

ACCEL INTERNET FUND III LP
Form 4
August 13, 2010

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 *
ACCEL VII LP

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)

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

C/O ACCEL PARTNERS, 428 UNIVERSITY AVENUE

08/11/2010

(Street)

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

PALO ALTO, CA 94301

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 08/11/2010 | | J | Amount 1,074,320 (3) D Price \$ 0 | 3,222,962 (1) (2) D | | |
| Common Stock | 08/11/2010 | | J | Amount 268,580 (4) D Price \$ 0 | 805,741 (2) (5) I | | By Accel Internet Fund III L.P. |
| Common Stock | 08/11/2010 | | J | Amount 132,814 (7) D Price \$ 0 | 398,442 (2) (6) I | | By Accel Investors '99 L.P. |
| Common Stock | 08/11/2010 | | J | Amount 3,581 (4) A Price \$ 0 | 3,581 (2) (5) I | | By Accel Internet |

Fund III
Associates
L.P.

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

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.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ACCEL VII LP C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301 | | X | | |
| ACCEL INVESTORS 99 LP C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301 | | X | | |
| ACCEL INTERNET FUND III LP C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301 | | X | | |
| ACCEL VII ASSOCIATES LLC C/O ACCEL PARTNERS | | X | | |

428 UNIVERSITY AVENUE
PALO ALTO, CA 94301

ACCEL INTERNET FUND III ASSOCIATES LLC
C/O ACCEL PARTNERS
428 UNIVERSITY AVENUE
PALO ALTO, CA 94301

X

Signatures

/s/ Tracy L. Sedlock,
Attorney-in-Fact

08/13/2010

__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).
Accel VII Associates L.L.C. ("A7A") is the General Partner of Accel VII L.P. ("A7") and has the sole voting and investment power.
 - (1) James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, James R. Swartz, and J. Peter Wagner are the Managing Members of A7A and share such powers.
 - (2) Each general partner or managing member disclaims beneficial ownership except to the extent of their pecuniary interest therein.
 - (3) These shares were transferred without additional consideration to partners in pro rata distributions pursuant to the partnership agreement of Accel VII L.P.
 - (4) These shares were transferred without additional consideration to partners in pro rata distributions pursuant to the partnership agreement of Accel Internet Fund III L.P.
Accel Internet Fund III Associates L.L.C. is the General Partner of Accel Internet Fund III L.P. and has the sole voting and investment power. James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, James R. Swartz, and J. Peter Wagner are the Managing Members of A7A and share such powers.
 - (5) James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, James R. Swartz, and J. Peter Wagner are the Managing Members of A7A and share such powers.
 - (6) James W. Breyer, Arthur C. Patterson, Theresia Gouw Ranzetta, James R. Swartz, and J. Peter Wagner are the General Partners of Accel Investors '99 L.P. and therefore share the voting and investment powers.
 - (7) These shares were transferred without additional consideration to partners in pro rata distributions pursuant to the partnership agreement of Accel Investors '99 L.P.

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.