SEC Form 4

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

L	ONB NUMBER.	3235-0287
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	hours per response:	0.5

	ddress of Reporting		2. Issuer Name and Ticker or Trading Symbol <u>COMSCORE, INC.</u> [SCOR]	(Checl	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				X	Director	10% Owner				
,			—	- x	Officer (give title	Other (specify				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)				
C/O COMSO	CORE, INC.		03/03/2022		See Remarks					
11950 DEMOCRACY DRIVE, STE. 600										
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Appl						
(Street)				Line)						
RESTON	VA	20190		X	Form filed by One Re	porting Person				
					Form filed by More th Person	an One Reporting				
(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 3. Execution Date, if any (Month/Day/Year) 8)			4. Securities Disposed Of 5)			Securities	6. Ownership Form: Direct (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)		
Common Stock	03/03/2022		Р		130,002	Α	\$2.54 ⁽¹⁾	1,529,381	D			
Common Stock	03/04/2022		Р		69,998	Α	\$2.59 ⁽²⁾	1,599,379	D			
Common Stock	03/07/2022		Р		200,000	Α	\$2.67 ⁽³⁾	1,799,379	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. Transa Code (8)		of Deriv	r osed) r. 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ate	Deriv	unt of rities rlying ative rity (Instr.	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				

Explanation of Responses:

1. The reported price on Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.52 to \$2.55 per share. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the issuer, or any security holder of the issuer, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

2. The reported price on Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.55 to \$2.63 per share. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the issuer, or any security holder of the issuer, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

3. The reported price on Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.55 to \$2.80 per share. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the issuer, or any security holder of the issuer, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

Remarks:

Chief Executive Officer and Executive Vice Chairman

/s/ Ashley Wright, Attorney-

in-Fact

03/07/2022

** 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.