

COMSCORE, INC.  
Form 3  
August 15, 2016

**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 CHEMEROW DAVID I.		(Month/Day/Year)	COMSCORE, INC. [SCOR]	
(Last)	(First)	(Middle)	08/05/2016	
11950 DEMOCRACY DR., Â STE. 600			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
RESTON, Â VA Â 20190			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) Chief Financial 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
(City)	(State)	(Zip)		

**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	234,911	D	Â

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) Title	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)	
Stock Options	01/29/2016	11/06/2021	Common Stock	48,300	\$ 11.56	D	Â
Stock Options	01/29/2016	12/23/2020	Common Stock	276,000	\$ 25.86	D	Â
Stock Options	01/29/2016	10/01/2019	Common Stock	121,612	\$ 14.98	D	Â
Restricted Stock Units	Â <sup>(1)</sup>	Â <sup>(1)</sup>	Common Stock	10,000	\$ 0 <sup>(2)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHEMEROW DAVID I. 11950 DEMOCRACY DR. STE. 600 RESTON, VA 20190	Â	Â	Â Chief Financial Officer	Â

## Signatures

/s/ Christianna Lin,  
Attorney-in-Fact  
Date: 08/15/2016

<sup>(1)</sup>Signature of Reporting Person

## 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).

This Restricted Stock Unit award was granted pursuant to the terms of comScore, Inc. 2007 Equity Incentive Plan. This award will vest in

(1) two equal annual installments beginning 2/15/2017, in each case subject to the reporter's continued status as a service provider of the Company at the time of each vesting date.

(2) Each restricted stock unit represents a contingent right to receive one share of the Company's 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.

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