

COMSCORE, INC.
Form 3
February 02, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â LIVEK WILLIAM PAUL</p> <p>(Last) (First) (Middle)</p> <p>C/O COMSCORE,Â 11950 DEMOCRACY DRIVE, 6TH FLOOR</p> <p>(Street)</p> <p>RESTON,Â VAÂ 20190</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/29/2016</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>COMSCORE, INC. [SCOR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President & Exec Vice Chairman</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	155,849	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option Right to Buy	04/01/2012 ⁽¹⁾	06/15/2019	Common Stock	230,000	\$ 12.61 ⁽²⁾	D	Â
Stock Option Right to Buy	06/30/2013 ⁽³⁾	12/23/2020	Common Stock	184,000	\$ 25.86 ⁽²⁾	D	Â
Stock Option Right to Buy	11/06/2013 ⁽⁴⁾	11/06/2021	Common Stock	86,250	\$ 11.56 ⁽²⁾	D	Â
Stock Appreciation Right	04/01/2010 ⁽¹⁾	06/15/2019	Common Stock	86,250	\$ 12.61 ⁽²⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
LIVEK WILLIAM PAUL C/O COMSCORE 11950 DEMOCRACY DRIVE, 6TH FLOOR RESTON, VA 20190	Â X	Â	Â	President & Exec Vice Chairman	Â

Signatures

/s/ Christiana Lin, 02/02/2016
Attorney-in-Fact

 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Granted pursuant to the terms of Rentrak Corporation 2005 Stock Incentive Plan. Award vested in four equal installments on 04/01/2010, 04/01/2011, 04/01/2012, and 04/01/2013. Option and Stock Appreciation Right are fully exercisable.
- (2) Exercise price reflects converted value pursuant to the acquisition of Rentrak Corporation.
- (3) Granted pursuant to the terms of Rentrak Corporation 2005 Stock Incentive Plan. Two-thirds of the award vested on 6/30/2013, one-third of the award vested on 12/23/2014. Option is fully exercisable.
- (4) Granted pursuant to the terms of Rentrak Corporation 2011 Stock Incentive Plan. Award vested one-third on 11/06/13, one-third on 11/06/14, and one-third on 11/06/15. Option is fully exercisable.

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Remarks:

This Form 3 is being filed in conjunction with William P. Livek's appointment as a President and

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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