SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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1. Name and Address of Reporting Person* ACCEL VII LP			2. Date of Even Requiring State (Month/Day/Yee 06/26/2007	ement	3. Issuer Name and Ticker or Trading Symbol <u>COMSCORE, INC.</u> [SCOR]					
(Last) (First) (Middle)					4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner			5. If Amendment, Date of Original Filed		
C/O ACCEL PARTNERS								(Month/Day/Year)		
428 UNIVERSITY AVENUE					Officer (give title	cify 6. Individual or Joint/Group Filing (Check				
			-		below)	below)	Appl	icable Line) Form filed b	y One Reporting Person	
(Street) PALO ALTO CA 94301					X Form filed by More than One Reporting Person					
PALO ALTO CA 94301							Reporting Person			
(City)	(State)	(Zip)								
			Table I - No	on-Derivat	tive Securities Beneficial	ly Owned				
1. Title of Secur	ity (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownershi Form: Direc or Indirect ((Instr. 5)	t (D) (Instr.		Beneficial Ownership	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)		2. Date Exerce Expiration D (Month/Day/	ate	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)			
Series A Conv	ertible Prefe	rred Stock	(1)	(1)	Common Stock	668,693	(1)	D ⁽²⁾		
Series B Conv	ertible Prefe	rred Stock	(1)	(1)	Common Stock	72,779	(1)	D ⁽²⁾		
Series C Convertible Preferred Stock			(1)	(1)	Common Stock	384,982	(1)	D ⁽²⁾		
Series D Convertible Preferred Stock			(1)	(1)	Common Stock	809,207	(1)	D ⁽²⁾		
Series E Convertible Preferred Stock			(1)	(1)	Common Stock	1,883,002	(1)	D ⁽²⁾		
Series A Conv			(1)	(1)	Common Stock	167,174	(1)	I ⁽³⁾	Held by Accel Internet Fund III L.P.	
Series B Convertible Preferred Stock		(1)	(1)	Common Stock	18,196	(1)	I ⁽³⁾	Held by Accel Internet Fund III L.P.		
Series C Convertible Preferred Stock			(1)	(1)	Common Stock	96,246	(1)	I(3)	Held by Accel Internet Fund III L.P.	
Series D Convertible Preferred Stock			(1)	(1)	Common Stock	202,302	(1)	I ⁽³⁾	Held by Accel Internet Fund III L.P.	
Series E Convertible Preferred Stock		(1)	(1)	Common Stock	470,751	(1)	I ⁽³⁾	Held by Accel Internet Fund III L.P.		
Series A Convertible Preferred Stock			(1)	(1)	Common Stock	82,669	(1)	I ⁽⁴⁾	Held by Accel Investors '99 L.P.	
Series B Convertible Preferred Stock			(1)	(1)	Common Stock	8,998	(1)	I ⁽⁴⁾	Held by Accel Investors '99 L.P.	
Series C Convertible Preferred Stock			(1)	(1)	Common Stock	47,594	(1)	I ⁽⁴⁾	Held by Accel Investors '99 L.P.	
Series D Convertible Preferred Stock			(1)	(1)	Common Stock	100,040	(1)	I ⁽⁴⁾	Held by Accel Investors '99 L.P.	
Series E Conv				(1)	Common Stock	232,789	(1)	I ⁽⁴⁾	Held by Accel	

1. Name and Address of Reporting Person [*] <u>ACCEL VII LP</u>									
(Last)	(First)	(Middle)							
C/O ACCEL PART	NERS								
428 UNIVERSITY AVENUE									
(Street) PALO ALTO	СА	94301							
(City)	(State)	(Zip)							
1. Name and Address of Reporting Person* ACCEL VII ASSOCIATES LLC									
(Last)	(First)	(Middle)							
C/O ACCEL PART 428 UNIVERSITY									
	AVENUE								
(Street) PALO ALTO	CA	94301							
(City)	(State)	(Zip)							
1. Name and Address of Reporting Person [*] ACCEL INTERNET FUND III LP									
(Last)	(First)	(Middle)							
C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE									
(Street) PALO ALTO	CA	94301							
(City)	(State)	(Zip)							
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1. Name and Address o									
1. Name and Address o ACCEL INTER	f Reporting Person*								
1. Name and Address o <u>ACCEL INTER</u> <u>LLC</u>	f Reporting Person*	ASSOCIATES							
1. Name and Address o <u>ACCEL INTER</u> <u>LLC</u> (Last)	f Reporting Person [*] NET FUND III A (First) NERS	ASSOCIATES							
1. Name and Address of <u>ACCEL INTER</u> <u>LLC</u> (Last) C/O ACCEL PART	f Reporting Person [*] NET FUND III A (First) NERS	ASSOCIATES							
1. Name and Address of <u>ACCEL INTER</u> <u>LLC</u> (Last) C/O ACCEL PART 428 UNIVERSITY (Street)	f Reporting Person [*] <u>NET FUND III 4</u> (First) NERS AVENUE	ASSOCIATES (Middle)							
1. Name and Address of <u>ACCEL INTER</u> <u>LLC</u> (Last) C/O ACCEL PART 428 UNIVERSITY (Street) PALO ALTO	f Reporting Person* NET FUND III A (First) NERS AVENUE CA (State) f Reporting Person*	ASSOCIATES (Middle) 94301							
1. Name and Address of ACCEL INTER LLC (Last) C/O ACCEL PART 428 UNIVERSITY (Street) PALO ALTO (City) 1. Name and Address of ACCEL INVES	f Reporting Person* INET FUND III / (First) NERS AVENUE CA (State) f Reporting Person* TORS 99 LP (First)	ASSOCIATES (Middle) 94301							
1. Name and Address of <u>ACCEL INTER</u> <u>LLC</u> (Last) C/O ACCEL PART 428 UNIVERSITY (Street) PALO ALTO (City) 1. Name and Address of <u>ACCEL INVES</u>	f Reporting Person* NET FUND III A (First) NERS AVENUE CA (State) f Reporting Person* STORS 99 LP (First) NERS	ASSOCIATES (Middle) 94301 (Zip)							
1. Name and Address of <u>ACCEL INTER</u> <u>LLC</u> (Last) C/O ACCEL PART 428 UNIVERSITY (Street) PALO ALTO (City) 1. Name and Address of <u>ACCEL INVES</u> (Last) C/O ACCEL PART 428 UNIVERSITY	f Reporting Person* NET FUND III A (First) NERS AVENUE CA (State) f Reporting Person* STORS 99 LP (First) NERS	ASSOCIATES (Middle) 94301 (Zip)							
1. Name and Address of ACCEL INTER LLC (Last) C/O ACCEL PART 428 UNIVERSITY (Street) PALO ALTO (City) 1. Name and Address of ACCEL INVES (Last) C/O ACCEL PART	f Reporting Person* NET FUND III A (First) NERS AVENUE CA (State) f Reporting Person* STORS 99 LP (First) NERS	ASSOCIATES (Middle) 94301 (Zip)							
1. Name and Address of ACCEL INTER LLC (Last) C/O ACCEL PART 428 UNIVERSITY (Street) PALO ALTO (City) 1. Name and Address of ACCEL INVES (Last) C/O ACCEL PART 428 UNIVERSITY (Street)	f Reporting Person* INET FUND III 4 (First) NERS AVENUE CA (State) f Reporting Person* TORS 99 LP (First) NERS AVENUE	ASSOCIATES (Middle) 94301 (Zip) (Middle)							
1. Name and Address of ACCEL INTER LLC (Last) C/O ACCEL PART 428 UNIVERSITY (Street) PALO ALTO (City) 1. Name and Address of ACCEL INVES (Last) C/O ACCEL PART 428 UNIVERSITY (Street) PALO ALTO	f Reporting Person* INET FUND III / (First) NERS AVENUE CA (State) f Reporting Person* TORS 99 LP (First) NERS AVENUE CA (State) f Reporting Person*	ASSOCIATES (Middle) 94301 (Zip) (Middle) 94301							
1. Name and Address of ACCEL INTER LLC (Last) C/O ACCEL PART 428 UNIVERSITY (Street) PALO ALTO (City) 1. Name and Address of ACCEL INVES (Last) C/O ACCEL PART 428 UNIVERSITY (Street) PALO ALTO (City) 1. Name and Address of	f Reporting Person* INET FUND III / (First) NERS AVENUE CA (State) f Reporting Person* TORS 99 LP (First) NERS AVENUE CA (State) f Reporting Person*	ASSOCIATES (Middle) 94301 (Zip) (Middle) 94301							
1. Name and Address of ACCEL INTER LLC (Last) C/O ACCEL PART 428 UNIVERSITY (Street) PALO ALTO (City) 1. Name and Address of ACCEL INVES (Last) C/O ACCEL PART 428 UNIVERSITY (Street) PALO ALTO (Street) PALO ALTO (City) 1. Name and Address of BREYER JAM	f Reporting Person* INET FUND III / (First) NERS AVENUE CA (State) f Reporting Person* TORS 99 LP (First) NERS AVENUE CA (State) f Reporting Person* ES (First) NERS	ASSOCIATES (Middle) 94301 (Zip) 94301 (Zip) 94301 (Zip)							
1. Name and Address of ACCEL INTER LLC (Last) C/O ACCEL PART 428 UNIVERSITY (Street) PALO ALTO (City) 1. Name and Address of ACCEL INVES (Last) C/O ACCEL PART 428 UNIVERSITY PALO ALTO (City) 1. Name and Address of BREYER JAM	f Reporting Person* INET FUND III / (First) NERS AVENUE CA (State) f Reporting Person* TORS 99 LP (First) NERS AVENUE CA (State) f Reporting Person* ES (First) NERS	ASSOCIATES (Middle) 94301 (Zip) 94301 (Zip) 94301 (Zip)							

PALO ALTO	CA	94301					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] <u>PATTERSON ARTHUR C</u>							
(Last) C/O ACCEL PART 428 UNIVERSITY		(Middle)					
(Street) PALO ALTO	СА	94301					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] GOUW RANZETTA THERESIA							
(Last) C/O ACCEL PART 428 UNIVERSITY		(Middle)					
(Street) PALO ALTO	СА	94301					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] SWARTZ JAMES R							
(Last) C/O ACCEL PART 428 UNIVERSITY		(Middle)					
(Street) PALO ALTO	CA	94301					
(City)	(State)	(Zip)					
1. Name and Address of Reporting Person [*] <u>WAGNER J PETER</u>							
(Last) C/O ACCEL PART 428 UNIVERSITY		(Middle)					
(Street) PALO ALTO	CA	94301					
(City)	(State)	(Zip)					

Explanation of Responses:

1. The convertible preferred stock is convertible immediately into Issuer's common stock and has no expiration date.

2. Shares are directly owned by Accel VII L.P. Accel VII Associates L.L.C. is the General Partner of Accel VII L.P. and has the sole voting and investment power. James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, James R. Swartz, and J. Peter Wagner are the Managing Members of Accel VII Associates L.L.C. and share such powers. Each such person disclaims beneficial ownership except to the extent of his pecuniary interest therein.

3. Shares are directly owned by Accel Internet Fund III L.P. Accel Internet Fund III Associates L.L.C. is the General Partner of Accel Internet Fund III L.P. and has the sole voting and investment power. James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, James R. Swartz, and J. Peter Wagner are the Managing Members of Accel Internet Fund III Associates L.L.C. and share such powers. Each such person disclaims beneficial ownership except to the extent of his pecuniary interest therein.

4. Shares are directly owned by Accel Investors '99 L.P. James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, James R. Swartz, and J. Peter Wagner are the General Partners of Accel Investors '99 L.P. and share voting and investment power. Each such person disclaims beneficial ownership except to the extent of his pecuniary interest therein.

Tracy L. Sedlock, as Attorneyin Fact for the Reporting06/26/2007Persons** Signature of Reporting PersonDate

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.

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.