604 shares vested on 3/24/2017, 606 shares to vest on 3/24/2018, 606 shares to vest on 3/24/2019 and 606 shares to vest on 3/24/2020, in each case subject to the reporter's continued status as a service provider of the Issuer at the time of each vesting date.

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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