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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to<br>Section 16. Form 4 or Form 5<br>obligations may continue. See<br>Instruction 1(b) |
|-----------------------------------------------------------------------------------------------------------------------------|
| 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

| hours per response:    | 0.5       |
|------------------------|-----------|
| Estimated average burd | en        |
| OMB Number:            | 3235-0287 |

| 1. Name and Address of Reporting Person <sup>*</sup><br>Brown Michael Andrew                                         |  |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>COMSCORE, INC.</u> [ SCOR ] | (Check                 | tionship of Reporting Perso<br>all applicable)<br>Director<br>Officer (give title               | con(s) to Issuer<br>10% Owner<br>Other (specify |  |
|----------------------------------------------------------------------------------------------------------------------|--|----------|--------------------------------------------------------------------------------------|------------------------|-------------------------------------------------------------------------------------------------|-------------------------------------------------|--|
| (Last) (First) (Middle)<br>11950 DEMOCRACY DRIVE<br>SUITE 600<br>(Street)<br>RESTON VA 20190<br>(City) (State) (Zip) |  | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>07/13/2015                       | - X                    | below)<br>Chief Technology                                                                      | below)                                          |  |
|                                                                                                                      |  |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                             | 6. Indiv<br>Line)<br>X | idual or Joint/Group Filing (<br>Form filed by One Repor<br>Form filed by More than (<br>Person | ting Person                                     |  |

#### 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 |
|---------------------------------|--------------------------------------------|-------------------------------------------------------------|-----------------------------|---|--------|---------------|---------|---------------------------------------------------------------------------|-------------------------------------------------------------------|-----------------------------------------------------|
|                                 |                                            |                                                             | Code                        | v | Amount | (A) or<br>(D) | Price   | Transaction(s)<br>(Instr. 3 and 4)                                        |                                                                   | (Instr. 4)                                          |
| Common Stock                    | 07/13/2015                                 |                                                             | S                           |   | 400(1) | D             | \$55.85 | 28,035                                                                    | 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) |   | 5. Number<br>of<br>Derivative<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |     | 7. Title<br>Amouri<br>Securi<br>Underl<br>Deriva<br>Securi<br>and 4) | nt of<br>ties<br>ying<br>tive<br>ty (Instr. 3 | 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                                                                                     |                                                                          |                                                                    |  |  |

**Explanation of Responses:** 

1. Shares disposed of pursuant to a 10b5-1 plan entered into in August, 2014.

**Remarks:** 

#### /s/ Christiana Lin, Attorney-in-07/14/2015

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.

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.