COMSCORE, INC.

Form 3

February 02, 2016

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 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 *

LIVEK WILLIAM PAUL

(Last) (First)

(Middle)

(Month/Day/Year)

01/29/2016

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

COMSCORE, INC. [SCOR]

C/O COMSCORE, 11950 DEMOCRACY DRIVE, 6TH

FLOOR

(Street)

Statement

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

X Director 10% Owner _X_ Officer Other

(give title below) (specify below) President & Exec Vice Chairman 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One Reporting Person

RESTON, VAÂ 20190

1. Title of Security

(Instr. 4)

(City) (State) (Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

Â

Form: Direct (D) or Indirect (Instr. 5)

(I) (Instr. 5)

D

Common Stock 155,849

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)

5. 4. Conversion or Exercise Price of Derivative

6. Nature of Ownership Indirect Beneficial Form of Ownership Derivative (Instr. 5)

Security:

Edgar Filing: COMSCORE, INC. - Form 3

	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 <u>(2)</u>	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 <u>(2)</u>	D	Â
Stock Appreciation Right	04/01/2010(1)	06/15/2019	Common Stock	86,250	\$ 12.61 <u>(2)</u>	D	Â

Reporting Owners

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

Signatures

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

**Signature of Reporting Person D

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).
- 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.

Â

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. 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.

Reporting Owners 2