

COMSCORE, INC.
Form 4
August 17, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WPP plc

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
27 FARM STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2016

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

LONDON, X0 W1J 5RJ

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

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

(City) (State) (Zip)

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 | 08/15/2016 | | P | 60,000 A \$ 26.564 (1) | 10,694,696 (2) | I | See Footnote (3) |
| Common Stock | 08/16/2016 | | P | 42,146 A \$ 27.1667 (4) | 10,736,842 (2) | I | See Footnote (3) |
| Common Stock | 08/16/2016 | | P | 17,854 A \$ 27.5921 (5) | 10,754,696 (2) | I | See Footnote (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)

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WPP plc 27 FARM STREET LONDON, X0 W1J 5RJ | | X | | |
| Cavendish Square Holding B.V. LAAN OP ZUID 167 3072 DB ROTTERDAM, P7 | | X | | |

Signatures

WPP plc, By: /s/ Paul Richardson, Global Finance Director 08/17/2016
 **Signature of Reporting Person Date

Cavendish Square Holding B.V., By: /s/ A. van Heulen-Mulder, Managing Director 08/17/2016
 **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 \$26.23 to \$26.85, 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), (4) and (5) to this Form 4.

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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

- (2) 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.
- (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 \$26.40 to \$27.39, inclusive.
- (5) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$27.46 to \$27.67, 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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