

COMSCORE, INC.  
Form 4  
January 08, 2016

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WPP plc

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)  
27 FARM STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/06/2016

\_\_\_\_ Director  10% Owner  
\_\_\_\_ Officer (give title below)  Other (specify below)

LONDON, X0 W1J 5RJ

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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		
Common Stock	01/06/2016		P		\$ 39.6578 (1)	6,735,845	I See Footnote (2)
Common Stock	01/07/2016		P		\$ 38.2072 (3)	6,777,320	I See Footnote (2)
Common Stock	01/07/2016		P		\$ 38.8915 (4)	6,795,845	I See Footnote (2)

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



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- (2) These shares are owned directly by Cavendish Square Holding B.V., which is a wholly-owned subsidiary of WPP plc that WPP plc owns indirectly through a series of intervening holding companies. WPP plc is an indirect beneficial owner of the reported securities.
- (3) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$37.65 to \$38.64, inclusive.
- (4) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$38.65 to \$39.27, inclusive.

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.