

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Brown Michael Andrew</u> (Last) (First) (Middle) 11950 DEMOCRACY DRIVE SUITE 600 (Street) RESTON VA 20190 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/03/2015	3. Issuer Name and Ticker or Trading Symbol <u>COMSCORE, INC. [SCOR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	23,496 ⁽¹⁾	D	

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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Restricted Stock Units	02/18/2015	11/07/2017	Restricted Stock Units 57,354 ⁽²⁾	0.0	D	
Stock Options	11/07/2017	11/07/2024	Stock Options 109,414 ⁽³⁾	0.0	D	

Explanation of Responses:

- Includes 22,643 restricted stock awards (RSAs) granted pursuant to the terms of comScore Inc. 2007 Equity Incentive Plan. 3,750 shares to vest on February 18, 2015. 1,396 shares to vest on March 15, 2015. 8,750 shares to vest on March 15, 2015. 8,750 shares to vest on March 15, 2016
- Restricted stock units (RSUs) granted pursuant to the terms of comScore, Inc. 2007 Equity Incentive Plan. 11,200 shares to vest on February 18, 2015. 3,930 shares to vest on March 15, 2015. 11,200 shares to vest on February 18, 2016. 3,932 shares to vest on March 15, 2016. 11,350 shares to vest on February 18, 2017. 15,742 shares to vest, if at all, in four increments as follows, 7,557 shares, 1,575 shares, 3,464 shares, 3,146 shares, if the average daily closing price of SCOR's common stock on the NASDAQ Global Market during any consecutive thirty-day period exceeds \$48.00, \$50.00, \$55.00, and \$60.00, respectively.
- Stock Options granted pursuant to terms of comScore, Inc. 2007 Equity Incentive Plan. The option becomes exercisable, if at all, in four increments as follows, 72,214 shares, 10,942 shares, 15,318 shares, 10,940 shares, if the average daily closing price of SCOR's common stock on the NASDAQ Global Market during any consecutive thirty-day period exceeds \$48.00, \$50.00, \$55.00, and \$60.00, respectively.

Remarks:

/s/ Christiana Lin, Attorney-in-Fact 02/13/2015

** Signature of Reporting Person Date

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

* 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).

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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