

COMSCORE, INC.
Form 4/A
August 22, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed 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 *
Tarpey Kenneth

(Last) (First) (Middle)

C/O COMSCORE, INC., 11950
DEMOCRACY DRIVE, 6TH
FLOOR

(Street)

RESTON, VA 20190

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COMSCORE, INC. [SCOR]

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
08/19/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer

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 Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 08/15/2014 | | A | | 6,205 (1) \$ 39.19 | D | |
| Common Stock | 08/15/2014 | | F | | 2,959 (3) \$ 39.19 | D | |
| Common Stock | 08/15/2014 | | F | | 12,880 (4) (5) \$ 39.19 | D | |
| Common Stock | 08/15/2014 | | M | | 6,277 (6) \$ 0 | D | |
| Common Stock | 08/15/2014 | | M | | 8,333 (6) \$ 0 | D | |

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| | | | | | | | |
|--------------|------------|---|--------------|---|----------|--------|---|
| Common Stock | 08/15/2014 | M | 1,262 (6) | A | \$ 0 | 69,441 | D |
| Common Stock | 08/18/2014 | S | 1,500 (7) | D | \$ 39.41 | 67,941 | D |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | \$ 0 | 08/15/2014 | | M | 6,277 | (8) 02/18/2016 | Common Stock | 6,277 |
| Restricted Stock Unit | \$ 0 | 08/15/2014 | | M | 8,333 | (10) 02/18/2016 | Common Stock | 8,333 |
| Restricted Stock Units | \$ 0 | 08/15/2014 | | M | 1,262 | (8) 03/16/2015 | Common Stock | 1,262 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Tarpey Kenneth C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE, 6TH FLOOR RESTON, VA 20190 | | | Chief Financial Officer | |

Signatures

/s/ Christiana Lin,
Attorney-in-Fact

08/22/2014

__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) Pursuant to the Transition Agreement entered between the reporting person and the Company dated May 5, 2014, and filed as an exhibit to the Form 10Q filed by the Company for the period ended June 30, 2014, (the "Transition Agreement"), the Compensation Committee of the Company's Board of Directors approved a one-time payment based on a pro-rated calculation of Executive's 2014 short-term incentive and the immediately vested performance-based portion of Executive's 2014 long-term incentive (and, for avoidance of doubt, not the portion of the award that would vest subject to continued service following the determination of achievement of the applicable performance goals). The incentive achievement amounts were determined based on the Company's Q1 and Q2 revenue and adjusted EBITDA metrics, with the assumption that Executive achieved 100% of the MBO of his pro-rated short term incentive for Q1 and Q2. No overachievement was assumed or allocated for the MBO portion of this incentive.

(2) Balance reflects forfeiture of shares of Restricted Stock ("RSA") in connection with reporting person's Transition Agreement.

(3) These shares were deducted in order to cover tax withholding obligations associated with the recent stock award made pursuant to the Transition Agreement.

(4) These shares were deducted in order to cover tax withholding obligations associated with recent stock award acceleration of RSAs granted on 3/16/2012 and 3/29/2012 pursuant to the Transition Agreement.

(5) Previously reported as an acquisition of shares on original Form 4 filed 8/19/14.

(6) Vesting of these shares have been accelerated pursuant to the Transition Agreement.

(7) Shares disposed of pursuant to a 10b5-1 plan entered into in October 2013.

(8) One half (1/2) to vest each year beginning on the first anniversary of the Grant Effective Date and annually thereafter on future anniversaries of the Vesting Commencement Date, provided that the recipient continues to provide services to the Company through each such date. Vesting has been accelerated pursuant to the Transition Agreement.

(9) The remaining restricted stock units shares will be cancelled pursuant to the Transition Agreement.

(10) One third (1/3) to vest each year beginning on February 18, 2014 and annually thereafter on future anniversaries of the Vesting Commencement Date, provided that the recipient continues to provide services to the Company through each such date. Vesting has been accelerated pursuant to the Transition Agreement.

Remarks:

This amendment is being filed to reflect a disposition of 12,880 shares on 8/15/2014, which was inadvertently reported as an a

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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