

**COMSCORE, INC.**  
Reported by  
**MEIERHOEFER CAMERON**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 02/22/17 for the Period Ending 02/18/17

Address	11950 DEMOCRACY DRIVE SUITE 600 RESTON, VA 20190
Telephone	703-438-2000
CIK	0001158172
Symbol	SCOR
SIC Code	7389 - Business Services, Not Elsewhere Classified
Industry	Software
Sector	Technology
Fiscal Year	12/31

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Meierhoefer Cameron</b>  (Last) (First) (Middle)  <b>11950 DEMOCRACY DRIVE, SUITE 600</b>  (Street)  <b>RESTON, VA 20190</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>COMSCORE, INC. [ SCOR ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Chief Operating Officer</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/18/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	2/18/2017		M		9268	A	\$0 (1)	72582	D	
Common Stock	2/18/2017		M		2550	A	\$0 (1)	75132	D	
Common Stock	2/18/2017		M		2550	A	\$0 (1)	77682	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$0.0 (1)	2/18/2017		M		9268		(2)	(2)	Common Stock	9268.0	\$0	0	D	
Restricted Stock Units	\$0.0 (1)	2/18/2017		M		2550		(3)	(3)	Common Stock	2550.0	\$0	2550	D	
Restricted Stock Units	\$0.0 (1)	2/18/2017		M		2550		(3)	(3)	Common Stock	2550.0	\$0	0	D	

**Explanation of Responses:**

- (1) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (2) Granted pursuant to the terms of comScore, Inc. 2007 Equity Incentive Plan. 9,268 shares vested on 2/18/2016 and 9,268 shares vested on 2/18/2017, subject to the reporter's continued status as a service provider of the Issuer at the time of each vesting date.
- (3) The Compensation Committee of the Company's Board of Directors approved a one-time promotion award of 15,000 shares. 50% of this promotion award (or 7,500 shares) will be earned based on Company-performance targets established for 2014. The Company-performance targets are 50% based on revenue and 50% based on adjusted EBITDA performance. The performance-based portion of this award was determined on or around 2/18/2015, with 2,475 shares vested immediately at the time of award, 2,475 shares vested on 2/18/2016, and 2,550 shares vested on 2/18/2017. From the remaining 50% of this promotion award (or 7,500 shares), 2,475 shares vested on 2/18/2015, 2,475 shares vested on 2/18/2016, and 2,550 shares vested on 2/18/2017. In each case, the vesting will be subject to Mr. Meierhoefer's continuation as a service provider to the Company.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meierhoefer Cameron 11950 DEMOCRACY DRIVE SUITE 600 RESTON, VA 20190			<b>Chief Operating Officer</b>	

**Signatures**

/s/ David Chemerow, Attorney-in-Fact

2/22/2017

—\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

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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