

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>DiBattiste Carol A</u> (Last) (First) (Middle) 11950 DEMOCRACY DR. STE. 600 (Street) RESTON VA 20190 (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) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2020	
	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	03/01/2020		M		1,638 ⁽¹⁾	A	\$0 ⁽²⁾	46,770	D	
Common Stock	03/01/2020		M		12,377 ⁽¹⁾	A	\$0 ⁽²⁾	59,147	D	
Common Stock	03/01/2020		M		8,251 ⁽¹⁾	A	\$0 ⁽²⁾	67,398	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 ⁽²⁾	03/01/2020		M			1,638	(3)	(3)	Common Stock	1,638	\$0	0	D	
Restricted Stock Units	\$0.0 ⁽²⁾	03/01/2020		M			12,377	(4)	(4)	Common Stock	12,377	\$0	0	D	
Restricted Stock Units	\$0.0 ⁽²⁾	03/01/2020		M			8,251	(5)	(5)	Common Stock	8,251	\$0	8,251	D	

Explanation of Responses:

- The shares of common stock of the Company underlying these restricted stock units will be delivered no earlier than May 1, 2020 and no later than December 31, 2020.
- 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 on 9/7/2018 pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan (the "Plan"). This award vested on March 1, 2020, subject to the reporter's continued employment with the Company on the vesting date and the achievement of certain revenue and adjusted EBITDA goals set forth in a Performance Restricted Stock Units Award Agreement. The reporter earned 1,638 of the 16,502 performance-based restricted stock units granted.
- This restricted stock unit award was granted on 9/7/2018 pursuant to the terms of the Plan. This award vested in two equal annual installments beginning on March 1, 2019, subject to the reporter's continued service with the Company on each vesting date.
- This restricted stock unit award was granted on 9/7/2018 pursuant to the terms of the 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.

Remarks:

Chief Legal and Compliance Officer

/s/ Carol DiBattiste

03/03/2020

** 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.