

COMSCORE, INC.
Form 4
February 22, 2016

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 *
Brown Michael Andrew

(Last) (First) (Middle)
11950 DEMOCRACY
DRIVE, SUITE 600

(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)
02/18/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Technology 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock | 02/18/2016 | | M | | 6,250 (1) | A | \$ 0 38,116 D |
| Common Stock | 02/18/2016 | | M | | 2,475 (2) | A | \$ 0 40,591 D |
| Common Stock | 02/18/2016 | | M | | 2,475 (2) | A | \$ 0 43,066 D |
| Common Stock | 02/18/2016 | | M | | 1,402 (3) | A | \$ 0 44,468 D |
| Common Stock | 02/18/2016 | | F | | 4,171 (4) | D | \$ 38.57 40,297 D |

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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 Units | \$ 0 | 02/18/2016 | | M | 6,250 | <u>(1)</u> 02/17/2018 | Common Stock | 6,250 |
| Restricted Stock Units | \$ 0 | 02/18/2016 | | M | 2,475 | <u>(2)</u> 02/18/2017 | Common Stock | 2,475 |
| Restricted Stock Units | \$ 0 | 02/18/2016 | | M | 2,475 | <u>(2)</u> 02/18/2017 | Common Stock | 2,475 |
| Restricted Stock Unit | \$ 0 | 02/18/2016 | | M | 1,402 | <u>(3)</u> 02/18/2017 | Common Stock | 1,402 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brown Michael Andrew 11950 DEMOCRACY DRIVE SUITE 600 RESTON, VA 20190 | | | Chief Technology Officer | |

Signatures

/s/ Christiana Lin,
Attorney-in-Fact

02/22/2016

**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).

Restricted stock units (RSUs) granted pursuant to the terms of comScore, Inc. 2007 Equity Incentive Plan. 6,250 shares to vest on February 18, 2014, 6,250 shares to vest on February 18, 2015, 6,250 shares to vest on February 18, 2016, and 6,250 shares to vest on February 18, 2017, provided that the recipient continues to provide services through each such date.

(1) The Compensation Committee of the Company's Board of Directors approved a one-time promotion award of 15,000 shares. 50% of this promotion award (or 7,500 shares) will be earned based on Company-performance targets established for 2014. The

Company-performance targets are 50% based on revenue and 50% based on adjusted EBITDA performance. The performance-based portion of this award will be determined on or around February 18, 2015, with 2,475 shares subject to immediately vest at the time of award, 2,475 shares to vest on February 18, 2016, and 2,550 shares to vest on February 18, 2017. The remaining 50% of this promotion award (or 7,500 shares) will vest in three equal installments on February 18, 2015, 2016, and 2017. In each case, the vesting will be subject to Mr. Brown's continuation as a service provider to the Company.

(2) Granted pursuant to the terms of comScore, Inc. 2007 Equity Incentive Plan. 1,402 shares will vest on February 18, 2016, and 1,403 shares will vest on February 18, 2017, provided that the recipient continues to provide services through each such date.

(3) These shares were deducted in order to cover tax withholding obligations associated with the restricted stock award vesting on February 18, 2016.

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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