

COMSCORE, INC.
Form SC 13G/A
June 16, 2008

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Rule 13d-102)

**Information to be Included in Statements Filed
Pursuant to Rule 13d-1(b)(c), and (d) and Amendments thereto
Filed Pursuant to Rule 13d-2(b)**

(Amendment No. 1)*

ComScore, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

20564W105
(CUSIP Number)

May 16, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

Issuer: ComScore, Inc.

CUSIP No.: 20564W105

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

CVCA, LLC (f/k/a J.P. Morgan Partners (SBIC), LLC)
13-337-6808

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)
SEC Use
Only

3.

Citizenship or Place of

4. Organization Delaware

Sole Voting

Number of 5. Power -0- shares of Common Stock

Shares Beneficially 6. Power Shared Voting

Owned by Each Reporting 7. Power Sole Dispositive

Person With: 7. Power -0- shares of Common Stock

Shared

8. Dispositive Power

Aggregate Amount Beneficially Owned by Each

9. Reporting Person -0- shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) -0-

12. Type of Reporting Person (See Instructions)

OO

SCHEDULE 13G

Issuer: ComScore, Inc.

CUSIP No.: 20564W105

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

J.P. Morgan Partners (BHCA), L.P.

13-337-1826

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

SEC Use

3. Only

Citizenship or Place of

4. Organization

Delaware

Sole Voting

Number of Shares Beneficially Owned by Each Reporting Person With:

5. Power -0- shares of Common Stock

Shared Voting

6. Power

Sole Dispositive

7. Power -0- shares of Common Stock

Shared

8. Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person -0- shares of Common Stock

Check if the Aggregate Amount in Row (9) Excludes Certain

10. Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) -0-

12. Type of Reporting Person (See Instructions)

OO

SCHEDULE 13G

Issuer: ComScore, Inc.

CUSIP No.: 20564W105

Item 1.

(a) **Name of Issuer:**

ComScore, Inc.

(b) **Address of Issuer's Principal Executive Offices:**

11465 Sunset Hills Road
Suite 200
Reston, Virginia 20190

Item 2.

(a) **Name of Persons Filing:**

CVCA, LLC (f/k/a J.P. Morgan Partners (SBIC), LLC) ("CVCA")
J.P. Morgan Partners (BHCA), L.P. ("BHCA")

Supplemental information relating to the ownership and control of the persons filing this statement is included in Exhibit 2(a) attached hereto.

(b) **Address of Principal Business Office or, if none, Residence:**

270 Park Avenue
New York, New York 10017

(c) **Citizenship:**

Delaware

(d) **Title of Class of Securities (of Issuer):**

Common Stock

(e) **CUSIP Number:**

20564W105

Item 3. If this statement is filed pursuant to § 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership

(a) **Amount Beneficially Owned:**

CVCA: -0- Common Stock

BHCA: -0- shares of Common Stock

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Issuer: ComScore, Inc.

CUSIP No.: 20564W105

| | (b) | <u>Percent of Class:</u> |
|-----------|-------|---|
| CVCA: -0- | | |
| BHCA: -0- | | |
| | (c) | <u>Number of shares as to which such person has:</u> |
| | (i) | CVCA: -0- |
| BHCA: -0- | (ii) | Not applicable. |
| | (iii) | CVCA: -0- |
| BHCA: -0- | (iv) | Not applicable. |

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

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Issuer: ComScore, Inc.

CUSIP No.: 20564W105

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 16, 2008

CVCA, LLC

By: /c/ John C. Wilmot
Name: John C. Wilmot
Title: Managing Director

J.P. Morgan Partners (BHCA), L.P.

By: JPMP Master Fund Manager, L.P.,
as general partner

By: JPMP Capital Corp.,
as general partner

By: /c/ John C. Wilmot
Name: John C. Wilmot
Title: Managing Director

SCHEDULE 13G

Issuer: ComScore, Inc.

CUSIP No.: 20564W105

EXHIBIT 2(a)

Item 2. Identity and Background.

This statement is being filed by CVCA, LLC (f/k/a J.P. Morgan Partners (SBIC), LLC), a Delaware limited liability company (hereinafter referred to as "CVCA"), whose principal business office is located at 270 Park Avenue, New York, New York 10017. CVCA is engaged in the venture capital and leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business addresses, occupations and employments of each executive officer and director of CVCA.

This statement is also being filed by J.P. Morgan Partners (BHCA), L.P., a Delaware limited limited partnership (hereinafter referred to as "BHCA"), whose principal business office is located at 270 Park Avenue, New York, NY 10017. BHCA is engaged in the venture capital and leveraged buyout business. CVCA is a wholly owned subsidiary of BHCA. As the sole member of CVCA, BHCA may be deemed to beneficially own the shares held by CVCA. The general partner of BHCA is JPMP Master Fund Manager, L.P., a Delaware limited partnership (hereinafter referred to as "JPMP Master Fund"), whose principal business office is located at the same address as CVCA and BHCA, and is also directly or indirectly (through affiliates) engaged in the venture capital and leveraged buyout business. As the general partner of BHCA, JPMP Master Fund may be deemed to beneficially own the shares held by CVCA and BHCA. The general partner of JPMP Master Fund is JPMP Capital Corp., a New York corporation (hereinafter referred to as "JPMP Capital Corp."), whose principal business office is located at the same address as CVCA and BHCA, and is also engaged in the venture capital and leveraged buyout business. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMP Capital Corp. As the general partner of JPMP Master Fund, JPMP Corp. may be deemed to beneficially own the shares held by CVCA and BHCA.

JPMP Capital Corp. is a wholly owned subsidiary of JPMorgan Chase & Co., a Delaware corporation (hereinafter referred to as "JPMorgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule C hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMorgan Chase.

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Issuer: ComScore, Inc.

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SCHEDULE A

CVCA, LLC (f/k/a J.P.Morgan SBIC, LLC)

Executive Officers¹

| | |
|--|---------------------------|
| President | Ina R. Drew* |
| Managing Director | Joseph S. Bonocore* |
| Managing Director | Ana Capella Gomez-Acebo* |
| Managing Director | John C. Wilmot* |
| Managing Director and Treasurer | Phillip D. Renshaw-Lewis* |
| Vice President | William T. Williams Jr* |
| Vice President and Assistant Secretary | Judah Shechter* |
| Vice President and Assistant Secretary | Elizabeth De Guzman* |

Directors¹

Ina R. Drew*
John C. Wilmot*

¹ Each of whom is a United States citizen except for Ana Capella Gomez-Acebo who is a citizen of Spain.

* Principal occupation is employee and/or officer of JPMorgan Chase & Co. Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York, New York 10017.

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CUSIP No.: 20564W105

SCHEDULE B

JPM CAPITAL CORP.

Executive Officers¹

| | |
|--|---------------------------|
| President | Ina R. Drew* |
| Managing Director | Joseph S. Boconore* |
| Managing Director | Ana Capella Gomez-Acebo |
| Managing Director | John C. Wilmot* |
| Managing Director and Treasurer | Phillip D. Renshaw-Lewis* |
| Vice President | William T. Williams Jr.* |
| Vice President and Assistant Secretary | Judah Shechter* |
| Vice President and Assistant Secretary | Elizabeth De Guzman* |

Directors¹

Ina R. Drew*
John C. Wilmot*

¹ Each of whom is a United States citizen except for Ana Capella Gomez-Acebo who is a citizen of Spain.

* Principal occupation is employee and/or officer of JPMorgan Chase & Co. Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York, New York 10017.

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Issuer: ComScore, Inc.

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SCHEDULE C

JPMORGAN CHASE & CO.

Executive Officers¹

| | |
|---|----------------------|
| President and Chief Executive Officer | James Dimon* |
| Chief Administrative Officer | Frank Bisignano * |
| Co-Chief Executive Officer, Investment Bank | Steven D. Black* |
| Chief Financial Officer | Michael J. Cavanagh* |
| Director of Human Resources | John F. Bradley* |
| Chief Investment Officer | Ina R. Drew * |
| Head, Commercial Banking | Samuel Todd Maclin* |
| Head, Strategy and Business Development | Jay Mandelbaum* |
| Chief Executive Officer, Treasury & Securities Services | Heidi Miller* |
| Head, Retail Financial Services | Charles W. Scharf* |
| Chief Executive Officer, Card Services | Gordon A. Smith* |
| Global Head, Asset & Wealth Management | James E. Staley* |
| Co-Chief Executive Officer, Investment Bank | William T. Winters* |
| General Counsel | Stephen M. Cutler* |
| Chief Risk Officer | Barry L. Zubrow* |

¹ Each of whom is a United States citizen

* Principal occupation is employee and/or officer of JPMorgan Chase & Co. Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York, New York 10017.

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Issuer: ComScore, Inc.

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Directors¹

| <u>Name</u> | <u>Principal Occupation or Employment; Business or Residence Address</u> |
|-----------------------|---|
| Crandall C. Bowles | Chairman and Chief Executive Officer Spring Global US, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| Stephen B. Burke | President Comcast Cable Communications, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| James S. Crown | President Henry Crown and Company c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| David M. Cote | Chairman and Chief Executive Officer Honeywell International Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| James Dimon | Chief Executive Officer JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| Ellen V. Futter | President and Trustee American Museum of Natural History c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| William H. Gray, III | Retired President and Chief Executive Officer The College Fund/UNCF c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| Laban P. Jackson, Jr. | Chairman and Chief Executive Officer Clear Creek Properties, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |

¹ Each of whom is a United States citizen.

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| <u>Name</u> | <u>Principal Occupation or Employment; Business or Residence Address</u> |
|--------------------|---|
| Lee R. Raymond | Chairman of the Board and Chief Executive Officer Exxon Mobil Corporation c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| Robert I. Lipp | Chairman The St. Paul Travelers Companies, Inc. JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| David C. Novak | Chairman and Chief Executive Officer Yum! Brands, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| William C. Weldon | Chairman and Chief Executive Officer Johnson & Johnson c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |