

Wilson Christopher T
 Form 3
 April 22, 2019

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)

<p>1. Name and Address of Reporting Person *</p> <p>Wilson Christopher T</p> <p>(Last) (First) (Middle)</p> <p>C/O COMSCORE, INC., 11950 DEMOCRACY DRIVE STE. 600</p> <p>(Street)</p> <p>RESTON, VA 20190</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/12/2019</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>COMSCORE, INC. [SCOR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Commercial Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	66,914	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. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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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 <u>(1)</u>	04/04/2012 ⁽²⁾	04/04/2022	Common Stock	46,000	\$ 17.55	D	Â
Restricted Stock Units <u>(3)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	5,000	\$ 0 <u>(5)</u>	D	Â
Restricted Stock Units <u>(6)</u>	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	4,946	\$ 0 <u>(5)</u>	D	Â
Restricted Stock Units <u>(6)</u>	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	9,165	\$ 0 <u>(5)</u>	D	Â
Restricted Stock Units <u>(6)</u>	Â <u>(9)</u>	Â <u>(9)</u>	Common Stock	2,824	\$ 0 <u>(5)</u>	D	Â
Restricted Stock Units <u>(10)</u>	Â <u>(11)</u>	Â <u>(11)</u>	Common Stock	30,954	\$ 0 <u>(5)</u>	D	Â

Reporting Owners

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

Signatures

/s/ Carol DiBattiste,
Attorney-in-Fact

04/22/2019

**Signature of Reporting Person

Date

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).

- (1) The reporter was initially granted stock options to purchase shares of Rentrak Corporation ("Rentrak") pursuant to the Rentrak 2011 Incentive Plan (the "2011 Plan"). In connection with the acquisition of Rentrak by the Company, pursuant to the Agreement and Plan of 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 Company's common stock calculated based on the exchange ratio used to convert outstanding Rentrak common shares into shares of the Company's common stock pursuant to the Merger Agreement (the "Exchange Ratio") and the exercise price was adjusted automatically to reflect the Exchange Ratio.
- (2) The award vested on 1/29/2016 and 4/4/2017. Option is fully exercisable.
- (3) This restricted stock unit award was granted on 2/15/2016 pursuant to the terms of the comScore, Inc. 2007 Equity Incentive Plan.
- (4) 5,000 vested on 2/15/2019. The remaining 5,000 will vest on 2/15/2020, subject to the reporter's continued status as a service provider of the Company on the vesting date.
- (5) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.

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- (6) The reporter was initially granted restricted stock unit awards under Rentrak's 2011 Plan, which were assumed by the Company in the merger and converted into restricted stock unit awards in respect of shares of the Company's common stock calculated based on the Exchange Ratio.
- (7) 9,893 vested on 1/28/2018 and 4,947 on 1/28/2019. The remaining 4,946 will vest on 1/28/2020, subject to the reporter's continued status as a service provider of the Company on the vesting date.
- (8) 18,333 vested on 1/28/2018 and 9,167 on 1/28/2019. The remaining 9,165 will vest on 1/28/2020, subject to the reporter's continued status as a service provider of the Company on the vesting date.
- (9) 2,824 vested on 12/4/2016, 2,824 on 12/4/2017, and 2,825 on 12/4/2018. The remaining 2,824 will vest on 12/4/2019, subject to the reporter's continued status as a service provider of the Company on the vesting date.
- (10) This restricted stock unit award was granted on 6/5/2018 pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan.
- (11) 10,318 vested on 8/15/2018. The remaining 30,954 will vest in three equal annual installments beginning 8/15/2019, subject to the reporter's continued service with the Company on each vesting date.

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Remarks:

Exhibit 24 - 2019 POA Wilson

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.