

COMSCORE, INC.
Form 4
February 22, 2017

FORM 4

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

OMB APPROVAL

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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 *
Brown Michael Andrew

(Last) (First) (Middle)
11950 DEMOCRACY DRIVE, SUITE 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)
02/18/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Technology 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

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	(A) or (D)	Price
Common Stock	02/18/2017		M		1,403	A	\$ 0 (1)
Common Stock	02/18/2017		M		6,250	A	\$ 0 (1)
Common Stock	02/18/2017		M		2,550	A	\$ 0 (1)
Common Stock	02/18/2017		M		2,550	A	\$ 0 (1)

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 ⁽¹⁾	02/18/2017		M	1,403	<u>(2)</u>	<u>(2)</u>	Common Stock	1,403
Restricted Stock Units	\$ 0 ⁽¹⁾	02/18/2017		M	6,250	<u>(3)</u>	<u>(3)</u>	Common Stock	6,250
Restricted Stock Units	\$ 0 ⁽¹⁾	02/18/2017		M	2,550	<u>(4)</u>	<u>(4)</u>	Common Stock	2,550
Restricted Stock Units	\$ 0 ⁽¹⁾	02/18/2017		M	2,550	<u>(4)</u>	<u>(4)</u>	Common Stock	2,550

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Michael Andrew 11950 DEMOCRACY DRIVE SUITE 600 RESTON, VA 20190			Chief Technology Officer	

Signatures

/s/ David Chemerow,
Attorney-in-Fact

02/22/2017

 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) Granted pursuant to the terms of comScore, Inc. 2007 Equity Incentive Plan. 1,402 shares vested on 2/18/2016, and 1,403 shares vested on 2/18/2017, subject to the reporter's continued status as a service provider of the Issuer at the time of each vesting date.
- (3) Granted pursuant to the terms of comScore, Inc. 2007 Equity Incentive Plan. Award vests in four equal annual installments, subject to the reporter's continued status as a service provider of the Issuer at the time of each vesting date.

The Compensation Committee of the Company's Board of Directors approved a one-time promotion award of 15,000 shares. 50% of this promotion award (or 7,500 shares) will be earned based on Company-performance targets established for 2014. The

- Company-performance targets are 50% based on revenue and 50% based on adjusted EBITDA performance. The performance-based
- (4) portion of this award was determined on or around February 18, 2015, with 2,475 shares that vested immediately at the time of award, 2,475 shares vested on 2/18/2016, and 2,550 shares vested on 2/18/2017. From the remaining 50% of this promotion award (or 7,500 shares), 2,475 shares vested on 2/18/2015, 2,475 shares vested on 2/18/2016, and 2,550 shares vested on 2/18/2017. In each case, the vesting will be subject to Mr. Brown's continuation as a service provider to the Company.

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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