

COMSCORE, INC.
Form 4
February 01, 2016

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)
27 FARM STREET
(Street)

LONDON, X0 W1J 5RJ

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COMSCORE, INC. [SCOR]

3. Date of Earliest Transaction
(Month/Day/Year)
01/29/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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 | 01/29/2016 | | J ⁽¹⁾ | 3,493,572 A | 3,493,572 | I | See Footnote (2) |
| Common Stock | | | | | 7,021,124 | I | See Footnote (3) |

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

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SEC 1474 (9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WPP plc 27 FARM STREET LONDON, X0 W1J 5RJ | | X | | |
| WPP Luxembourg Gamma Three S.a.r.l. 124 BOULEVARD DE LA PETRUSSE LUXEMBOURG, N4 L-2330 | | X | | |
| Cavendish Square Holding B.V. LAAN OP ZUID 167 3072 DB ROTTERDAM, P7 | | X | | |

Signatures

WPP plc By: /s/ Paul Richardson, Global Finance Director 01/29/2016
**Signature of Reporting Person Date

 Cavendish Square Holding B.V. By: /s/ A. Van Heulen-Mulder, Managing Director 01/28/2016
**Signature of Reporting Person Date

 WPP Luxembourg Gamma Three S.a r.l. By: /s/ Anne Ehrismann, Manager 01/29/2016
**Signature of Reporting Person Date

 By: /s/ Thierry Lenders, Manager 01/29/2016
**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) These shares were received upon the completion of, and as a result of the merger of Rentrak Corporation ("Rentrak") into Rum Acquisition Corporation, a wholly owned subsidiary of comScore, Inc. on January 29, 2016 (the "Merger"). These shares were received in exchange for 3,037,889 shares of Rentrak common stock that WPP Luxembourg Gamma Three S.a r.l. ("Lux Gamma Three") owned immediately prior to the Merger. On the effective date of the Merger, the closing price of Rentrak's common stock was \$44.47 per share.

(2) These shares are owned directly by Lux Gamma Three, 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. Lux Gamma Three disclaims beneficial ownership of these shares.

(3) These shares are owned directly by Cavendish Square Holding B.V. ("Cavendish"), 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. Cavendish disclaims beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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