

COMSCORE, INC.
Reported by
SPENCER MICHELLE

FORM 3/A
(Amended Statement of Beneficial Ownership)

Filed 03/16/17 for the Period Ending 01/31/17

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

INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
Spencer Michelle			1/31/2017		COMSCORE, INC. [SCOR]		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
11950 DEMOCRACY DR, STE. 600			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, Chief Accounting Officer /				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
RESTON, VA 20190			2/10/2017		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)							

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	3730 (1)	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units (2)	(3)	(3)	Common Stock	2422.0 (4)	\$0.0 (5)	D	
Restricted Stock Units (2)	(6)	(6)	Common Stock	2760.0 (4)	\$0.0 (5)	D	
Restricted Stock Units (2)	(7)	(7)	Common Stock	1724.0 (4)	\$0.0 (5)	D	

Explanation of Responses:

- (1) The incorrect share amount for such restricted stock unit awards was included on the original Form 3.
- (2) The reporter was initially granted restricted stock unit awards under Rentrak 2011 Incentive Plan. In connection with the acquisition of Rentrak by the Issuer, pursuant to the Agreement and Plan of Merger and Reorganization, dated as of September 29, 2015, these were assumed by the Issuer and converted into restricted stock unit awards in respect of shares of the Issuer's common stock calculated based on the Exchange Ratio.
- (3) The reporter was initially granted 3,026 restricted stock units. 604 shares vested on 3/24/2016, 604 shares to vest on 3/24/2017, 606 shares to vest on 3/24/2018, 606 shares to vest on 3/24/2019 and 606 shares to vest on 3/24/2020, in each case subject to the reporter's continued status as a service provider of the Issuer at the time of each vesting date.
- (4) This amendment corrects the incorrect share amount for such restricted stock unit awards included on the original Form 3.
- (5) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

- (The reporter was initially granted 3,680 restricted stock units. 920 shares vested on 9/24/2016, 920 shares to vest on 9/24/2017, 920 shares to vest on 9/24/2018 and 920 shares to vest on 9/24/2019, in each case subject to the reporter's continued status as a service provider of the Issuer at the time of each vesting date.
- (The reporter was initially granted 2,587 restricted stock units. 863 shares vested on 10/1/2016, 863 to vest on 10/1/2017 and 861 shares to vest on 10/1/2018, 7) in each case subject to the reporter's continued status as a service provider of the Issuer at the time of each vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spencer Michelle 11950 DEMOCRACY DR STE. 600 RESTON, VA 20190			SVP, Chief Accounting Officer	

Signatures

/s/ David Chemerow, Attorney-in-Fact

3/16/2017

**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 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).

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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