

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)

<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>01/30/2018</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 Revenue 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	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 (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	^
Restricted Stock Units <u>(3)</u>	^ <u>(4)</u>	^ <u>(4)</u>	Common Stock	10,000	\$ 0 <u>(5)</u>	D	^
Restricted Stock Units <u>(6)</u>	^ <u>(7)</u>	^ <u>(7)</u>	Common Stock	9,893	\$ 0 <u>(5)</u>	D	^
Restricted Stock Units <u>(6)</u>	^ <u>(8)</u>	^ <u>(8)</u>	Common Stock	18,332	\$ 0 <u>(5)</u>	D	^
Restricted Stock Units <u>(6)</u>	^ <u>(9)</u>	^ <u>(9)</u>	Common Stock	5,649	\$ 0 <u>(5)</u>	D	^
Restricted Stock Units <u>(6)</u>	^ <u>(10)</u>	^ <u>(10)</u>	Common Stock	1,840	\$ 0 <u>(5)</u>	D	^

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	^	^	^ Chief Revenue Officer	^

Signatures

/s/ Carol DiBattiste,
Attorney-in-Fact

02/09/2018

**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 Issuer, 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 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.
- (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.

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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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