FULGONI GIAN Form 4

December 13, 2017

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

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OMB APPROVAL

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SECURITIES

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Addr FULGONI GIA	^	ng Person *	2. Issuer Name and Ticker or Trading Symbol COMSCORE, INC. [SCOR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Director 10% Owner			
11950 DEMOCRACY DRIVE, SUITE 600			11/13/2017	Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
RESTON, VA	20190		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned			

	(- 3)	()	1 abie	: 1 - Non-De	erivative So	ecurii	ties Ac	quirea, Disposea	oi, or Beneficia	ny Ownea
1.T	itle of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies		5. Amount of	6. Ownership	7. Nature of
Sec	urity	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	(A) o	r	Securities	Form: Direct	Indirect
(Ins	str. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial
			(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and	5)	Owned	Indirect (I)	Ownership
								Following	(Instr. 4)	(Instr. 4)
						(A \		Reported		
						(A)		Transaction(s)		
				G 1 W		or	ъ.	(Instr. 3 and 4)		
				Code V	Amount	(D)	Price			
	mmon	11/13/2017 ⁽¹⁾		M	3,566	Α	\$0	109,553 (3)	D	
Sto	ock	11/13/2017_		111	2,230		(2)	107,555	_	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transact Code (Instr. 8)	5. Number iom Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pr Deri Secu (Inst
				Code V	' (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (2)	11/13/2017		M	3,566	<u>(4)</u>	<u>(4)</u>	Common Stock	3,566	

Reporting Owners

Reporting Owner Name / Address	Relationships						
F-	Director	10% Owner	Officer	Other			
FULGONI GIAN 11950 DEMOCRACY DRIVE SUITE 600 RESTON, VA 20190	X						

Signatures

/s/ Carol DiBattiste,
Attorney-in-Fact
12/13/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Reported late due to administrative oversight.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- Due to an administrative error, the number of shares of common stock beneficially owned by the Reporting Person was overreported by (3) 14,725 shares in previous Form 4 filings. The amount of securities beneficially owned by the Reporting Person is accurate as of the date of this filing.
- Granted pursuant to the terms of the comScore, Inc. 2007 Equity Incentive Plan. 3,565 shares vested on 2/15/2017 and 3,566 shares originally set to vest on 2/15/2018 vested on 11/13/2017, pursuant to the Retirement and Transition Services Agreement entered into between the Issuer and the Reporting Person on October 24, 2017, as amended by Amendment No 1, dated as of November 13, 2017 to the Retirement and Transition Services Agreement.

Remarks:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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