

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Cerberus Capital Management, L.P.</u> _____ (Last) (First) (Middle) 875 THIRD AVENUE 11TH FLOOR _____ (Street) NEW YORK NY 10022 _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>COMSCORE, INC. [ SCOR ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) 03/10/2021			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
			4. If Amendment, Date of Original Filed (Month/Day/Year)					

**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			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Units	\$0 <sup>(1)</sup>	03/10/2021		A		26,969		(2)	(2)	Common Stock	\$0	26,969	D <sup>(3)</sup>	

1. Name and Address of Reporting Person* <u>Cerberus Capital Management, L.P.</u> _____ (Last) (First) (Middle) 875 THIRD AVENUE 11TH FLOOR _____ (Street) NEW YORK NY 10022 _____ (City) (State) (Zip)		
1. Name and Address of Reporting Person* <u>Pine Investor, LLC</u> _____ (Last) (First) (Middle) 875 THIRD AVENUE _____ (Street) NEW YORK NY 10022 _____ (City) (State) (Zip)		

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of the common stock ("Common Stock") of comScore, Inc. (the "Company").
- This restricted stock unit award (the "Stock Award") was granted to Nana Banerjee pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan. The Stock Award, which is prorated for partial service during the 2020-2021 director term, will vest in full on the earliest of (i) the date of the Company's 2021 annual meeting of stockholders, (ii) June 30, 2021, and (iii) the date of a change in control of the Company, subject in each case to Nana Banerjee's continued status as a member of the Company's Board of Directors on the vesting date. Vested units will be delivered in shares of Common Stock upon a separation from service or a change in control of the Company, as set forth in the applicable award notice.
- Nana Banerjee assigned all of his rights and interests in the Stock Award to Cerberus Capital Management, L.P.

**Remarks:**

For the purposes of Section 16 of the Securities Exchange Act, the interests of Cerberus Capital Management, L.P. and Pine Investor, LLC are limited to the pecuniary interest, if any, of each of Cerberus Capital Management, L.P. and Pine Investor, LLC, respectively, in the securities of the issuer covered by the Section 16 reports of the reporting persons, including this report.

Cerberus Capital Management, 04/12/2021

L.P., By: /s/ Alexander D.  
Benjamin

Pine Investor, LLC, By: /s/  
Alexander D. Benjamin

04/12/2021

\*\* 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 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).

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.**