

COMSCORE, INC.

Form 3

February 02, 2016

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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)

1. Name and Address of Reporting
Person *

Â Engel William E

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/29/2016

3. Issuer Name **and** Ticker or Trading Symbol
COMSCORE, INC. [SCOR]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)C/O COMSCORE,
INC.,Â 11950 DEMOCRACY
DRIVE, 6TH FLOOR

(Street)

RESTON,Â VAÂ 20190

(City)

(State)

(Zip)

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 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

50,173

D

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

SEC 1473 (7-02)

**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.****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
Derivative5. 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	06/08/2012 ⁽¹⁾	06/08/2021	Common Stock	5,750	\$ 19.31 ⁽²⁾	D	Â
Stock Option Right to Buy	06/17/2012 ⁽³⁾	06/17/2021	Common Stock	17,250	\$ 15.16 ⁽²⁾	D	Â
Restricted Stock Units	06/03/2016 ⁽⁴⁾	06/03/2025	Common Stock	16,880 ⁽⁵⁾	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Engel William E C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE, 6TH FLOOR RESTON, VA 20190	Â X	Â	Â	Â

Signatures

/s/ Christiana Lin,
Attorney-in-Fact
02/02/2016
**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 6/8/12, 6/8/13, 6/8/14, and 6/8/15. Option is 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. Award vested in four equal installments on 6/17/2012, 6/17/2013, 6/17/2014, and 6/17/2015.
- (4) Granted pursuant to the terms of Rentrak Corporation 2011 Stock Incentive Plan. Award will vest 10% on 6/3/2016, 10% on 6/4/2017, 10% on 6/4/2018, 10% on 6/4/2019, 10% on 6/3/2020, 10% on 6/4/2021, 10% on 6/4/2022, 10% on 6/4/2023, 10% on 6/4/2024, and 10% on 6/3/2025.
- (5) Each restricted stock unit represents a contingent right to receive one share of SCOR common stock.

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Remarks:

This Form 3 is being filed in conjunction with William E. Engel's appointment as a Director pursuant to the terms of the Rentrak Corporation 2005 Stock Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.