

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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
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1. Name and Address of Reporting Person* <u>Brown Michael Andrew</u>  (Last) (First) (Middle) 11950 DEMOCRACY DRIVE SUITE 600  (Street) RESTON VA 20190  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COMSCORE, INC. [ SCOR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2017	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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. Transaction 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	02/18/2017		M		1,403	A	\$0 <sup>(1)</sup>	46,089	D	
Common Stock	02/18/2017		M		6,250	A	\$0 <sup>(1)</sup>	52,339	D	
Common Stock	02/18/2017		M		2,550	A	\$0 <sup>(1)</sup>	54,889	D	
Common Stock	02/18/2017		M		2,550	A	\$0 <sup>(1)</sup>	57,439	D	

**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. Transaction 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 (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
Restricted Stock Unit	\$0.0 <sup>(1)</sup>	02/18/2017		M		1,403	(2)	(2)		Common Stock	1,403	\$0	0	D	
Restricted Stock Units	\$0.0 <sup>(1)</sup>	02/18/2017		M		6,250	(3)	(3)		Common Stock	6,250	\$0	0	D	
Restricted Stock Units	\$0.0 <sup>(1)</sup>	02/18/2017		M		2,550	(4)	(4)		Common Stock	2,550	\$0	2,550	D	
Restricted Stock Units	\$0.0 <sup>(1)</sup>	02/18/2017		M		2,550	(4)	(4)		Common Stock	2,550	\$0	0	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- Granted pursuant to the terms of comScore, Inc. 2007 Equity Incentive Plan. 1,402 shares vested on 2/18/2016, and 1,403 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.
- Granted pursuant to the terms of comScore, Inc. 2007 Equity Incentive Plan. Award vests in four equal annual installments, subject to the reporter's continued status as a service provider of the Issuer at the time of each vesting date.
- 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 February 18, 2015, with 2,475 shares that 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. Brown's continuation as a service provider to the Company.

**Remarks:**

/s/ David Chemerow, Attorney- 02/22/2017  
in-Fact

\*\* 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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