## Edgar Filing: COMSCORE, INC. - Form 4

| COMSCORI  | E, INC.           |                 |  |                                       |           |   |           |  |                                       |                         |  |  |
|---|-------------------|-----------------|--|---------------------------------------|-----------|---|-----------|--|---------------------------------------|-------------------------|--|--|
| Form 4  |                   |                 |  |                                       |           |   |           |  |                                       |                         |  |  |
| April 01, 201   | 14                |                 |  |                                       |           |   |           |  |                                       |                         |  |  |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION           |                   |                 |  |                                       |           |   |           | OMB APPROVAL   |                                       |                         |  |  |
|   | • • UNITEI        | ) STATES        |  | RITIES A<br>shington,                 |           |   | NGE C     | COMMISSION   | OMB<br>Number:                        | 3235-0287               |  |  |
| Check this box  |                   |                 |  | 8,                                    | Expires:  | January 31,                               |           |  |                                       |                         |  |  |
| if no long<br>subject to  | SIATE             | MENT O          | F CHAN   | CHANGES IN BENEFICIAL OWNERSHIP OF    |           |   |           |  |                                       | 2005                    |  |  |
| Section 1   |                   |                 |  | SECUR                                 | ITIES     |   |           |  | Estimated average<br>burden hours per |                         |  |  |
| Form 4 of   | r                 |                 |  |                                       |           |   |           |  | response                              | 0.5                     |  |  |
| Form 5  | Filed p           | ursuant to S    | Section 1  | 6(a) of the                           | e Securit | ies E                                     | xchang    | e Act of 1934,   |                                       |                         |  |  |
| obligation<br>may cont  |                   | 7(a) of the     | Public U   | tility Hold                           | ling Con  | npany                                     | y Act of  | 1935 or Section  | 1                                     |                         |  |  |
| See Instru  |                   | 30(h)           | of the In  | vestment                              | Compan    | y Ac                                      | t of 194  | 0  |                                       |                         |  |  |
| 1(b).   |                   |                 |  |                                       |           |   |           |  |                                       |                         |  |  |
| (Print or Type F  | Responses)        |                 |  |                                       |           |   |           |  |                                       |                         |  |  |
| 1. Name and Address of Reporting Person _2. IssFULGONI GIANSymbol |                   |                 |  | uer Name <b>and</b> Ticker or Trading |           |   |           | 5. Relationship of Reporting Person(s) to                  |                                       |                         |  |  |
|   |                   |                 |  |                                       |           |   |           | Issuer   |                                       |                         |  |  |
|   | COMSO             | CORE, IN        | IC. [SCC   | R]                                    |           | (Check all applicable)                    |           |  |                                       |                         |  |  |
| (Last)  | (First)           | (Middle)        | 3. Date of Earliest Transaction                  |                                       |           |   |           | k an appneable   | )                                     |                         |  |  |
|   |                   |                 |  | Ionth/Day/Year)                       |           |   |           | _X_ Director10% Owner                                      |                                       |                         |  |  |
|   | CORE, INC., 1     |                 | 03/31/2  | 014                                   |           |   |           | XOfficer (give titleOther (specify below) below)           |                                       |                         |  |  |
|   | CY DRIVE 6T       | Ή               |  |                                       |           |   |           | · · · · · · · · · · · · · · · · · · ·                      | utive Chairman                        |                         |  |  |
| FLOOR   |                   |                 |  |                                       |           |   |           |  |                                       |                         |  |  |
|   | 4. If Ame         | ndment, Da      | te Origina                                       | l                                     |           | 6. Individual or Joint/Group Filing(Check |           |  |                                       |                         |  |  |
| File  |                   |                 |  | nth/Day/Year                          | )         |   |           | Applicable Line)<br>_X_ Form filed by One Reporting Person |                                       |                         |  |  |
| DESTON  | 7 100             |                 |  |                                       |           |   |           | Form filed by M  |                                       |                         |  |  |
| RESTON, V   | A 20190           |                 |  |                                       |           |   |           | Person   |                                       |                         |  |  |
| (City)  | (State)           | (Zip)           | Tabl   | e I - Non-D                           | erivative | Secur                                     | ities Acq | uired, Disposed of   | , or Beneficial                       | ly Owned                |  |  |
| 1.Title of  | 2. Transaction Da |                 |  | 3.                                    | 4. Securi |   | -         | 5. Amount of   | 6. Ownership                          |                         |  |  |
| Security  | (Month/Day/Year   | /               | n Date, if                                       |                                       |           |   |           | Securities   | Form: Direct                          |                         |  |  |
| (Instr. 3)  |                   | any<br>(Month/I | Code (Instr. 3, 4 and 5)<br>Day/Year) (Instr. 8) |                                       |           |   | 5)        | Beneficially<br>Owned                                      |                                       | Beneficial<br>Ownership |  |  |
|   |                   | (monu)          | (infonda, Duj, Four)                             |                                       | (1131. 0) |   |           | Following (Instr. 4)                                       |                                       | (Instr. 4)              |  |  |
|   |                   |                 |  |                                       |           | (A)                                       |           | Reported   |                                       |                         |  |  |
|   |                   |                 |  |                                       |           | or  |           | Transaction(s) (Instr. 3 and 4)                            |                                       |                         |  |  |
|   |                   |                 |  | Code V                                | Amount    | (D)                                       | Price     | (111str. 5 and 4)  |                                       |                         |  |  |
| Common  | 03/31/2014        |                 |  | А                                     | 2,532     | А   | \$        | 458,218  | D                                     |                         |  |  |
| Stock   |                   |                 |  |                                       | (1)       |   | 32.79     |  |                                       |                         |  |  |
| Common  | 03/31/2014        |                 |  | F                                     | 1,062     | D   | \$        | 457,156  | D                                     |                         |  |  |
| Stock   | 05/51/2014        |                 |  | 1                                     | (2)       | D   | 32.79     |  | D                                     |                         |  |  |

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

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.

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5.<br>orNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | ate                | Amou<br>Unde<br>Secur | le and<br>unt of<br>rlying<br>rities<br>. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|---------------------------------------|---|---------------------|--------------------|-----------------------|--|---|---|
|   |   |   |   | Code V                                | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title                 | Amount<br>or<br>Number<br>of<br>Shares             |   |   |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |        |           |                    |       |  |  |  |
|--|---------------|--------|-----------|--------------------|-------|--|--|--|
| 1  | Di            | rector | 10% Owner | Officer            | Other |  |  |  |
| FULGONI GIAN<br>C/O COMSCORE, INC.<br>11950 DEMOCRACY DRIVE 6TH FL<br>RESTON, VA 20190 | OOR           | X      |           | Executive Chairman |       |  |  |  |
| Signatures   |               |        |           |                    |       |  |  |  |
| /s/ Christiana Lin,<br>Attorney-in-Fact  | 04/01/20      | 14     |           |                    |       |  |  |  |
| **Signature of Reporting Person  | Date          |        |           |                    |       |  |  |  |

## **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) This restricted stock award is intended to represent the foregone cash salary of the Reporting Person for the period from January 1, 2014 to March 31, 2014. This restricted stock award shall immediately vest on March 31, 2014.
- (2) These shares were deducted in order to cover tax withholding obligations associated with recent stock award vestings.

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.