

COMSCORE, INC.
Form 3
February 13, 2015

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 Brown Michael Andrew | | (Month/Day/Year) | COMSCORE, INC. [SCOR] | |
| (Last) | (First) | (Middle) | 02/03/2015 | |
| 11950 DEMOCRACY DRIVE,Â SUITE 600 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| RESTON,Â VAÂ 20190 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Chief Technology Officer | |

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 | 23,496 ⁽¹⁾ | 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 | 02/18/2015 | 11/07/2017 | Restricted Stock Units | 57,354 ⁽²⁾ | \$ 0 | D | Â |
| Stock Options | 11/07/2017 | 11/07/2024 | Stock Options | 109,414 ⁽³⁾ | \$ 0 | D | Â |

Reporting Owners

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

Signatures

/s/ Christiana Lin,
Attorney-in-Fact

02/13/2015

__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) Includes 22,643 restricted stock awards (RSAs) granted pursuant to the terms of comScore Inc. 2007 Equity Incentive Plan. 3,750 shares to vest on February 18, 2015. 1,396 shares to vest on March 15, 2015. 8,750 shares to vest on March 15, 2015. 8,750 shares to vest on March 15, 2016

(2) Restricted stock units (RSUs) granted pursuant to the terms of comScore, Inc. 2007 Equity Incentive Plan. 11,200 shares to vest on February 18, 2015. 3,930 shares to vest on March 15, 2015. 11,200 shares to vest on February 18, 2016. 3,932 shares to vest on March 15, 2016. 11,350 shares to vest on February 18, 2017. 15,742 shares to vest, if at all, in four increments as follows, 7,557 shares, 1,575 shares, 3,464 shares, 3,146 shares, if the average daily closing price of SCOR'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.

(3) Stock Options granted pursuant to terms of comScore, Inc. 2007 Equity Incentive Plan. The option becomes exercisable, if at all, in four increments as follows, 72,214 shares, 10,942 shares, 15,318 shares, 10,940 shares, if the average daily closing price of SCOR'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.

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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