

COMSCORE, INC.
Form 3/A
March 04, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â LIVEK WILLIAM PAUL | | (Month/Day/Year) | COMSCORE, INC. [SCOR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | 02/02/2016 |
| C/O COMSCORE,Â 11950 | | | (Check all applicable) | |
| DEMOCRACY DRIVE, 6TH | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President & Exec Vice Chairman | |
| FLOOR | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (Street) | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| RESTON,Â VAÂ 20190 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 415,911 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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 control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------|---------------------------|-----------------|--------------|----------------------------|-------------------------|---------------------------------------|---|
| Stock Option Right to Buy | 11/06/2013 ⁽²⁾ | 11/06/2021 | Common Stock | 102,350 ⁽³⁾ | \$ 11.56 ⁽⁴⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LIVEK WILLIAM PAUL C/O COMSCORE 11950 DEMOCRACY DRIVE, 6TH FLOOR RESTON, VA 20190 | Â X | Â | Â President & Exec Vice Chairman | Â |

Signatures

/s/ Christiana Lin,
Attorney-in-Fact

03/01/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The incorrect share amount included on the original Form 3 was due to an inadvertent omission of certain holdings in the transition of records following the acquisition of Rentrak Corporation.
- (2) Granted pursuant to the terms of Rentrak Corporation 2011 Stock Incentive Plan. Award vested one-third on 11/06/13, one-third on 11/06/14, and one-third on 11/06/15. Option is fully exercisable.
- (3) This amendment corrects the incorrect share amount included on the original Form 3.
- (4) Exercise price reflects converted value pursuant to the acquisition of Rentrak Corporation.

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.