

COMSCORE, INC.  
Form 4  
August 25, 2015

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Matta Serge

(Last) (First) (Middle)

C/O COMSCORE, INC., 11950  
DEMOCRACY DRIVE, 6TH  
FLOOR

(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)  
08/21/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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                    | 08/21/2015                           |  | M                              |   | 417 <sup>(1)</sup>        | A \$ 4.5  | 89,161   | D                                 |
| Common Stock                    | 08/21/2015                           |  | S                              |   | 27,200 <sup>(2)</sup>     | D \$ 56.7904 <sup>(3)</sup>   | 61,961   | D                                 |
| Common Stock                    | 08/21/2015                           |  | S                              |   | 13,900 <sup>(2)</sup>     | D \$ 57.7395 <sup>(4)</sup>   | 48,061   | D                                 |
| Common Stock                    | 08/21/2015                           |  | S                              |   | 10,900 <sup>(2)</sup>     | D \$ 58.9372  | 37,161   | D                                 |

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(5)

|              |            |   |               |   |                      |        |   |
|--------------|------------|---|---------------|---|----------------------|--------|---|
| Common Stock | 08/23/2015 | M | 28,500<br>(6) | A | \$ 0                 | 65,661 | D |
| Common Stock | 08/23/2015 | F | 13,594<br>(7) | D | \$ 56.5              | 52,067 | D |
| Common Stock | 08/24/2015 | S | 20,960<br>(2) | D | \$<br>56.0007<br>(8) | 31,107 | D |

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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Incentive Stock Option Right To Buy        | \$ 4.5   | 08/21/2015                           |  | M                              | 417 (1)   | 12/28/2005   | 12/27/2015  | Common Stock | 417                        |
| Restricted Stock Units                     | \$ 0   | 08/23/2015                           |  | M                              | 28,500  | (6)  | 11/07/2017  | Common Stock | 28,500                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| Matta Serge<br>C/O COMSCORE, INC.<br>11950 DEMOCRACY DRIVE, 6TH FLOOR<br>RESTON, VA 20190 | X             |           | President & CEO |       |

## Signatures

/s/ Christiana Lin,  
Attorney-in-Fact

08/25/2015

\_\_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) Shares exercised pursuant to a 10b5-1 plan entered into in May 2015.

(2) Shares disposed of pursuant to a 10b5-1 plan entered into in May 2015.

(3) Price reflects the weighted average sale price. Shares were sold at prices ranging from \$56.39 to \$57.36. The filer undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate stock price.

(4) Price reflects the weighted average sale price. Shares were sold at prices ranging from \$57.41 to \$58.36. The filer undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate stock price.

(5) Price reflects the weighted average sale price. Shares were sold at prices ranging from \$58.44 to \$59.40. The filer undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate stock price.

(6) Granted on November 7, 2014 pursuant to terms of comScore, Inc. 2007 Equity Incentive Plan. The total award will be earned, if at all, in four increments as follows, 68,401 shares, 13,686 shares, 31,091 shares, 28,500 shares, if the average daily closing price of the Company's common stock on the NASDAQ Global Market during any consecutive thirty-day period exceeds \$48.00, \$50.00, \$55.00, and \$60.00, respectively. This amount reflects the vesting of restricted stock (RSU) that vested on August 23, 2015, upon which date the reported closing price of the Company's common stock price exceeded an average of \$60 for the preceding 30 calendar days.

(7) These shares were deducted to cover tax withholding obligations associated with the restricted stock award vesting on August 23, 2015.

(8) Price reflects the weighted average sale price. Shares were sold at prices ranging from \$56.00 to \$56.02. The filer undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate stock price.

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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