DiBattiste Carol A Form 4 September 11, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DiBattiste Carol A

2. Issuer Name and Ticker or Trading Symbol

COMSCORE, INC. [SCOR]

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Month/Day/Year)

11950 DEMOCRACY DR., STE. 600

09/07/2018

X_ Officer (give title Other (specify below) below)

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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response...

Estimated average

burden hours per

See Remarks

Director

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

Issuer

RESTON, VA 20190

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

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)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** De (Instr. 3 and 4) Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (a or Disposed (D) (Instr. 3, 4, and 5)	d of				(I
				Code V	7 (A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (1)	09/07/2018		A	24,753	(2)	(2)	Common Stock	24,753	
Restricted Stock Units	\$ 0 (1)	09/07/2018		A	16,502	(3)	(3)	Common Stock	16,502	
Restricted Stock Units	\$ 0 (1)	09/07/2018		A	24,753	<u>(4)</u>	<u>(4)</u>	Common Stock	24,753	
Restricted Stock Units	\$ 0 (1)	09/07/2018		A	16,502	<u>(5)</u>	<u>(5)</u>	Common Stock	16,502	

Reporting Owners

Reporting Owner Name / A	Address	Relationships

Director 10% Owner Officer Other

DiBattiste Carol A 11950 DEMOCRACY DR. STE. 600

See Remarks

RESTON, VA 20190

Signatures

/s/ Carol
DiBattiste
09/11/2018

**Signature of Date

Reporting Person

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).
- (1) 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.
- (2) This award will vest in two equal annual installments beginning on March 1, 2019, subject to the reporter's continued employment with the Company on each vesting date.
- (3) This performance-based restricted stock unit award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan. This award will vest on March 1, 2021, subject to the reporter's continued employment with the Company on the vesting date and the achievement of certain revenue and adjusted EBITDA goals set forth in a Performance Restricted Stock Units Award Agreement. The reporter may earn between 0% and 200% of the number of performance-based restricted stock units granted, depending

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on the level of achievement.

- 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 three equal annual installments beginning on March 1, 2019, subject to the reporter's continued employment with
- the Company on each vesting date.

 This performance-based restricted stock unit award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive
- Compensation Plan. This award will vest on March 1, 2020, subject to the reporter's continued employment with the Company on the vesting date and the achievement of certain revenue and adjusted EBITDA goals set forth in a Performance Restricted Stock Units Award Agreement. The reporter may earn between 0% and 200% of the number of performance-based restricted stock units granted, depending on the level of achievement.

Remarks:

General Counsel & Chief Compliance, Privacy and People Officer

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.