

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>WIENER BRYAN</u> (Last) (First) (Middle) <u>C/O COMSCORE INC.</u> <u>11950 DEMOCRACY DR. 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/05/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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			
Common Stock	06/05/2018		A		6,240 ⁽¹⁾	A	\$0	9,240	D	
Common Stock	06/05/2018		A		24,989 ⁽²⁾	A	\$0	34,229	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. 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
Restricted Stock Units	\$0.0 ⁽³⁾	06/05/2018		A		24,988		(4)	(4)	Common Stock	24,988	\$0	24,988	D	
Restricted Stock Units	\$0.0 ⁽³⁾	06/05/2018		A		68,151		(5)	(5)	Common Stock	68,151	\$0	68,151	D	

Explanation of Responses:

- This common stock award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan as compensation for serving as a member of the Board of Directors of the issuer through the Company's 2018 annual meeting of stockholders. This award vested immediately upon grant and will be delivered no earlier than August 1, 2018 and no later than December 31, 2018, as determined by the Compensation Committee of the Company's Board of Directors.
- This common stock award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Plan as a signing bonus. 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.
- Each restricted stock unit represents a contingent right to receive one share of the Company's Common Stock.
- This restricted stock unit award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan. This award will vest on November 30, 2019, subject to the reporter's continued employment on the 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.
- This performance-based restricted stock unit award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan. This award will vest on May 30, 2021, subject to the reporter's continued employment on the vesting date and achievement of performance goals based upon the Company's stock price during a five-year performance period.

Remarks:

/s/ Carol DiBattiste, Attorney-in-Fact 06/07/2018

** 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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