

Wilson Christopher T
 Form 3
 April 22, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Wilson Christopher T</p> <p>(Last) (First) (Middle)</p> <p>C/O COMSCORE, INC., 11950 DEMOCRACY DRIVE STE. 600</p> <p>(Street)</p> <p>RESTON, VA 20190</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/12/2019</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>COMSCORE, INC. [SCOR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Commercial Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	66,914	D	

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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- (6) The reporter was initially granted restricted stock unit awards under Rentrak's 2011 Plan, which were assumed by the Company in the merger and converted into restricted stock unit awards in respect of shares of the Company's common stock calculated based on the Exchange Ratio.
- (7) 9,893 vested on 1/28/2018 and 4,947 on 1/28/2019. The remaining 4,946 will vest on 1/28/2020, subject to the reporter's continued status as a service provider of the Company on the vesting date.
- (8) 18,333 vested on 1/28/2018 and 9,167 on 1/28/2019. The remaining 9,165 will vest on 1/28/2020, subject to the reporter's continued status as a service provider of the Company on the vesting date.
- (9) 2,824 vested on 12/4/2016, 2,824 on 12/4/2017, and 2,825 on 12/4/2018. The remaining 2,824 will vest on 12/4/2019, subject to the reporter's continued status as a service provider of the Company on the vesting date.
- (10) This restricted stock unit award was granted on 6/5/2018 pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan.
- (11) 10,318 vested on 8/15/2018. The remaining 30,954 will vest in three equal annual installments beginning 8/15/2019, subject to the reporter's continued service with the Company on each vesting date.

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Remarks:

Exhibit 24 - 2019 POA Wilson

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.