

COMSCORE, INC.  
Form 3  
June 26, 2007

**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
ACCEL VII LP		(Month/Day/Year)	COMSCORE, INC. [SCOR]	
(Last)	(First)	(Middle)	06/26/2007	
C/O ACCEL PARTNERS, 428 UNIVERSITY AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PALO ALTO, CA 94301			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input type="checkbox"/> Form filed by One Reporting Person
				<input checked="" type="checkbox"/> 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)
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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) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	668,693	\$ <u>(1)</u>	D <u>(2)</u>	Â
Series B Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	72,779	\$ <u>(1)</u>	D <u>(2)</u>	Â
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	384,982	\$ <u>(1)</u>	D <u>(2)</u>	Â
Series D Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	809,207	\$ <u>(1)</u>	D <u>(2)</u>	Â
Series E Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,883,002	\$ <u>(1)</u>	D <u>(2)</u>	Â
Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	167,174	\$ <u>(1)</u>	I <u>(3)</u>	Held by Accel Internet Fund III L.P.
Series B Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	18,196	\$ <u>(1)</u>	I <u>(3)</u>	Held by Accel Internet Fund III L.P.
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	96,246	\$ <u>(1)</u>	I <u>(3)</u>	Held by Accel Internet Fund III L.P.
Series D Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	202,302	\$ <u>(1)</u>	I <u>(3)</u>	Held by Accel Internet Fund III L.P.
Series E Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	470,751	\$ <u>(1)</u>	I <u>(3)</u>	Held by Accel Internet Fund III L.P.
Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	82,669	\$ <u>(1)</u>	I <u>(4)</u>	Held by Accel Investors '99 L.P.
Series B Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	8,998	\$ <u>(1)</u>	I <u>(4)</u>	Held by Accel Investors '99 L.P.
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	47,594	\$ <u>(1)</u>	I <u>(4)</u>	Held by Accel Investors '99 L.P.
Series D Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	100,040	\$ <u>(1)</u>	I <u>(4)</u>	Held by Accel Investors '99 L.P.
Series E Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	232,789	\$ <u>(1)</u>	I <u>(4)</u>	Held by Accel Investors '99 L.P.

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other



## 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 convertible preferred stock is convertible immediately into Issuer's common stock and has no expiration date.

Shares are directly owned by Accel VII L.P. Accel VII Associates L.L.C. is the General Partner of Accel VII L.P. and has the sole voting and investment power. James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, James R. Swartz, and J. Peter Wagner are the Managing Members of Accel VII Associates L.L.C. and share such powers. Each such person disclaims beneficial ownership except to the extent of his pecuniary interest therein.

(2) Shares are directly owned by Accel Internet Fund III L.P. Accel Internet Fund III Associates L.L.C. is the General Partner of Accel Internet Fund III L.P. and has the sole voting and investment power. James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, James R. Swartz, and J. Peter Wagner are the Managing Members of Accel Internet Fund III Associates L.L.C. and share such powers. Each such person disclaims beneficial ownership except to the extent of his pecuniary interest therein.

(3) Shares are directly owned by Accel Investors '99 L.P. James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, James R. Swartz, and J. Peter Wagner are the General Partners of Accel Investors '99 L.P. and share voting and investment power. Each such person disclaims beneficial ownership except to the extent of his pecuniary interest therein.

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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