

COMSCORE, INC.  
Form 4  
August 19, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Tarpey Kenneth

(Last) (First) (Middle)

C/O COMSCORE, INC., 11950  
DEMOCRACY DRIVE, 6TH  
FLOOR

(Street)

RESTON, VA 20190

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/15/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Financial Officer

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

**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)
Common Stock	08/15/2014		A	(A) Code V Amount (D) Price 6,205 (1) \$ 39.19	69,408 (2)	D	
Common Stock	08/15/2014		F	2,959 (3) \$ 39.19	66,449	D	
Common Stock	08/15/2014		F	12,880 (4) \$ 39.19	79,329	D	
Common Stock	08/15/2014		M	6,277 (5) \$ 0	85,606	D	
Common Stock	08/15/2014		M	8,333 (5) \$ 0	93,939	D	

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Common Stock	08/15/2014	M	1,262 <u>(5)</u>	A	\$ 0	95,201	D
Common Stock	08/18/2014	S	1,500 <u>(6)</u>	D	\$ 39.41	93,701	D

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. Amount or Number of Shares
Restricted Stock Unit	\$ 0	08/15/2014		M	6,277	<u>(7)</u> 02/18/2016	Common Stock	6,277
Restricted Stock Unit	\$ 0	08/15/2014		M	8,333	<u>(9)</u> 02/18/2016	Common Stock	8,333
Restricted Stock Units	\$ 0	08/15/2014		M	1,262	<u>(7)</u> 03/16/2015	Common Stock	1,262

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tarpey Kenneth C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE, 6TH FLOOR RESTON, VA 20190			Chief Financial Officer	

## Signatures

/s/ Christiana Lin,  
Attorney-in-Fact

08/19/2014

\_\_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) Pursuant to the Transition Agreement entered between the reporting person and the Company dated May 5, 2014, and filed as an exhibit to the Form 10Q filed by the Company for the period ended June 30, 2014, (the "Transition Agreement"), the Compensation Committee of the Company's Board of Directors approved a one-time payment based on a pro-rated calculation of Executive's 2014 short-term incentive and the immediately vested performance-based portion of Executive's 2014 long-term incentive (and, for avoidance of doubt, not the portion of the award that would vest subject to continued service following the determination of achievement of the applicable performance goals). The incentive achievement amounts were determined based on the Company's Q1 and Q2 revenue and adjusted EBITDA metrics, with the assumption that Executive achieved 100% of the MBO of his pro-rated short term incentive for Q1 and Q2. No overachievement was assumed or allocated for the MBO portion of this incentive.

(2) Balance reflects forfeiture of shares of Restricted Stock ("RSA") in connection with reporting person's Transition Agreement.

(3) These shares were deducted in order to cover tax withholding obligations associated with the recent stock award made pursuant to the Transition Agreement.

(4) These shares were deducted in order to cover tax withholding obligations associated with recent stock award acceleration of RSAs granted on 3/16/2012 and 3/29/2012 pursuant to the Transition Agreement.

(5) Vesting of these shares have been accelerated pursuant to the Transition Agreement.

(6) Shares disposed of pursuant to a 10b5-1 plan entered into in October 2013.

(7) One half (1/2) to vest each year beginning on the first anniversary of the Grant Effective Date and annually thereafter on future anniversaries of the Vesting Commencement Date, provided that the recipient continues to provide services to the Company through each such date. Vesting has been accelerated pursuant to the Transition Agreement.

(8) The remaining restricted stock units shares will be cancelled pursuant to the Transition Agreement.

(9) One third (1/3) to vest each year beginning on February 18, 2014 and annually thereafter on future anniversaries of the Vesting Commencement Date, provided that the recipient continues to provide services to the Company through each such date. Vesting has been accelerated pursuant to the Transition Agreement.

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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