SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
ACCEL VII LP	COMSCORE, INC. [SCOR]	Director: X 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/11/2010	Officer (give title below) Other (specify below)
C/O ACCEL PARTNERS		
428 UNIVERSITY AVENUE	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)		Form filed by One Reporting Person
PALO ALTO CA 94301		X Form filed by More than One Reporting Person
(City) (State) (Zip)		

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			
Common Stock	08/11/2010		J		1,074,320[3]	D	$0	3,222,962[1][2]	D	
Common Stock	08/11/2010		J		268,580[4]	D	$0	805,741[2][5]	I	By Accel Internet Fund III L.P.
Common Stock	08/11/2010		J		132,814[7]	D	$0	398,442[2][6]	I	By Accel Investors '99 L.P.
Common Stock	08/11/2010		J		3,581[4]	A	$0	3,581[2][5]	I	By Accel Internet Fund III Associates L.P.

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	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person[*]
ACCEL VII LP
(Last)   (First)   (Middle)
C/O ACCEL PARTNERS
428 UNIVERSITY AVENUE
(Street)
PALO ALTO   CA   94301
(City)   (State)   (Zip)

1. Name and Address of Reporting Person[*]
ACCEL INVESTORS 99 LP
(Last)   (First)   (Middle)

C/O ACCEL PARTNERS

428 UNIVERSITY AVENUE

(Street)

PALO ALTO   CA   94301

(City)   (State)   (Zip)

1. Name and Address of Reporting Person[*]

ACCEL INTERNET FUND III LP

(Last)   (First)   (Middle)

C/O ACCEL PARTNERS

428 UNIVERSITY AVENUE

(Street)

PALO ALTO   CA   94301

(City)   (State)   (Zip)

1. Name and Address of Reporting Person[*]

ACCEL VII ASSOCIATES LLC

(Last)   (First)   (Middle)

C/O ACCEL PARTNERS

428 UNIVERSITY AVENUE

(Street)

PALO ALTO   CA   94301

(City)   (State)   (Zip)

1. Name and Address of Reporting Person[*]

ACCEL INTERNET FUND III ASSOCIATES LLC

(Last)   (First)   (Middle)

C/O ACCEL PARTNERS

428 UNIVERSITY AVENUE

(Street)

PALO ALTO   CA   94301

(City)   (State)   (Zip)

Explanation of Responses:

1. Accel VII Associates L.L.C. ("A7A") is the General Partner of Accel VII L.P. ("A7") 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 A7A and share such powers.

2. Each general partner or managing member disclaims beneficial ownership except to the extent of their pecuniary interest therein.

3. These shares were transferred without additional consideration to partners in pro rata distributions pursuant to the partnership agreement of Accel VII L.P.

4. These shares were transferred without additional consideration to partners in pro rata distributions pursuant to the partnership agreement of Accel Internet Fund III L.P.

5. 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 A7A and share such powers.

6. 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 therefore share the voting and investment powers.

7. These shares were transferred without additional consideration to partners in pro rata distributions pursuant to the partnership agreement of Accel Investors '99 L.P.

Remarks:

/s/ Tracy L. Sedlock, Attorney-in-Fact   08/13/2010

** 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.