

COMSCORE, INC.

Form 3

August 15, 2016

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

**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 \*

CHEMEROW DAVID I.

(Last) (First) (Middle)

11950 DEMOCRACY  
DR., STE. 600

(Street)

RESTON, VA 20190

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

08/05/2016

3. Issuer Name and Ticker or Trading Symbol  
COMSCORE, INC. [SCOR]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)  
Chief Financial Officer6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting  
Person  
\_\_\_\_ 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

234,911

D

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)  
Title4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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|                        | Date<br>Exercisable | Expiration<br>Date |                 | Amount or<br>Number of<br>Shares |                     | or Indirect<br>(I)<br>(Instr. 5) |   |
|------------------------|---------------------|--------------------|-----------------|----------------------------------|---------------------|----------------------------------|---|
| Stock Options          | 01/29/2016          | 11/06/2021         | Common<br>Stock | 48,300                           | \$ 11.56            | D                                | Â |
| Stock Options          | 01/29/2016          | 12/23/2020         | Common<br>Stock | 276,000                          | \$ 25.86            | D                                | Â |
| Stock Options          | 01/29/2016          | 10/01/2019         | Common<br>Stock | 121,612                          | \$ 14.98            | D                                | Â |
| Restricted Stock Units | Â <sup>(1)</sup>    | Â <sup>(1)</sup>   | Common<br>Stock | 10,000                           | \$ 0 <sup>(2)</sup> | D                                | Â |

## Reporting Owners

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

## Signatures

/s/ Christianna Lin,  
Attorney-in-Fact  
08/15/2016  
\_\_\_\_\_  
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).

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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