

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>Hofstetter Sarah</u>  (Last) (First) (Middle) 11950 DEMOCRACY DRIVE, SUITE 600  (Street) RESTON VA 20190  (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) Director 10% Owner Officer (give title below) Other (specify below) X <b>President</b>
	3. Date of Earliest Transaction (Month/Day/Year) 10/04/2018	
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						Title
Restricted Stock Units	\$0.0 <sup>(1)</sup>	10/04/2018		A		42,095		(2)	(2)	Common Stock	42,095	\$0	42,095	D	
Restricted Stock Units	\$0.0 <sup>(1)</sup>	10/04/2018		A		63,142		(3)	(3)	Common Stock	63,142	\$0	63,142	D	
Restricted Stock Units	\$0.0 <sup>(1)</sup>	10/04/2018		A		23,021		(4)	(4)	Common Stock	23,021	\$0	23,021	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- This performance-based restricted stock unit award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan. This award will vest on March 1, 2021, subject to the reporter's continued employment with the Company on the vesting date and the achievement of certain revenue and adjusted EBITDA goals set forth in a Performance Restricted Stock Units Award Agreement. The reporter may earn between 0% and 200% of the number of performance-based restricted stock units granted, depending on the level of achievement. Once vested, shares will be delivered on the earlier of a change of control of the Company or a separation from service within the meaning of Section 409A of the Internal Revenue Code.
- This restricted stock unit award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan. This award will vest in three equal annual installments beginning on March 1, 2019, subject to the reporter's continued employment with the Company on each vesting date. Once vested, shares will be delivered on the earlier of a change of control of the Company or a separation from service within the meaning of Section 409A of the Internal Revenue Code.
- This restricted stock unit award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan. This award represents the equity portion of the reporter's sign-on bonus and will vest in three equal annual installments beginning on October 4, 2019, subject to the reporter's continued employment with the Company on each vesting date. Once vested, shares will be delivered on the earlier of a change of control of the Company or a separation from service within the meaning of Section 409A of the Internal Revenue Code.

**Remarks:**

/s/ Carol DiBattiste, Attorney-in-Fact 10/09/2018

\*\* 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.

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