COMSCORE, INC. Form SC 13D/A September 05, 2013

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 3)*

COMSCORE, INC. (Name of Issuer)

Common Stock, par value \$0.001 per share (Title of Class of Securities)

20564W105 (CUSIP Number)

Dino Verardo

Sageview Capital LP
55 Railroad Avenue
Greenwich, CT 06830
Tel. No.: 203-625-4200
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and

with a copy to

Communications)

Raphael M. Russo, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison
LLP
1285 Avenue of the Americas
New York, New York 10019-6064

September 3, 2013 (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all

exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 20564W10		S	C 13D Page 2 of	19			
1	NAME (OF R	EPORTING PERSON				
2		Sageview Capital Master, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)					
3	SEC US	SEC USE ONLY					
4	SOURC	E OF	FFUNDS*				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT OF TO ITEMS 2(d) or 2(e)						
6	CITIZEI	NSHI	IP OR PLACE OF ORGANIZATION				
	Cayman	Islar	nds				
		7	SOLE VOTING POWER				
NUMBER SHAF BENEFIC OWNE	RES CIALLY	8	2,239,590 SHARED VOTING POWER				
EACI REPORT PERSO	CH TING	9	-0- SOLE DISPOSITIVE POWER				
TIW	TH	10	2,239,590 SHARED DISPOSITIVE POWER				
			-0-				
11	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,239,59	00					
12	CHECK SHARE		X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	0			

x o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.3%

14 TYPE OF REPORTING PERSON*

CUSIP No. 20564W10		S	C 13D Page 3 of 1	9		
1	NAME (OF R	EPORTING PERSON			
	Sageviev	w Caj	pital Partners (A), L.P.			
2	CHECK	THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) x (b) o		
3	SEC USE ONLY					
4	SOURC	E OF	FFUNDS*			
	Not App	olicab	ole			
5			X IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT (d) or 2(e)	0		
6	CITIZEI	NSHI	IP OR PLACE OF ORGANIZATION			
	Delawar	re				
		7	SOLE VOTING POWER			
NUMBER	OF		-0-			
SHAI BENEFIC		8	SHARED VOTING POWER			
OWNE			2,239,590			
EAC REPOR	TING	9	SOLE DISPOSITIVE POWER			
PERS WIT			-0-			
,,,		10	SHARED DISPOSITIVE POWER			
			2,239,590			
11	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2,239,59	90				
12	CHECK SHARE		X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	0		

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.3%

14 TYPE OF REPORTING PERSON*

CUSIP No. 20564W10		S	C 13D Page 4 of 1	.9			
1	NAME (OF R	EPORTING PERSON				
	Sageviev	v Caj	pital Partners (B), L.P.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)						
3	SEC US	SEC USE ONLY					
4	SOURC	E OF	FFUNDS*				
5	Not Applicable CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT o TO ITEMS 2(d) or 2(e)						
6	CITIZE	NSHI	IP OR PLACE OF ORGANIZATION				
	Delawar	e					
		7	SOLE VOTING POWER				
NUMBER	OF		-0-				
SHAF BENEFIC	RES CIALLY	8	SHARED VOTING POWER				
OWNE EAC			2,239,590				
REPOR PERS	TING	9	SOLE DISPOSITIVE POWER				
PERS WIT			-0-				
		10	SHARED DISPOSITIVE POWER				
			2,239,590				
11	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,239,59	0					
12	CHECK		X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	0			

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.3%

14 TYPE OF REPORTING PERSON*

CUSIP No. 20564W10:		S	C 13D Page 5 of 1	.9		
1	NAME (OF R	EPORTING PERSON			
	Sageviev	v Par	rtners (C) (Master), L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*					
3	SEC USE ONLY					
4	SOURC	E OF	FUNDS*			
	Not App	licab	le			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUATO ITEMS 2(d) or 2(e)			0		
6	CITIZEI	NSHI	IP OR PLACE OF ORGANIZATION			
	Cayman	Islan	nds			
		7	SOLE VOTING POWER			
NUMBER	OF		-()-			
SHAR BENEFIC		8	SHARED VOTING POWER			
OWNE			2,239,590			
EAC REPOR'	TING	9	SOLE DISPOSITIVE POWER			
PERS WIT			-0-			
		10	SHARED DISPOSITIVE POWER			
			2,239,590			
11	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2,239,59	0				
12	CHECK SHARES		X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	o		

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.3%

14 TYPE OF REPORTING PERSON*

CUSIP No. 20564W10		S	C 13D Page 6 of 1	.9			
1	NAME (OF R	EPORTING PERSON				
	Sageviev	w Ca	pital GenPar, Ltd.				
2	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a					
3	SEC US	E ON	NLY				
4	SOURC	E OF	FFUNDS*				
	Not App	olicab	ple				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)						
6	CITIZEI	NSH	IP OR PLACE OF ORGANIZATION				
	Cayman	Islar	nds				
		7	SOLE VOTING POWER				
NUMBER	OF		-0-				
SHAI BENEFIC	CIALLY	8	SHARED VOTING POWER				
OWNE EAC			2,239,590				
REPOR PERS	TING	9	SOLE DISPOSITIVE POWER				
WIT			-0-				
		10	SHARED DISPOSITIVE POWER				
			2,239,590				
11	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,239,59	90					
12	CHECK		X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	0			

x o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.3%

14 TYPE OF REPORTING PERSON*

OO

20564W10		S	C 13D Page 7 of 1	.9		
1	NAME (OF R	EPORTING PERSON			
	Sageviev	w Caj	pital GenPar, L.P.			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)					
3	SEC US	E ON	NLY			
4	SOURC	E OF	FFUNDS*			
5	Not Applicable CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT o TO ITEMS 2(d) or 2(e)					
6	CITIZEI	NSHI	IP OR PLACE OF ORGANIZATION			
	Delawar	re				
		7	SOLE VOTING POWER			
NUMBER	OF		2,239,590			
SHAI BENEFIC		8	SHARED VOTING POWER			
OWNE	D BY		-0-			
EAC REPOR	TING	9	SOLE DISPOSITIVE POWER			
PERS WIT			2,239,590			
		10	SHARED DISPOSITIVE POWER			
			-0-			
11	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2,239,59	00				
12	CHECK SHARE		X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	o		

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.3%

14 TYPE OF REPORTING PERSON*

CUSIP No. 20564W10		S	C 13D Page 8 of 1	.9		
1	NAME (OF R	EPORTING PERSON			
	Sageviev	w Caj	pital MGP, LLC			
2	CHECK	THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) x (b) o		
3	SEC USE ONLY					
4	SOURC	E OF	FFUNDS*			
	Not App	licab	le			
5			X IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT (d) or 2(e)	0		
6	CITIZE	NSHI	IP OR PLACE OF ORGANIZATION			
	Delawar	e				
		7	SOLE VOTING POWER			
NUMBER	OF		2,239,590			
SHAF BENEFIC		8	SHARED VOTING POWER			
OWNE	D BY		-()-			
EAC REPOR		9	SOLE DISPOSITIVE POWER			
PERS WIT			2,239,590			
VV 11	11	10	SHARED DISPOSITIVE POWER			
			-0-			
11	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2,239,59	90				
12	CHECK SHARE		X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	0		

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.3%

14 TYPE OF REPORTING PERSON*

OO

CUSIP No. 20564W10		S	C 13D Page 9 of 1	.9	
1	NAME (OF R	EPORTING PERSON		
	Sageviev	w Ca	pital, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
3	SEC US	E ON	NLY		
4	SOURC	E OF	FFUNDS*		
5	Not Applicable CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT of TO ITEMS 2(d) or 2(e)				
6	CITIZEI	NSHI	IP OR PLACE OF ORGANIZATION		
	Delawar	re			
		7	SOLE VOTING POWER		
NUMBER	OF		-0-		
SHAI BENEFIC	CIALLY	8	SHARED VOTING POWER		
OWNE EAC			2,239,590		
REPOR	TING	9	SOLE DISPOSITIVE POWER		
PERS WIT			-0-		
		10	SHARED DISPOSITIVE POWER		
			2,239,590		
11	AGGRE	EGAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,239,59	90			
12	CHECK SHARE		X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	o	

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.3%

14 TYPE OF REPORTING PERSON*

CUSIP No. SC 13D Page 10 of 19 20564W105 1 NAME OF REPORTING PERSON Edward A. Gilhuly 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) x (b) o 3 SEC USE ONLY 4 **SOURCE OF FUNDS*** Not Applicable 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT o TO ITEMS 2(d) or 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION **United States** 7 **SOLE VOTING POWER** NUMBER OF -()-**SHARES** SHARED VOTING POWER **BENEFICIALLY OWNED BY** 2,239,590 **EACH** 9 SOLE DISPOSITIVE POWER REPORTING **PERSON** -0-WITH 10 SHARED DISPOSITIVE POWER 2,239,590 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,239,590