

COMSCORE, INC.

Reported by
ENGEL WILLIAM E

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/06/17 for the Period Ending 06/04/17

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**

OMB APPROVAL
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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

1. Name and Address of Reporting Person * Engel William E (Last) (First) (Middle) C/O COMSCORE, INC., 11950 DEMOCRACY DRIVE, 6TH FLOOR (Street) RESTON, VA 20190 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol COMSCORE, INC. [SCOR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
	3. Date of Earliest Transaction (MM/DD/YYYY) 6/4/2017	
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <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 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	6/4/2017		M		1688	A	\$0 (1)	53546	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				
Restricted Stock Units (2)	\$0.0 (1)	6/4/2017		M		1688	(3)	(3)	Common Stock	1688.0	\$0	13503	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- The reporter was initially granted restricted stock unit awards under Rentrak's 2011 Incentive Plan on 6/4/2015. 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 (the "Merger Agreement"), these were assumed by the Issuer and converted into restricted stock unit awards in respect of the Issuer's common stock calculated based on the Exchange Ratio (as defined in the Merger Agreement).
- The reporter was initially granted 16,879 restricted stock units on 6/4/2015, with the following vesting schedule: 1,688 vested on 6/3/2016, 1,688 vested on 6/4/2017, 1,688 to vest on 6/4/2018, 1,688 to vest on 6/4/2019, 1,688 to vest on 6/3/2020, 1,688 to vest on 6/3/2021, 1,688 to vest on 6/3/2022, 1,688 to vest on 6/3/2023, 1,688 to vest on 6/3/2024 and 1,687 to vest on 6/3/2025, 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
Engel William E C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE, 6TH FLOOR RESTON, VA 20190	X			

Signatures

/s/ David Chemerow, Attorney-in-Fact

6/6/2017

— 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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