

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>WPP plc</u>  (Last) (First) (Middle) <u>27 FARM STREET</u>  (Street) <u>LONDON X0 W1J 5RJ</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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/19/2016</u>	
		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	08/19/2016		P		60,000	A	\$27.5549 <sup>(1)</sup>	10,934,696 <sup>(2)</sup>	I	See Footnote <sup>(3)</sup>
Common Stock	08/22/2016		P		60,000	A	\$26.9601 <sup>(4)</sup>	10,994,696 <sup>(2)</sup>	I	See Footnote <sup>(3)</sup>

**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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
WPP plc  
 (Last) (First) (Middle)  
27 FARM STREET  
 (Street)  
LONDON X0 W1J 5RJ  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Cavendish Square Holding B.V.  
 (Last) (First) (Middle)  
LAAN OP ZUID 167  
 (Street)  
3072 DB ROTTERDAM P7  
 (City) (State) (Zip)

**Explanation of Responses:**

- The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$27.22 to \$27.77, inclusive. The reporting persons undertake to provide to the SEC, comScore, Inc., or any securityholder of comScore, Inc., upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (4) to this Form 4.
- These shares include a total of 3,493,571 shares of Common Stock of the Issuer that were transferred in February and March 2016 to Cavendish Square Holding B.V. (see Footnote 3 below) ("Cavendish") by WPP Luxembourg Gamma Three S.a r.l., a wholly-owned subsidiary of WPP plc that WPP plc owns indirectly through a series of intervening holding companies, in order to consolidate WPP plc's indirect

holdings of Issuer shares (the "Consolidation"). The Consolidation effected only a change in the form of ownership for WPP plc and was exempt from reporting pursuant to Rule 16a-13.

3. These shares are owned directly by Cavendish, which is a wholly-owned subsidiary of WPP plc that WPP plc owns indirectly through a series of intervening holding companies. WPP plc is an indirect beneficial owner of the reported securities.

4. The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$26.79 to \$27.16, inclusive.

**Remarks:**

WPP plc, By: /s/ Paul  
Richardson, Global Finance  
Director      08/23/2016

Cavendish Square Holding  
B.V., By: /s/ A. van Heulen-  
Mulder, Managing Director      08/23/2016

\*\* 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.**