

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>Spencer Michelle</u> (Last) (First) (Middle) 11950 DEMOCRACY DR STE. 600 (Street) RESTON VA 20190 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/31/2017	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>SVP, Chief Accounting 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	1,343	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				
Stock Option Right to Buy ⁽¹⁾	04/04/2012 ⁽²⁾	04/04/2022	Common Stock	11,500	17.55	D
Stock Option Right to Buy ⁽¹⁾	01/29/2016 ⁽³⁾	04/07/2021	Common Stock	7,762	23.22	D
Stock Option Right to Buy ⁽¹⁾	01/29/2016 ⁽³⁾	06/07/2020	Common Stock	1,437	19.07	D
Restricted Stock Units ⁽⁴⁾	(5)	(5)	Common Stock	3,026	0.0 ⁽⁶⁾	D
Restricted Stock Units ⁽⁴⁾	(7)	(7)	Common Stock	3,680	0.0 ⁽⁶⁾	D
Restricted Stock Units ⁽⁴⁾	(8)	(8)	Common Stock	2,587	0.0 ⁽⁶⁾	D

Explanation of Responses:

- 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.
- 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.
- Award vested on 1/29/2016. Option is fully exercisable.
- 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.
- 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.
- Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- 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.
- 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.

Remarks:

/s/ David Chemerow 02/10/2017
 ** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints David Chemerow, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of comScore, Inc. (the "**Company**"), Forms 3,4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms, 3,4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

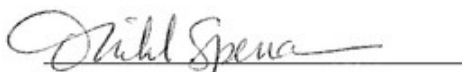
(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form, and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3,4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of February, 2017.

Signature



Print Name

Michelle Spencer

