HESS DANIEL Form 4 June 07, 2018

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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * **HESS DANIEL**

> (First) (Middle)

C/O COMSCORE, INC., 11950 DEMOCRACY DRIVE STE. 600

(Street)

RESTON, VA 20190

2. Issuer Name and Ticker or Trading Symbol

COMSCORE, INC. [SCOR]

3. Date of Earliest Transaction (Month/Day/Year) 06/05/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X_ Officer (give title Other (specify below) below)

Chief Product Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

Code (Month/Day/Year) (Instr. 8)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(9-02)

Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

(A)

Common 06/05/2018 Stock

9,464 A A \$0 10,894 (1)

D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number on 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)		8. Pr Deriv Secu (Inst
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (2)	06/05/2018	A	4,815	(3)	(3)	Common Stock	4,815	\$
Restricted Stock Units	\$ 0 (2)	06/05/2018	A	4,342	<u>(4)</u>	<u>(4)</u>	Common Stock	4,342	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HESS DANIEL C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE STE. 600 RESTON, VA 20190

Chief Product Officer

Signatures

/s/ Carol DiBattiste,
Attorney-in-Fact
06/07/2018

**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).
- This common stock award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan. This (1) award vested immediately upon grant and will be delivered no earlier than August 1, 2018 and no later than December 31, 2018, as determined by the Compensation Committee of the Company's Board of Directors.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Company's Common Stock.
- This restricted stock unit award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan. (3) The award will vest in two equal annual installments beginning on 8/15/2018, in each case subject to the reporter's continued status as a
- (3) The award will vest in two equal annual installments beginning on 8/15/2018, in each case subject to the reporter's continued status as a service provider of the Company on the relevant vesting date.
- This restricted stock unit award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan.

 (4) This award will vest in full on 3/15/2019, subject to the reporter's continued status as a service provider of the Company on the vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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