

COMSCORE, INC.  
Form SC 13D/A  
August 25, 2016

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 5)\***

**COMSCORE, INC.**

**(Name of Issuer)**

**Common Stock, par value \$0.001 per share**

**(Title of Class of Securities)**

**20564W105**

**(CUSIP Number)**

**WPP plc**

**27 Farm Street**

**London, United Kingdom W1J 5RJ**

**Telephone: +44(0) 20 7408 2204**

**Attention: Andrea Harris, Esq.**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

*Copies to:*

**Curt Myers, Esq.**

**Davis & Gilbert LLP**

**1740 Broadway**

**New York, New York 10019**

**(212) 468-4800**

**August 24, 2016**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**NOTE:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §§ 240.13d-7 for other parties to whom copies are to be sent.

\* 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 on 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).

CUSIP No. 20564W105

1 NAMES OF REPORTING PERSONS

CAVENDISH SQUARE HOLDING B.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC (SEE ITEM 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

THE NETHERLANDS

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0 (SEE ITEMS 2 AND 5)

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 11,174,696 (SEE ITEMS 2 AND 5)

9 SOLE DISPOSITIVE POWER

PERSON

WITH

0 (SEE ITEMS 2 AND 5)  
10 SHARED DISPOSITIVE POWER

- 11 11,174,696 (SEE ITEMS 2 AND 5)  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 12 11,174,696 (SEE ITEMS 2 AND 5)  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 ..  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 14 19.5% (SEE ITEMS 2 AND 5)  
TYPE OF REPORTING PERSON (See Instructions)

OO

CUSIP No. 20564W105

1 NAMES OF REPORTING PERSONS

WPP LUXEMBOURG GAMMA THREE S.À R.L.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO (SEE ITEM 3)

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

LUXEMBOURG

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0 (SEE ITEMS 2 AND 5)

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 0 (SEE ITEMS 2 AND 5)

SOLE DISPOSITIVE POWER

PERSON

WITH 10 0 (SEE ITEMS 2 AND 5)

SHARED DISPOSITIVE POWER

0 (SEE ITEMS 2 AND 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (SEE ITEMS 2 AND 5)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0% (SEE ITEMS 2 AND 5)

14 TYPE OF REPORTING PERSON (See Instructions)

OO

CUSIP No. 20564W105

1 NAMES OF REPORTING PERSONS

WPP PLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

JERSEY

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0 (SEE ITEMS 2 AND 5)

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 11,174,696 (SEE ITEMS 2 AND 5)  
SOLE DISPOSITIVE POWER

PERSON

WITH

10 0 (SEE ITEMS 2 AND 5)  
SHARED DISPOSITIVE POWER

- 11 11,174,696 (SEE ITEMS 2 AND 5)  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
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CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 ..  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 14 19.5% (SEE ITEMS 2 AND 5)  
TYPE OF REPORTING PERSON (See Instructions)

CO



This Amendment No. 5 relates to the Schedule 13D filed by Cavendish Square Holding B.V., a private limited liability company incorporated under the laws of the Netherlands ( Cavendish ), and WPP plc, a corporation formed under the laws of Jersey, with the Securities and Exchange Commission on April 7, 2015, as amended (the Schedule 13D ), relating to the common stock, par value \$0.001 per share (the Common Stock ), of comScore, Inc., a Delaware corporation (the Company ). Unless set forth below, all Items are unchanged from the Schedule 13D. Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D.

## Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby deleted in its entirety and replaced with the following:

(a)-(c) This Schedule 13D is being filed by Cavendish, WPP Luxembourg Gamma Three S.à r.l. a private limited liability company (*société à responsabilité limitée*) incorporated under the laws of the Grand Duchy of Luxembourg ( Lux Gamma Three ), and WPP plc, a corporation formed under the laws of Jersey. WPP plc indirectly holds 100% of the outstanding stock of each of Cavendish and Lux Gamma Three through a series of intervening holding companies. Cavendish, Lux Gamma Three and WPP plc are sometimes referred to herein collectively as the Reporting Persons and individually as a Reporting Person.

WPP plc and its subsidiaries (the WPP Group ) comprise one of the largest communications services businesses in the world. The WPP Group provides communications services on a national, multinational and global basis. It operates from over 3,000 offices in 112 countries including associates. The WPP Group organizes its businesses in the following areas: Advertising and Media Investment Management; Data Investment Management; Public Relations & Public Affairs; and Branding & Identity, Healthcare and Specialist Communications (including direct, digital, promotion and relationship marketing).

The address of the principal office of Cavendish is Laan op Zuid 167, 3072 DB Rotterdam, Netherlands. The address of the principal office of Lux Gamma Three is 124 boulevard de la Pétrusse, Luxembourg, L-2330. The address of the principal office of WPP plc is 27 Farm Street, London, United Kingdom W1J 5RJ.

- (d) During the past five years, none of the Reporting Persons nor, to the knowledge of the Reporting Persons, any of their respective executive officers or directors, has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).
- (e) During the past five years, none of the Reporting Persons nor, to the knowledge of the Reporting Persons, any of their respective executive officers or directors, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) The name, citizenship, business address, principal business occupation or employment of each of the directors and executive officers of the Reporting Persons are set forth on Annex A hereto.

**Item 3. Source and Amount of Funds and Other Consideration.**

Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following:

Between August 11, 2016 and August 25, 2016, Cavendish acquired an aggregate of 660,000 additional shares of the Common Stock in open market transactions effected through a broker-dealer (the Additional Shares ). The consideration used by Cavendish to acquire the Additional Shares was Cavendish s working capital.

**Item 4. Purpose of Transaction**

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following:

Cavendish acquired the Additional Shares described in Item 3 above for investment purposes.

**Item 5. Interest in Securities of the Issuer.**

- (a) In February and March 2016, Lux Gamma Three transferred all of the 3,493,572 shares of Common Stock it acquired in the Merger to Cavendish (the Consolidation ). As of August 25, 2016, Cavendish is deemed to beneficially own an aggregate of 11,174,696 shares of Common Stock (the Shares ), representing approximately 19.5% of the Company s outstanding Common Stock, based upon advice from the Company that there were 57,175,920 shares of Common Stock outstanding on August 19, 2016. As a result of the Consolidation, Lux Gamma Three no longer owns any of the Shares. WPP plc indirectly owns 100% of Cavendish and therefore may be deemed to have beneficial ownership of the Shares. Cavendish disclaims beneficial ownership of the Shares.
- (b) Each of Cavendish and WPP plc may be deemed to have shared power to vote and dispose or direct the vote and direct the disposition of the Shares.
- (c) Information with respect to all transactions in the Company s Common Stock that were effected by Cavendish within the 60 days preceding the filing of this Amendment No. 5 is set forth in Annex B hereto, which is incorporated herein by reference.

**Item 7. Material to be Filed as Exhibits**

- 99.1 Joint Filing Agreement among the Reporting Persons, dated as of January 29, 2016 (incorporated by reference from Amendment No. 4 to the Schedule 13D).

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.

Dated: August 25, 2016

**CAVENDISH SQUARE HOLDING B.V.**

By: /s/ A. van Heulen-Mulder  
Name: A. van Heulen-Mulder  
Title: Managing Director

**WPP LUXEMBOURG GAMMA THREE  
S.À R.L.**

By: /s/ Anne Ehrismann  
Name: Anne Ehrismann  
Title: Manager

By: /s/ Thierry Lenders  
Name: Thierry Lenders  
Title: Manager

**WPP PLC**

By: /s/ Paul Richardson  
Name: Paul Richardson  
Title: Global Finance Director

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**Annex A**
**Directors and Executive Officers of the Reporting Persons**

The name, citizenship, position, principal occupation or employment and business address of the directors and executive officers of each of the Reporting Persons are set forth below.

**1. CAVENDISH SQUARE HOLDING B.V.**

| <b>Name and Citizenship</b>             | <b>Position</b>   | <b>Principal Occupation or Employment</b> | <b>Business Address</b>                                 |
|---|-------------------|---|---|
| Willem Pieter Roobol<br>Netherlands     | Managing Director | Country Finance Director                  | Laan op Zuid 167, 3072<br>DB Rotterdam,<br>Netherlands  |
| Astrid van Heulen-Mulder<br>Netherlands | Managing Director | Managing Director                         | Laan op Zuid 167,<br>Rotterdam, 3072 DB,<br>Netherlands |
| Marcel van der Avort<br>Netherlands     | Managing Director | Director (CFO)                            | Laan op Zuid 167, 3072<br>DB Rotterdam,<br>Netherlands  |

**2. WPP LUXEMBOURG GAMMA THREE S.À R.L.**

| <b>Name and Citizenship</b> | <b>Position</b> | <b>Principal Occupation or Employment</b> | <b>Business Address</b>                                |
|-----------------------------|-----------------|---|--|
| Michel de Bodt<br>Belgium   | Manager         | Finance Director                          | Rue Jules Cockx 8-10,<br>Brussels, 1160, Belgium       |
| Anne Ehrismann<br>France    | Manager         | Manager                                   | 124 Boulevard de la<br>Petrusse, Luxembourg,<br>L-2330 |
| Marc Feider                 | Manager         |   | 33 avenue J.F. Kennedy,                                |

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|                    |         |                                  |   |
|--------------------|---------|----------------------------------|---|
| Luxembourg         |         | Lawyer (Allen & Overy            | L-1855 Luxembourg                             |
|                    |         | Luxembourg)                      |   |
| Peter Gerrard      | Manager | Managing Director                | 124 Boulevard de la Petrusse, Luxembourg,     |
| Luxembourg         |         |                                  | L-2330  |
| Thierry Lenders    | Manager | European Treasury Manager/Gérant | Rue Jules Cockx 8-10, Brussels, 1160, Belgium |
| Belgium            |         |                                  |   |
| Emile van Popering | Manager | Finance Director                 | Cantersteen 47, 1000 Brussels, Belgium        |
| Netherlands        |         |                                  |   |

**Principal****Occupation or**

| <b>Name and Citizenship</b>             | <b>Position</b> | <b>Employment</b> | <b>Business Address</b>                                    |
|---|-----------------|-------------------|--|
| Lennart Stenke,<br>Sweden               | Manager         | Company Director  | 124 Boulevard de la<br>Petrusse, Luxembourg,<br><br>L-2330 |
| Astrid van Heulen-Mulder<br>Netherlands | Manager         | Managing Director | Laan op Zuid 167,<br>Rotterdam, 3072 DB,<br>Netherlands    |

**3. WPP****Principal****Occupation or**

| <b>Name and Citizenship</b>                                     | <b>Position</b>                        | <b>Employment</b>   | <b>Business Address</b>  |
|---|--|---|--|
| Roberto Quarta<br><br>United States and Italy                   | Director and Chairman                  | Chairman  | 27 Farm Street, London<br><br>W1J 5RJ, United<br>Kingdom                                 |
| Sir Martin Sorrell<br><br>United Kingdom                        | Group Chief Executive<br>and Director  | Group Chief Executive   | 27 Farm Street, London<br><br>W1J 5RJ, United<br>Kingdom                                 |
| Paul W.G. Richardson<br><br>United Kingdom and United<br>States | Group Finance Director<br>and Director | Group Finance Director  | 27 Farm Street, London<br><br>W1J 5RJ, United<br>Kingdom                                 |
| Jacques Aigrain<br><br>France and Switzerland                   | Non-Executive Director                 | Partner (Warburg Pincus<br>LLP), Non-Executive<br>Director (London Stock<br>Exchange Group plc),<br>Supervisory Board<br>Member (Lyondell Basell<br>NV, Deutsche Lufthansa<br>AG, Swiss International<br>Airlines AG) | Almack House, 28 King<br>Street, St. James s,<br>SW1Y 6QW, London,<br><br>United Kingdom |
| Charlene Begley<br><br>United States                            | Non-Executive Director                 | Non-Executive Director<br>(Audit Committee of<br>NASDAQ OMX, Audit<br>and Nominating  | 3135 Easton Turnpike,<br>Fairfield, Connecticut<br>06828, United States                  |

Committees of Redhat,  
Inc.)

| <b>Principal</b>                         |                        |   |   |
|--|------------------------|---|---|
| <b>Occupation or</b>                     |                        |   |   |
| <b>Name and Citizenship</b>              | <b>Position</b>        | <b>Employment</b>   | <b>Business Address</b>   |
| Sir John Hood<br>New Zealand             | Non-Executive Director | Chairman (BMT Limited, URENCO Limited, and Study Group UK Limited), Senior Independent Director (BG Group plc), Chair (Rhodes Trust and Teach for All), Trustee (Singapore Management University) | 27 Farm Street, London W1J 5RJ, United Kingdom  |
| Ruigang Li<br>People's Republic of China | Non-Executive Director | Founding Chairman (CMC Capital Partners (CMC) and CMC Holdings), Chairman (Shanghai Media Group (SMG))  | Unit 3607B-08, The Centre, 989 Changle Road, Xinhui District, Shanghai, 200031, China |
| Daniella Riccardi<br>Italy               | Non-Executive Director | CEO (Baccarat Company), Director (Kering SA)  | 11 place des Etats-Unis - 75116 Paris, France   |
| Nicole Seligman<br>United States         | Non-Executive Director | President (Sony Entertainment, Inc. and Sony Corporation of America)  | 27 Farm Street, London W1J 5RJ, United Kingdom  |
| Hugo Shong<br>United States              | Non-Executive Director | Executive Vice president (International Data Group (IDG)) and President (IDG Asia/China), Director (China Jiu hao Health Industry Corp., Mei Ah Entertainment Group Ltd.)                         | One Exeter Plaza, 15th Floor, Boston, Massachusetts 02116, United States              |
| Timothy Shriver<br>United States         | Non-Executive Director | Chairman (Special Olympics), Chair (Collaborative for Academic, Social and Emotional Learning (CASEL))  | 27 Farm Street, London W1J 5RJ, United Kingdom  |



**Principal**

**Occupation or**

| <b>Name and Citizenship</b>       | <b>Position</b>        | <b>Employment</b>  | <b>Business Address</b>   |
|-----------------------------------|------------------------|--|---|
| Sally Susman<br>United States     | Non-Executive Director | Executive vice president,<br>Corporate Affairs (Pfizer<br>Inc.)                      | 235 East 42nd Street,<br>New York, NY 10017,<br><br>United States |
| Solomon Trujillo<br>United States | Non-Executive Director | Director (Western Union<br>Company, ProAmerica)<br>and Chairman (Soufun<br>Holdings) | 27 Farm Street, London<br><br>W1J 5RJ, United<br>Kingdom          |

**Annex B**

All transactions listed below were effected by Cavendish Square Holding B.V.

| Trade Date<br>(M/D/Y) | Transaction | Number of<br>Shares of<br>Common Stock | Price per Share* | Price Range*      |
|-----------------------|-------------|--|------------------|-------------------|
| 08/11/16              | Purchase    | 60,000                                 | \$ 25.9868       | \$ 25.58 \$ 26.15 |
| 08/12/16              | Purchase    | 60,000                                 | \$ 25.9722       | \$ 25.59 \$ 26.26 |
| 08/15/16              | Purchase    | 60,000                                 | \$ 26.564        | \$ 26.23 \$ 26.85 |
| 08/16/16              | Purchase    | 42,146                                 | \$ 27.1667       | \$ 26.40 \$ 27.39 |
| 08/16/16              | Purchase    | 17,854                                 | \$ 27.5921       | \$ 27.46 \$ 27.67 |
| 08/17/16              | Purchase    | 60,000                                 | \$ 27.1463       | \$ 26.96 \$ 27.68 |
| 08/18/16              | Purchase    | 60,000                                 | \$ 27.3242       | \$ 27.00 \$ 27.51 |
| 08/19/16              | Purchase    | 60,000                                 | \$ 27.5549       | \$ 27.22 \$ 27.77 |
| 08/22/16              | Purchase    | 60,000                                 | \$ 26.9601       | \$ 26.79 \$ 27.16 |
| 08/23/16              | Purchase    | 60,000                                 | \$ 27.5228       | \$ 26.91 \$ 27.82 |
| 08/24/16              | Purchase    | 7,639                                  | \$ 20.3020       | \$ 27.45 \$ 28.44 |
| 08/24/16              | Purchase    | 12,838                                 | \$ 28.8216       | \$ 28.45 \$ 29.44 |
| 08/24/16              | Purchase    | 39,523                                 | \$ 29.5694       | \$ 29.45 \$ 29.78 |
| 08/25/16              | Purchase    | 60,000                                 | \$ 29.5755       | \$ 29.39 \$ 29.74 |

\* The number of securities reported represents an aggregate number of shares executed by a broker-dealer in multiple market transactions over a range of prices. The price per share reported represents the weighted average price (without regard to brokerage commissions and fees). Cavendish and WPP plc undertake to provide the staff of the SEC, the Company or any stockholder of the Company upon request with the number of shares purchased by Cavendish at each separate price within the range.