

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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* <u>Spencer Michelle</u>  (Last) (First) (Middle) 11950 DEMOCRACY DR STE. 600  (Street) RESTON VA 20190  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/31/2017	3. Issuer Name and Ticker or Trading Symbol <u>COMSCORE, INC. [ SCOR ]</u>	
		4. 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>SVP, Chief Accounting Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 02/10/2017  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	3,730 <sup>(1)</sup>	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Restricted Stock Units <sup>(2)</sup>	(3)	(3)	Common Stock 2,422 <sup>(4)</sup>	0.0 <sup>(5)</sup>	D	
Restricted Stock Units <sup>(2)</sup>	(6)	(6)	Common Stock 2,760 <sup>(4)</sup>	0.0 <sup>(5)</sup>	D	
Restricted Stock Units <sup>(2)</sup>	(7)	(7)	Common Stock 1,724 <sup>(4)</sup>	0.0 <sup>(5)</sup>	D	

**Explanation of Responses:**

- The incorrect share amount for such restricted stock unit awards was included on the original Form 3.
- 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.
- 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.
- This amendment corrects the incorrect share amount for such restricted stock unit awards included on the original Form 3.
- 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, in each case subject to the reporter's continued status as a service provider of the Issuer at the time of each vesting date.

**Remarks:**

/s/ David Chemerow, Attorney-in-Fact 03/16/2017

\*\* 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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