COMSCORE, INC.
Form 3
February 10, 2017

FORM 3

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

OMB APPROVAL	
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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)

1. Name and Address of Reporting Person *
Â Spencer Michelle
(Last) (First) (Middle)

11950 DEMOCRACY DR,Â STE. 600
(Street)

RESTON,Â VAÂ 20190
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
01/31/2017

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP, Chief Accounting Officer

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

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

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	1,343	D	Â

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 Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option Right to Buy (1)	04/04/2012(2)	04/04/2022	Common Stock	11,500	$ 17.55	D	Â
Stock Option Right to Buy (1)	01/29/2016(3)	04/07/2021	Common Stock	7,762	$ 23.22	D	Â
Stock Option Right to Buy (1)	01/29/2016(3)	06/07/2020	Common Stock	1,437	$ 19.07	D	Â
Restricted Stock Units (4)	Â (5)	Â (5)	Common Stock	3,026	$ 0 (6)	D	Â
Restricted Stock Units (4)	Â (7)	Â (7)	Common Stock	3,680	$ 0 (6)	D	Â
Restricted Stock Units (4)	Â (8)	Â (8)	Common Stock	2,587	$ 0 (6)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spencer Michelle 11950 DEMOCRACY DR STE. 600 RESTON,Â VAÂ 20190	Â	Â	Â SVP, Chief Accounting Officer	Â

Signatures

/s/ David Chemerow	02/10/2017
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 reporter was initially granted stock options to purchase shares of Rentrak Corporation ("Rentrak") pursuant to the Rentrak 2011 Incentive Plan (the "2011 Plan") and the Rentrak 2005 Stock Incentive Plan (the "2005 Plan"). In connection with the acquisition of Rentrak by the Issuer, pursuant to the Agreement and Plan of Merger and Reorganization, dated as of September 29, 2015 (the "Merger Agreement"), the assumed stock options were converted into stock options to purchase shares of the Issuer's common stock calculated based on the exchange ratio used to convert outstanding Rentrak common shares into shares of the Issuer's common stock pursuant to the Merger Agreement (the "Exchange Ratio") and the exercise price was adjusted automatically to reflect the Exchange Ratio.

(2) Award vested on 1/29/2016 and 4/4/2016. 9,200 options are fully exercisable. 2,300 options will vest on 4/4/2017, subject to the reporter's continued status as a service provider of the Issuer at the time of the vesting date.

(3) Award vested on 1/29/2016. Option is fully exercisable.

(4) The reporter was initially granted restricted stock unit awards under Rentrak's 2011 Plan, which were assumed by the Issuer in the merger and converted into restricted stock unit awards in respect of shares of the Issuer's common stock calculated based on the Exchange Ratio.

(5)

Award began vesting in five equal annual installments on 3/24/2016, in each case subject to the reporter's continued status as a service provider of the Issuer at the time of each vesting date.

(6) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

(7) Award began vesting in four equal annual installments on 9/24/2016, in each case subject to the reporter's continued status as a service provider of the Issuer at the time of each vesting date.

(8) Award began vesting in three equal annual installments on 10/1/2016, in each case subject to the reporter's continued status as a service provider of the Issuer at the time of each vesting date.

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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