

COMSCORE, INC.

Form 4

September 09, 2016

**FORM 4****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  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WPP plc

(Last) (First) (Middle)

27 FARM STREET

(Street)

LONDON, X0 W1J 5RJ

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/07/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 09/07/2016                              |                                                             | P                                    | Amount (A)<br>or (D)<br>Price<br>\$ 30.8505<br>(1)                      | 11,239,696<br>(2)                                                                                                  | I                                                                       | See<br>Footnote<br>(3)                                            |
| Common<br>Stock                       | 09/08/2016                              |                                                             | P                                    | Amount (A)<br>or (D)<br>Price<br>\$ 30.733<br>(4)                       | 11,289,364<br>(2)                                                                                                  | I                                                                       | See<br>Footnote<br>(3)                                            |

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

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SEC 1474  
(9-02)

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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. 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. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<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                    |
|----------------------------------------------------------------------------|----------------------------------|
|                                                                            | Director 10% Owner Officer Other |
| WPP plc<br>27 FARM STREET<br>LONDON, X0 W1J 5RJ                            | X                                |
| Cavendish Square Holding B.V.<br>LAAN OP ZUID 167<br>3072 DB ROTTERDAM, P7 | X                                |

## Signatures

|                                                                                |            |
|--------------------------------------------------------------------------------|------------|
| WPP plc, By: /s/ Paul Richardson, Global Finance Director                      | 09/09/2016 |
| **Signature of Reporting Person                                                | Date       |
| Cavendish Square Holding B.V., By: /s/ A. van Heulen-Mulder, Managing Director | 09/09/2016 |
| **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).

(1) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$30.38 to \$31.06, inclusive. The reporting persons undertake to provide to the SEC, comScore, Inc., or any securityholder of comScore, Inc., upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (4) to this Form 4.

(2) These shares include a total of 3,493,571 shares of Common Stock of the Issuer that were transferred in February and March 2016 to Cavendish Square Holding B.V. (see Footnote 3 below) ("Cavendish") by WPP Luxembourg Gamma Three S.a r.l., a wholly-owned subsidiary of WPP plc that WPP plc owns indirectly through a series of intervening holding companies, in order to consolidate WPP plc's indirect holdings of Issuer shares (the "Consolidation"). The Consolidation effected only a change in the form of ownership for WPP plc and was exempt from reporting pursuant to Rule 16a-13.

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- (3) These shares are owned directly by Cavendish, which is a wholly-owned subsidiary of WPP plc that WPP plc owns indirectly through a series of intervening holding companies. WPP plc is an indirect beneficial owner of the reported securities.
- (4) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$30.46 to \$30.95, inclusive.

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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