

COMSCORE, INC.  
Form 3/A  
March 16, 2017

**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      |  |
| Â Spencer Michelle                        |         | (Month/Day/Year)                     | COMSCORE, INC. [SCOR]                            |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 01/31/2017                           |  | 02/10/2017   |
| 11950 DEMOCRACY DR,Â STE. 600             |         |                                      | (Check all applicable)                           |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                | <input type="checkbox"/> 10% Owner                                     |
| RESTON,Â VAÂ 20190                        |         |                                      | <input checked="" type="checkbox"/> Officer      | <input type="checkbox"/> Other   |
| (City)                                    | (State) | (Zip)                                | (give title below)                               | (specify below)  |
|   |         |                                      | SVP, Chief Accounting Officer                    |  |
|   |         |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input 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) |
|---------------------------------|---|--|---|
| Common Stock                    | 3,730 <sup>(1)</sup>                                  | D  | Â   |

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 Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|                                       | Date Exercisable | Expiration Date  |              | Amount or Number of Shares               |  | or Indirect (I) (Instr. 5) |   |
|---------------------------------------|------------------|------------------|--------------|--|--|----------------------------|---|
| Restricted Stock Units <sup>(2)</sup> | Â <sup>(3)</sup> | Â <sup>(3)</sup> | Common Stock | 2,422 <sup>(4)</sup> \$ 0 <sup>(5)</sup> |  | D                          | Â |
| Restricted Stock Units <sup>(2)</sup> | Â <sup>(6)</sup> | Â <sup>(6)</sup> | Common Stock | 2,760 <sup>(4)</sup> \$ 0 <sup>(5)</sup> |  | D                          | Â |
| Restricted Stock Units <sup>(2)</sup> | Â <sup>(7)</sup> | Â <sup>(7)</sup> | Common Stock | 1,724 <sup>(4)</sup> \$ 0 <sup>(5)</sup> |  | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                 |       |
|--|---------------|-----------|---------------------------------|-------|
|  | Director      | 10% Owner | Officer                         | Other |
| Spencer Michelle<br>11950 DEMOCRACY DR<br>STE. 600<br>RESTON, VA 20190 | Â             | Â         | Â SVP, Chief Accounting Officer | Â     |

## Signatures

/s/ David Chemerow,  
Attorney-in-Fact

03/16/2017

\_\_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 incorrect share amount for such restricted stock unit awards was included on the original Form 3.  
The reporter was initially granted restricted stock unit awards under Rentrak 2011 Incentive 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, these were assumed by the Issuer and converted into restricted stock unit awards in respect of shares of the Issuer's common stock calculated based on the Exchange Ratio.
  - (2) The reporter was initially granted 3,026 restricted stock units. 604 shares vested on 3/24/2016, 604 shares to vest on 3/24/2017, 606 shares to vest on 3/24/2018, 606 shares to vest on 3/24/2019 and 606 shares to vest on 3/24/2020, in each case subject to the reporter's continued status as a service provider of the Issuer at the time of each vesting date.
  - (3) This amendment corrects the incorrect share amount for such restricted stock unit awards included on the original Form 3.
  - (4) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.  
The reporter was initially granted 3,680 restricted stock units. 920 shares vested on 9/24/2016, 920 shares to vest on 9/24/2017, 920 shares to vest on 9/24/2018 and 920 shares to vest on 9/24/2019, in each case subject to the reporter's continued status as a service provider of the Issuer at the time of each vesting date.
  - (5) The reporter was initially granted 2,587 restricted stock units. 863 shares vested on 10/1/2016, 863 to vest on 10/1/2017 and 861 shares to vest on 10/1/2018, in each case subject to the reporter's continued status as a service provider of the Issuer at the time of each vesting date.

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.