

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Fink Gregory A</u>			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) <b>Chief Financial Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O COMSCORE INC. 11950 DEMOCRACY DR. STE. 600			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	RESTON VA 20190							
(City)	(State)	(Zip)						

**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	03/01/2021		M		4,881	A	\$0 <sup>(1)</sup>	38,006	D	
Common Stock	03/01/2021		F		1,728 <sup>(2)</sup>	D	\$4.02	36,278	D	
Common Stock	03/01/2021		M		8,251 <sup>(3)</sup>	A	\$0 <sup>(1)</sup>	44,529	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					
Restricted Stock Units	\$0.0 <sup>(1)</sup>	03/01/2021		M		4,881		(4)	(4)	Common Stock	4,881	0	D	
Restricted Stock Units	\$0.0 <sup>(1)</sup>	03/01/2021		M		8,251		(5)	(5)	Common Stock	8,251	0	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- These shares were withheld to fulfill tax withholding obligations associated with the vesting of the performance-based restricted stock units on March 1, 2021. This was not an open market sale.
- The shares of common stock of the Company underlying these restricted stock units will be delivered no earlier than May 1, 2021 and no later than December 31, 2021.
- This performance-based restricted stock unit award was granted on September 7, 2018 pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan. This award vested on March 1, 2021 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 4,881 of the 16,502 performance-based restricted stock units granted in 2018.
- This restricted stock unit award was granted on September 7, 2018 pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan. This award vested in three equal annual installments, beginning on March 1, 2019, subject to the reporter's continued employment with the Company on each vesting date.

**Remarks:**

/s/ Ashley Wright, Attorney-in-Fact 03/03/2021

\*\* 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.