Wilson Christopher T Form 3 April 22, 2019 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB APPROVAL FORM 3 Washington, D.C. 20549 OMB Number:

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

3235-0104 January 31, Expires: 2005 Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Addres Person <u>*</u> Wilson Christ		ting	2. Date of Event Requirin Statement (Month/Day/Year)	1 0	g 3. Issuer Name and Ticker or Trading Symbol COMSCORE, INC. [SCOR]					
(Last) (Fi	rst) (Middle)	04/12/2019		4. Relationship of Reporting Person(s) to Issuer			 5. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 		
C/O COMSCOR INC., 11950 D DRIVE STE. 600 (Str RESTON, VA.	EMOCR 0 reet)				(Check all applicable) Director 10% Owner X Officer Other (give title below) (specify below) Chief Commercial Officer		w)			
(City) (Sta	ate)	(Zip)	Ta	able I - N	on-Derivati	ive Securitio	es Ber	neficially Owned		
1.Title of Security (Instr. 4)			Ве	Amount of eneficially C nstr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nati Owner (Instr.	-		
Common Stock			60	5,914		D	Â			
Reminder: Report on owned directly or inc	directly. Persons informat required	who resp tion conta I to respor	ch class of securiti oond to the colle ined in this form nd unless the for IB control num	ection of m are not orm displa	. 51	EC 1473 (7-02))			

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
Security	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial
(Instr. 4)	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)
			Derivative	Security:	

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option Right to Buy (1)	04/04/2012(2)	04/04/2022	Common Stock	46,000	\$ 17.55	D	Â
Restricted Stock Units (3)	(4)	(4)	Common Stock	5,000	\$ 0 <u>(5)</u>	D	Â
Restricted Stock Units	(7)	(7)	Common Stock	4,946	\$ 0 <u>(5)</u>	D	Â
Restricted Stock Units (6)	(8)	(8)	Common Stock	9,165	\$ 0 <u>(5)</u>	D	Â
Restricted Stock Units (6)	(<u>9)</u>	(9)	Common Stock	2,824	\$ 0 <u>(5)</u>	D	Â
Restricted Stock Units	(11)	(11)	Common Stock	30,954	\$ 0 <u>(5)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Wilson Christopher T C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE STE. 600 RESTON, VA 20190	Â	Â	Chief Commercial Officer	Â			
Signatures							
/s/ Carol DiBattiste, Attorney-in-Fact	04/22/201	9					
**Signature of Reporting Person	Date						
Explanation of Respons	ses:						

- * 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).

The reporter was initially granted stock options to purchase shares of Rentrak Corporation ("Rentrak") pursuant to the Rentrak 2011 Incentive Plan (the "2011 Plan"). In connection with the acquisition of Rentrak by the Company, pursuant to the Agreement and Plan of Merger and Reorganization, dated as of September 29, 2015 (the "Merger Agreement"), the assumed stock options were converted into

- (1) Merger and Reorganization, dated as of september 25, 2015 (the Merger Agreement), the assumed stock options were converted into stock options to purchase shares of the Company's common stock calculated based on the exchange ratio used to convert outstanding Rentrak common shares into shares of the Company's common stock pursuant to the Merger Agreement (the "Exchange Ratio") and the exercise price was adjusted automatically to reflect the Exchange Ratio.
- (2) The award vested on 1/29/2016 and 4/4/2017. Option is fully exercisable.
- (3) This restricted stock unit award was granted on 2/15/2016 pursuant to the terms of the comScore, Inc. 2007 Equity Incentive Plan.
- (4) 5,000 vested on 2/15/2019. The remaining 5,000 will vest on 2/15/2020, subject to the reporter's continued status as a service provider of the Company on the vesting date.
- (5) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.

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The reporter was initially granted restricted stock unit awards under Rentrak's 2011 Plan, which were assumed by the Company in the merger and converted into restricted stock unit awards in respect of shares of the Company's common stock calculated based on the Exchange Ratio.

- (7) 9,893 vested on 1/28/2018 and 4,947 on 1/28/2019. The remaining 4,946 will vest on 1/28/2020, subject to the reporter's continued status as a service provider of the Company on the vesting date.
- (8) $\frac{18,333 \text{ vested on } 1/28/2018 \text{ and } 9,167 \text{ on } 1/28/2019. \text{ The remaining } 9,165 \text{ will vest on } 1/28/2020, \text{ subject to the reporter's continued status as a service provider of the Company on the vesting date.}$
- (9) $\frac{2,824 \text{ vested on } 12/4/2016, 2,824 \text{ on } 12/4/2017, \text{ and } 2,825 \text{ on } 12/4/2018. \text{ The remaining } 2,824 \text{ will vest on } 12/4/2019, \text{ subject to the reporter's continued status as a service provider of the Company on the vesting date.}$
- (10) This restricted stock unit award was granted on 6/5/2018 pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan.
- (11) $\frac{10,318 \text{ vested on } 8/15/2018}{\text{reporter's continued service with the Company on each vesting date.}}$

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Remarks:

Exhibit 24Â -Â 2019Â POAÂ Wilson

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.