

COMSCORE, INC.
Form 3
February 02, 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 Engel William E		(Month/Day/Year)	COMSCORE, INC. [SCOR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/29/2016		
C/O COMSCORE, INC.,Â 11950 DEMOCRACY DRIVE, 6TH FLOOR			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below) (specify below)	
RESTON,Â VAÂ 20190			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> 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	50,173	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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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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	06/08/2012 ⁽¹⁾	06/08/2021	Common Stock	5,750	\$ 19.31 ⁽²⁾	D	Â
Stock Option Right to Buy	06/17/2012 ⁽³⁾	06/17/2021	Common Stock	17,250	\$ 15.16 ⁽²⁾	D	Â
Restricted Stock Units	06/03/2016 ⁽⁴⁾	06/03/2025	Common Stock	16,880 ⁽⁵⁾	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Engel William E C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE, 6TH FLOOR RESTON, VA 20190	Â X	Â	Â	Â

Signatures

/s/ Christiana Lin,
Attorney-in-Fact

02/02/2016

**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).
- (1) Granted pursuant to the terms of Rentrak Corporation 2005 Stock Incentive Plan. Award vested in four equal installments on 6/8/12, 6/8/13, 6/8/14, and 6/8/15. Option is fully exercisable.
- (2) Exercise price reflects converted value pursuant to the acquisition of Rentrak Corporation.
- (3) Granted pursuant to the terms of Rentrak Corporation 2005 Stock Incentive Plan. Award vested in four equal installments on 6/17/2012, 6/17/2013, 6/17/2014, and 6/17/2015.
- (4) Granted pursuant to the terms of Rentrak Corporation 2011 Stock Incentive Plan. Award will vest 10% on 6/3/2016, 10% on 6/4/2017, 10% on 6/4/2018, 10% on 6/4/2019, 10% on 6/3/2020, 10% on 6/4/2021, 10% on 6/4/2022, 10% on 6/4/2023, 10% on 6/4/2024, and 10% on 6/3/2025.
- (5) Each restricted stock unit represents a contingent right to receive one share of SCOR common stock.

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Remarks:

This Form 3 is being filed in conjunction with William E. Engel's appointment as a Director pursuant to the terms of the Rentrak Corporation 2005 Stock Incentive Plan.

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.