

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person * <u>Wilson Christopher T</u> (Last) (First) (Middle) C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE 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) <u>Chief Commercial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/28/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	01/28/2020		M		4,946	A	\$0 ⁽¹⁾	89,082	D	
Common Stock	01/28/2020		M		9,165	A	\$0 ⁽¹⁾	98,247	D	
Common Stock	01/28/2020		F		4,665 ⁽²⁾	D	\$4.48	93,582	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 ⁽³⁾	\$0.0 ⁽¹⁾	01/28/2020		M			4,946	(4)	(4)	Common Stock	4,946	\$0	0	D	
Restricted Stock Units ⁽³⁾	\$0.0 ⁽¹⁾	01/28/2020		M			9,165	(5)	(5)	Common Stock	9,165	\$0	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 restricted stock units on 1/28/2020. This was not an open market sale.
- The reporter was initially granted restricted stock unit awards under Rentrak Corporation's 2011 Incentive Plan. These awards were assumed by the Company in its merger with Rentrak Corporation and converted into restricted stock unit awards in respect of shares of the Company's common stock pursuant to the Agreement and Plan of Merger and Reorganization dated as of September 29, 2015.
- 9,893 vested on 1/28/2018, 4,947 vested on 1/28/2019 and 4,946 vested on 1/28/2020, in each case subject to the reporter's continued status as a service provider of the Company on each vesting date.
- 18,333 vested on 1/28/2018, 9,167 vested on 1/28/2019 and 9,165 vested on 1/28/2020, in each case subject to the reporter's continued status as a service provider of the Company on each vesting date.

Remarks:

/s/ Carol DiBattiste, Attorney-in-Fact 01/30/2020

** 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.

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