

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>Wilson Christopher T</u> (Last) (First) (Middle) <u>C/O COMSCORE, INC.</u> <u>11950 DEMOCRACY DRIVE STE. 600</u> (Street) <u>RESTON VA 20190</u> (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 Commercial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/22/2019</u>	
	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			

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	Amount or Number of Shares				
Stock Option Right to Buy	\$10.35	05/22/2019		A		150,000		(1)	05/22/2029	Common Stock	150,000	\$0	150,000	D	
Restricted Stock Units	\$0.0 ⁽²⁾	05/22/2019		A		225,000		(3)	(3)	Common Stock	225,000	\$0	225,000	D	
Restricted Stock Units	\$0.0 ⁽²⁾	05/22/2019		A		41,254		(4)	(4)	Common Stock	41,254	\$0	41,254	D	

Explanation of Responses:

- This stock option was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan (the "Plan") and vests and becomes exercisable in four equal annual increments beginning on 5/22/2020, subject to the reporter's continuous service with the Company through each vesting date.
- Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- This performance-based restricted stock unit award was granted pursuant to the terms of the Plan. This award will be eligible to vest on annual measurement dates through the tenth anniversary of the date of grant, subject to the achievement of certain stock price goals set forth in the Performance Restricted Stock Units Award Agreement on or prior to each vesting date. The reporter may earn up to 100% of the number of performance-based restricted stock units granted, depending on the level of achievement.
- This restricted stock unit award was granted pursuant to the terms of the Plan. This award will vest in three equal installments on 5/30/2019, 3/1/2020 and 3/1/2021, subject to the reporter's continuous service with the Company through each vesting date.

Remarks:

/s/ Carol DiBattiste, Attorney-in-Fact 05/24/2019

** 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.

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.