ACCEL VII LP
Form SC 13G/A
February 11, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)
(Amendment No. 1)*

comScore, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

20564W105
(CUSIP Number)

December 31, 2010
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

¨ Rule 13d-1(b)

¨ Rule 13d-1(c)
x Rule 13d-1(d)

*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).

(Continued on following pages)


Exhibit Index Contained on Page 14

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| | | | |
|---|---|---|---|
| 1 | NAME OF REPORTING<br>SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>Accel VII L.P. | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) ¨ (b) x | | |
| 3 | SEC USE ONLY | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 5 | SOLE VOTING POWER<br>0 shares. |
| | | 6 | SHARED VOTING POWER<br>0 shares. |
| | | 7 | SOLE DISPOSITIVE POWER<br>0 shares. |
| | | 8 | SHARED DISPOSITIVE POWER<br>0 shares. |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>0 | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES<br>¨ | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9<br>0% | | |
| 12 | TYPE OF REPORTING PERSON<br>PN | | |

| | | | |
|---|---|---|---|
| 1 | NAME OF REPORTING<br>SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>Accel VII Associates L.L.C. | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) ¨ (b) x | | |
| 3 | SEC USE ONLY | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 5 | SOLE VOTING POWER<br>0 shares. |
| | | 6 | SHARED VOTING POWER<br>0 shares. |
| | | 7 | SOLE DISPOSITIVE POWER<br>0 shares. |
| | | 8 | SHARED DISPOSITIVE POWER<br>0 shares. |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>0 | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES<br>¨ | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9<br>0% | | |
| 12 | TYPE OF REPORTING PERSON<br>OO | | |

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| | | | |
|---|---|---|---|
| 1 | NAME OF REPORTING<br>SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>Accel Internet Fund III L.P. | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) ¨ (b) x | | |
| 3 | SEC USE ONLY | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 5 | SOLE VOTING POWER<br>0 shares. |
| | | 6 | SHARED VOTING POWER<br>0 shares. |
| | | 7 | SOLE DISPOSITIVE POWER<br>0 shares. |
| | | 8 | SHARED DISPOSITIVE POWER<br>0 shares. |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>0 | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES<br>¨ | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9<br>0% | | |
| 12 | TYPE OF REPORTING PERSON<br>PN | | |

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Accel Internet Fund III Associates L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ¨ (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

| | | |
|---|---|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER<br>0 shares. |
| | 6 | SHARED VOTING POWER<br>0 shares. |
| | 7 | SOLE DISPOSITIVE POWER<br>0 shares. |
| | 8 | SHARED DISPOSITIVE POWER<br>0 shares. |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
¨

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%

12 TYPE OF REPORTING PERSON
OO

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| | | | |
|---|---|---|---|
| 1 | NAME OF REPORTING<br>SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>Accel Investors ’99 L.P. | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) ¨ (b) x | | |
| 3 | SEC USE ONLY | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 5 | SOLE VOTING POWER<br>0 shares. |
| | | 6 | SHARED VOTING POWER<br>0 shares. |
| | | 7 | SOLE DISPOSITIVE POWER<br>0 shares. |
| | | 8 | SHARED DISPOSITIVE POWER<br>0 shares. |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>0 | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES<br>¨ | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9<br>0% | | |
| 12 | TYPE OF REPORTING PERSON<br>PN | | |

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1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
James W. Breyer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ¨ (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

| | | |
|---|---|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER<br>2,702 shares. |
| | 6 | SHARED VOTING POWER<br>0 shares. |
| | 7 | SOLE DISPOSITIVE POWER<br>2,702 shares. |
| | 8 | SHARED DISPOSITIVE POWER<br>0 shares. |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,702

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
¨

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.0%

12 TYPE OF REPORTING PERSON
IN

1 NAME OF REPORTING PERSONS
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Arthur C. Patterson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ¨ (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

| | | |
|---|---|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER<br>255,444 shares. |
| | 6 | SHARED VOTING POWER<br>0 shares. |
| | 7 | SOLE DISPOSITIVE POWER<br>255,444 shares. |
| | 8 | SHARED DISPOSITIVE POWER<br>0 shares. |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
255,444

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
¨

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.8%

12 TYPE OF REPORTING PERSON
IN

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1 NAME OF REPORTING PERSONS
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Theresia Gouw Ranzetta

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ¨ (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

| | | |
|---|---|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER<br>2,489 shares. |
| | 6 | SHARED VOTING POWER<br>0 shares. |
| | 7 | SOLE DISPOSITIVE POWER<br>2,489 shares. |
| | 8 | SHARED DISPOSITIVE POWER<br>0 shares. |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,489

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
¨

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.0%

12 TYPE OF REPORTING PERSON
IN

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1 NAME OF REPORTING PERSONS
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
James R. Swartz

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ¨ (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

| | | |
|---|---|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER<br>119,597 shares. |
| | 6 | SHARED VOTING POWER<br>0 shares. |
| | 7 | SOLE DISPOSITIVE POWER<br>119,597 shares. |
| | 8 | SHARED DISPOSITIVE POWER<br>0 shares. |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
119,597

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
¨

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.4%

12 TYPE OF REPORTING PERSON
IN

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1 NAME OF REPORTING PERSONS
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
J. Peter Wagner

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) ¨ (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

| | | |
|---|---|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER<br>2,467 shares. |
| | 6 | SHARED VOTING POWER<br>0 shares. |
| | 7 | SOLE DISPOSITIVE POWER<br>2,467 shares. |
| | 8 | SHARED DISPOSITIVE POWER<br>0 shares. |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,467

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
¨

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.0%

12 TYPE OF REPORTING PERSON
IN

This Amendment No. 1 amends the statement on Schedule 13G filed by Accel VII L.P., a Delaware limited partnership ("A7"), Accel VII Associates L.L.C., a Delaware limited liability company and the general partner of A7 ("A7A"), Accel Internet Fund III L.P., a Delaware limited partnership ("AIF3"), Accel Internet Fund III Associates, L.L.C., a Delaware limited liability company and the general partner of AIF3 ("AIF3A"), and Accel Investors '99 L.P., a Delaware limited partnership ("AI99"), James W. Breyer ("Breyer"), a general partner of AI99 and a managing member of A7A and AIF3A, Arthur C. Patterson ("Patterson"), a general partner of AI99 and a managing member of A7A and AIF3A, Theresia Gouw Ranzetta ("Ranzetta"), a general partner of AI99 and a managing member of A7A and AIF3A, James R. Swartz ("Swartz"), a general partner of AI99 and a managing member of A7A and AIF3A, and J. Peter Wagner ("Wagner"), a general partner of AI99 and a managing member of A7A and AIF3A. The foregoing entities and individuals are collectively referred to as the "Reporting Persons." Only those items to which there has been a change are included in this Amendment No. 1.

ITEM 4. OWNERSHIP:

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2010:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x Yes

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 10, 2011

Entities:

| | | |
|---|---|---|
| Accel VII L.P.<br>Accel Internet Fund III L.P.<br>Accel Investors '99 L.P.<br>Accel VII Associates L.L.C.<br>Accel Internet Fund III Associates L.L.C. | By: | /s/ Tracy L. Sedlock<br>Tracy L. Sedlock, Attorney-in-fact<br>for above-listed entities |

Individuals:

| | | |
|---|---|---|
| James W. Breyer<br>Arthur C. Patterson<br>Theresia Gouw Ranzetta<br>James R. Swartz<br>J. Peter Wagner | By: | /s/ Tracy L. Sedlock<br>Tracy L. Sedlock, Attorney-in-fact<br>for above-listed individuals |

EXHIBIT INDEX


| Exhibit | Found on Sequentially Numbered Page |
|---|---|
| Exhibit A: Agreement of Joint Filing | 15 |
| Exhibit B: Reference to Tracy L. Sedlock as Attorney-in-Fact | 16 |

EXHIBIT A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of comScore, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

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EXHIBIT B

REFERENCE TO TRACY L. SEDLOCK AS ATTORNEY-IN-FACT

Tracy L. Sedlock has signed the enclosed documents as Attorney-In-Fact. Note that a copy of the applicable Power of Attorney is already on file with the appropriate agencies.