

COMSCORE, INC.
Form SC 13G/A
January 16, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

comScore, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

20564W105
(CUSIP Number)

December 28, 2012
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No 20564W105

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Cadian Capital Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

3,617,805

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,617,805

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,617,805

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.15%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IA, OO
-

CUSIP No 20564W105

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Eric Bannasch

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

3,617,805

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,617,805

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,617,805

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.15%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN
-

CUSIP No 20564W105

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Cadian Master Fund, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

2,065,768

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

2,065,768

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,065,768

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.80%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN
-

CUSIP No 20564W105

Item 1. (a). Name of Issuer: comScore, Inc.

(b). Address of Issuer's Principal Executive Offices:
11950 Democracy Drive, Suite 600
Reston, VA 20190

Item 2. (a). Name of Person Filing:

Cadian Capital Management, LLC
Eric Bannasch
Cadian Master Fund, LP

(b). Address of Principal Business Office, or if None, Residence:

Cadian Capital Management, LLC
535 Madison Avenue
36th Floor
New York, New York 10022

Eric Bannasch
535 Madison Avenue
36th Floor
New York, New York 10022

Cadian Master Fund LP
c/o Morgan Stanley Fund Services (Cayman) Ltd.
Cricket Square
Hutchins Drive
2nd Floor, Boundary Hall
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

(c). Citizenship:

Cadian Capital Management, LLC - Delaware
Eric Bannasch – United States of America
Cadian Master Fund, LP – Cayman Islands

(d). Title of Class of Securities:

Common Stock, \$0.001 par value

(e). CUSIP Number: 20564W105

Item 3. If This Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

- (a) Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with s.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Cadian Capital Management, LLC – 3,617,805
Eric Bannasch – 3,617,805
Cadian Master Fund, LP – 2,065,768

(b) Percent of class:

Cadian Capital Management, LLC – 10.15%
Eric Bannasch – 10.15%
Cadian Master Fund, LP – 5.80%

(c) Number of shares as to which the person has:

Cadian Capital Management, LLC

(i) Sole power to vote or to direct the vote 0,