## SEC Form 4

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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

# OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

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	ddress of Reporting		2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>COMSCORE, INC.</u> [ SCOR ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				X Director 10% Owner					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/02/2018	Officer (give title Other (specify below) below)					
C/O COMSC	LORE, INC.								
11950 DEMOCRACY DRIVE STE 600			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)				X Form filed by One Reporting Person					
RESTON	VA	20190		Form filed by More than One Reporting Person					
(City)	(State)	(Zip)							

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		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: 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 Units	\$0.0 <sup>(1)</sup>	07/02/2018		Α		11,390		(2)	(2)	Common Stock	11,390	\$0	11,390	D	

### Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of the Company's Common Stock.

2. This restricted stock unit award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan. This award will vest in full on the earliest of (i) June 30, 2019, (ii) the date of the Company's 2019 annual meeting of stockholders, and (iii) the date of a change in control of the Company, subject in each case to the reporter's continued status as a member of the Company's Board of Directors on the vesting date. Vested units will be delivered in shares of Common Stock upon a separation from service or a change in control of the Company, as set forth in the applicable award notice.

<u>/s/ Carol DiBattiste, Attorney-</u> in-Fact

<u>07/03/2018</u> Date

\*\* Signature of Reporting Person

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.