

COMSCORE, INC.

Form 4

August 25, 2015

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Matta Serge

(Last) (First) (Middle)

C/O COMSCORE, INC., 11950  
DEMOCRACY DRIVE, 6TH  
FLOOR

(Street)

RESTON, VA 20190

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
COMSCORE, INC. [SCOR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/21/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President & CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	08/21/2015		M		417 <sup>(1)</sup>	\$ 4.5	89,161 D
Common Stock	08/21/2015		S		27,200 <sup>(2)</sup>	\$ 56.7904 <sup>(3)</sup>	61,961 D
Common Stock	08/21/2015		S		13,900 <sup>(2)</sup>	\$ 57.7395 <sup>(4)</sup>	48,061 D
Common Stock	08/21/2015		S		10,900 <sup>(2)</sup>	\$ 58.9372	37,161 D

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(5)

Common Stock	08/23/2015	M	28,500 (6)	A	\$ 0	65,661	D
Common Stock	08/23/2015	F	13,594 (7)	D	\$ 56.5	52,067	D
Common Stock	08/24/2015	S	20,960 (2)	D	\$ 56.0007 (8)	31,107	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Incentive Stock Option Right To Buy	\$ 4.5	08/21/2015		M	417 (1)	12/28/2005 12/27/2015	Common Stock 417
Restricted Stock Units	\$ 0	08/23/2015		M	28,500	(6) 11/07/2017	Common Stock 28,500

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Matta Serge C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE, 6TH FLOOR RESTON, VA 20190	X President & CEO

## Signatures

/s/ Christiana Lin,  
Attorney-in-Fact

08/25/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) Shares exercised pursuant to a 10b5-1 plan entered into in May 2015.

(2) Shares disposed of pursuant to a 10b5-1 plan entered into in May 2015.

Price reflects the weighted average sale price. Shares were sold at prices ranging from \$56.39 to \$57.36. The filer undertakes to provide  
(3) upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate stock price.

Price reflects the weighted average sale price. Shares were sold at prices ranging from \$57.41 to \$58.36. The filer undertakes to provide  
(4) upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate stock price.

Price reflects the weighted average sale price. Shares were sold at prices ranging from \$58.44 to \$59.40. The filer undertakes to provide  
(5) upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate stock price.

Granted on November 7, 2014 pursuant to terms of comScore, Inc. 2007 Equity Incentive Plan. The total award will be earned, if at all, in four increments as follows, 68,401 shares, 13,686 shares, 31,091 shares, 28,500 shares, if the average daily closing price of the  
(6) Company's common stock on the NASDAQ Global Market during any consecutive thirty-day period exceeds \$48.00, \$50.00, \$55.00, and \$60.00, respectively. This amount reflects the vesting of restricted stock (RSU) that vested on August 23, 2015, upon which date the reported closing price of the Company's common stock price exceeded an average of \$60 for the preceding 30 calendar days.

(7) These shares were deducted to cover tax withholding obligations associated with the restricted stock award vesting on August 23, 2015.

Price reflects the weighted average sale price. Shares were sold at prices ranging from \$56.00 to \$56.02. The filer undertakes to provide  
(8) upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate stock price.

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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