## 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 OMB Number 2225 0.20

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| hours per response:    | 0.5       |

| 1. Name and Address of Reporting Person <sup>*</sup><br>Hofstetter Sarah         |                        |                          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>COMSCORE, INC.</u> [ SCOR ] |                   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner |                       |  |  |  |  |
|--|------------------------|--------------------------|--|-------------------|--|-----------------------|--|--|--|--|
| (Last)<br>11950 DEMC   | (First)<br>OCRACY DRIV | (Middle)<br>E, SUITE 600 | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/01/2019                       | x                 | Officer (give title<br>below)<br>Preside   | Other (specify below) |  |  |  |  |
| (Street)   |                        |                          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                             | 6. Indiv<br>Line) | 6. Individual or Joint/Group Filing (Check Applicable Line)                                      |                       |  |  |  |  |
| RESTON   | VA                     | 20190                    |  | X                 | Form filed by One Re   | porting Person        |  |  |  |  |
| (City)   | (State)                | (Zip)                    | —  |                   | Form filed by More the<br>Person   | an One Reporting      |  |  |  |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                        |                          |  |                   |  |                       |  |  |  |  |

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Transaction<br>Code (Instr. |   |        |               |                           | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|-----------------------------|---|--------|---------------|---------------------------|---|---|---|
|                                 |  |   | Code                        | v | Amount | (A) or<br>(D) | Price                     | Transaction(s)<br>(Instr. 3 and 4)  |   | (1150.4)  |
| Common Stock                    | 03/01/2019                                 |   | М                           |   | 21,047 | Α             | <b>\$0</b> <sup>(1)</sup> | 21,047  | D   |   |

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | on of |        | 6. Date Exerc<br>Expiration Da<br>(Month/Day/Y | ate                | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|-------|--------|--|--------------------|---|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A)   | (D)    | Date<br>Exercisable                            | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   | (11541-4)  |  |  |
| Restricted<br>Stock<br>Units                        | \$0.0 <sup>(1)</sup>  | 03/01/2019                                 |   | М                            |   |       | 21,047 | (2)  | (2)                | Common<br>Stock   | 21,047                                 | \$0   | 42,095   | D  |  |

#### Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.

2. This restricted stock unit award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan. This award vests in three equal annual installments beginning on March 1, 2019, subject to the reporter's continued service with the Company on each vesting date. Once vested, shares will be delivered on the earlier of a change of control of the Company or a separation from service within the meaning of Section 409A of the Internal Revenue Code.

#### **Remarks:**

#### /s/ Carol DiBattiste, Attorney-03/05/2019 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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