COMSCORE, INC.
Form 3
February 02, 2016

# FORM 3

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

| OMB APPROVAL | |
|---|---|
| OMB Number: | 3235-0104 |
| Expires: | January 31, 2005 |
| Estimated average burden hours per response... | 0.5 |

**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 *
Â Engel William E
(Last) (First) (Middle)

C/O COMSCORE, INC.,Â 11950 DEMOCRACY DRIVE, 6TH FLOOR
(Street)

RESTON,Â VAÂ 20190
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
01/29/2016

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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

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 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 | 50,173 | D | Â |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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) |
|---|---|---|---|---|---|

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|---|---|---|---|---|---|---|
| Stock Option Right to Buy | 06/08/2012 (1) | 06/08/2021 | Common Stock | 5,750 | $ 19.31 (2) | D | Â |
| Stock Option Right to Buy | 06/17/2012 (3) | 06/17/2021 | Common Stock | 17,250 | $ 15.16 (2) | D | Â |
| Restricted Stock Units | 06/03/2016 (4) | 06/03/2025 | Common Stock | 16,880 (5) | $ 0 | D | Â |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Engel William E<br>C/O COMSCORE, INC.<br>11950 DEMOCRACY DRIVE, 6TH FLOOR<br>RESTON,Â VAÂ 20190 | Â X | Â | Â | Â |

# Signatures

| | |
|---|---|
| /s/ Christiana Lin, Attorney-in-Fact | 02/02/2016 |
| **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)** Granted pursuant to the terms of Rentrak Corporation 2005 Stock Incentive Plan. Award vested in four equal installments on 6/8/12, 6/8/13, 6/8/14, and 6/8/15. Option is fully exercisable.

**(2)** Exercise price reflects converted value pursuant to the acquisition of Rentrak Corporation.

**(3)** Granted pursuant to the terms of Rentrak Corporation 2005 Stock Incentive Plan. Award vested in four equal installments on 6/17/2012, 6/17/2013, 6/17/2014, and 6/17/2015.

**(4)** Granted pursuant to the terms of Rentrak Corporation 2011 Stock Incentive Plan. Award will vest 10% on 6/3/2016, 10% on 6/4/2017, 10% on 6/4/2018, 10% on 6/4/2019, 10% on 6/3/2020, 10% on 6/4/2021, 10% on 6/4/2022, 10% on 6/4/2023, 10% on 6/4/2024, and 10% on 6/3/2025.

**(5)** Each restricted stock unit represents a contingent right to receive one share of SCOR common stock.

Â

**Remarks:**

ThisÂ FormÂ 3Â isÂ beingÂ filedÂ inÂ conjunctionÂ withÂ WilliamÂ E.Â Engel'sÂ appointmentÂ asÂ aÂ DirectorÂ pursu

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.