

COMSCORE, INC.
Form 3
June 26, 2007

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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
CVCA, LLC		(Month/Day/Year)	COMSCORE, INC. [SCOR]	
(Last)	(First)	(Middle)	06/26/2007	
270 PARK AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, NY 10017			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input type="checkbox"/> Form filed by One Reporting Person
				<input checked="" type="checkbox"/> 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)
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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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Series A Preferred Stock	Â (1)	Â (1)	Common Stock	814,293	\$ (5)	D (2) (4)	Â
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	70,226	\$ (6)	D (2) (4)	Â
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	2,690	\$ (6)	D (3) (4)	Â
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	627,200	\$ (7)	D (2) (4)	Â
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	685,964	\$ (8)	D (2) (4)	Â
Series E Preferred Stock	Â (1)	Â (1)	Common Stock	305,712	\$ (9)	D (3) (4)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CVCA, LLC 270 PARK AVENUE NEW YORK, NY 10017	Â	Â X	Â	Â
JP MORGAN PARTNERS BHCA LP C/O J.P. MORGAN PARTNERS LLC 270 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â
JPMP MASTER FUND MANAGER L P C/O JPMORGAN PARTNERS LLC 270 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â
JPMP CAPITAL CORP C/O JP MORGAN PARTNERS, LLC 270 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â

Signatures

/s/ Ana Capella Gomez-Acebo, Managing
Director

06/26/2007

__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 Series A, B, C, D Preferred Shares and Series E Convertible Preferred Shares are immediately exercisable. None of such Series has an expiration date.

(2)

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The amount shown represents the beneficial ownership of the Issuer's equity securities by CVCA, LLC. Upon the closing of the Issuer's initial public offering of Common Stock, these shares will automatically convert into Common Stock.

- (3) The amount shown represents the beneficial ownership of the Issuer's equity securities by JPMP BHCA, L.P. Upon the closing of the Issuer's initial public offering of Common Stock, these shares will automatically convert into Common Stock.
- (4) See Table 99.
- (5) The Series A Preferred Stock is convertible on a 1 for 1.162791 basis. Also reflects a 1 for 5 reverse split of common stock.
- (6) The Series B Preferred Stock is convertible on a 1 for 1.983806 basis. Also reflects a 1 for 5 reverse split of common stock.
- (7) The Series C Preferred Stock is convertible on a 1 for 1.512800 basis. Also reflects a 1 for 5 reverse split of common stock.
- (8) The Series D Preferred Stock is convertible on a 1 for 1.124500 basis. Also reflects a 1 for 5 reverse split of common stock.
- (9) The Series E Preferred Stock is convertible on a 1 for 1.000000 basis. Also reflects a 1 for 5 reverse split of common stock.

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.