

COMSCORE, INC.
Form 4
July 02, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
07/02/2007

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

C/O ACCEL PARTNERS, 428 UNIVERSITY AVENUE

(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
X 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/02/2007		C		777,549 (1)	A	9 777,549
Common Stock	07/02/2007		C		144,378 (3)	A	9 921,927
Common Stock	07/02/2007		C		582,400 (4)	A	9 1,504,327
Common Stock	07/02/2007		C		909,953 (5)	A	9 2,414,280
Common Stock	07/02/2007		C		1,883,002 (6)	A	9 4,297,282

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Common Stock	07/02/2007	C	<u>194,387</u> ⁽¹⁾	A	<u>(9)</u>	194,387	I <u>(7)</u>	Held by Accel Internet Fund III L.P.
Common Stock	07/02/2007	C	36,095 <u>(3)</u>	A	<u>(9)</u>	230,482	I <u>(7)</u>	Held by Accel Internet Fund III L.P.
Common Stock	07/02/2007	C	<u>145,600</u> ⁽⁴⁾	A	<u>(9)</u>	376,082	I <u>(7)</u>	Held by Accel Internet Fund III L.P.
Common Stock	07/02/2007	C	<u>227,488</u> ⁽⁵⁾	A	<u>(9)</u>	603,570	I <u>(7)</u>	Held by Accel Internet Fund III L.P.
Common Stock	07/02/2007	C	<u>470,751</u> ⁽⁶⁾	A	<u>(9)</u>	1,074,321	I <u>(7)</u>	Held by Accel Internet Fund III L.P.
Common Stock	07/02/2007	C	96,125 <u>(1)</u>	A	<u>(9)</u>	96,125	I <u>(8)</u>	Held by Accel Investors '99 L.P.
Common Stock	07/02/2007	C	17,848 <u>(3)</u>	A	<u>(9)</u>	113,973	I <u>(8)</u>	Held by Accel Investors '99 L.P.
Common Stock	07/02/2007	C	72,000 <u>(4)</u>	A	<u>(9)</u>	185,973	I <u>(8)</u>	Held by Accel Investors '99 L.P.
Common Stock	07/02/2007	C	<u>112,494</u> ⁽⁵⁾	A	<u>(9)</u>	298,467	I <u>(8)</u>	Held by Accel Investors '99 L.P.
Common Stock	07/02/2007	C	<u>232,789</u> ⁽⁶⁾	A	<u>(9)</u>	531,256	I <u>(8)</u>	Held by Accel Investors '99 L.P.

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

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A Preferred Stock	(9)	07/02/2007		C	668,693	(9) (9)	Common Stock 777,549
Series B Preferred Stock	(9)	07/02/2007		C	72,779	(9) (9)	Common Stock 144,378
Series C Preferred Stock	(9)	07/02/2007		C	384,982	(9) (9)	Common Stock 582,400
Series D Preferred Stock	(9)	07/02/2007		C	809,207	(9) (9)	Common Stock 909,953
Series E Preferred Stock	(9)	07/02/2007		C	1,883,002	(9) (9)	Common Stock 1,883,000
Series A Preferred Stock	(9)	07/02/2007		C	167,174	(9) (9)	Common Stock 194,387
Series B Preferred Stock	(9)	07/02/2007		C	18,196	(9) (9)	Common Stock 36,095
Series C Preferred Stock	(9)	07/02/2007		C	96,246	(9) (9)	Common Stock 145,600

Series D Preferred Stock	(9)	07/02/2007	C	202,302	(9)	(9)	Common Stock	227,488
Series E Preferred Stock	(9)	07/02/2007	C	470,751	(9)	(9)	Common Stock	470,751
Series A Preferred Stock	(9)	07/02/2007	C	82,669	(9)	(9)	Common Stock	96,125
Series B Preferred Stock	(9)	07/02/2007	C	8,998	(9)	(9)	Common Stock	17,848
Series C Preferred Stock	(9)	07/02/2007	C	47,594	(9)	(9)	Common Stock	72,000
Series D Preferred Stock	(9)	07/02/2007	C	100,040	(9)	(9)	Common Stock	112,494
Series E Preferred Stock	(9)	07/02/2007	C	232,789	(9)	(9)	Common Stock	232,789

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 VII ASSOCIATES LLC C/O ACCEL PARTNERS 428 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
		X		

ACCEL INTERNET FUND III LP
 C/O ACCEL PARTNERS
 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

ACCEL INVESTORS 99 LP
 C/O ACCEL PARTNERS
 428 UNIVERSITY AVENUE
 PALO ALTO, CA 94301

X

PATTERSON ARTHUR C
 C/O ACCEL PARTNERS
 428 UNIVERSITY AVE
 PALO ALTO, CA 94301

X

BREYER JAMES
 C/O ACCEL PARTNERS
 428 UNIVERSITY AVENUE
 PALO ALTO, CA 94301

X

SWARTZ JAMES R
 C/O ACCEL PARTNERS
 428 UNIVERSITY AVENUE
 PALO ALTO, CA 94301

X

WAGNER J PETER
 C/O ACCEL PARTNERS
 428 UNIVERSITY AVENUE
 PALO ALTO, CA 94301

X

GOUW RANZETTA THERESIA
 C/O ACCEL PARTNERS
 428 UNIVERSITY AVENUE
 PALO ALTO, CA 94301

X

Signatures

Tracy L. Sedlock, as Attorney in Fact for the Reporting
 Persons

07/02/2007

**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) Conversion of Preferred Series A to Common Stock.

Shares are directly owned by Accel VII L.P. Accel VII Associates L.L.C. is the General Partner of Accel VII L.P. and has the sole voting and investment power. James W. Breyer, Arthur C. Patterson, Theresia G. Ranzetta, James R. Swartz, and J. Peter Wagner are the

(2) Managing Members of Accel VII Associates L.L.C. and share such powers. Each such person disclaims beneficial ownership except to the extent of his pecuniary interest therein.

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- (3) Conversion of Preferred Series B to Common Stock.
- (4) Conversion of Preferred Series C to Common Stock.
- (5) Conversion of Preferred Series D to Common Stock.
- (6) Conversion of Preferred Series E to Common Stock.

(7) Shares are directly owned by 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 G. Ranzetta, James R. Swartz, and J. Peter Wagner are the Managing Members of Accel Internet Fund III Associates L.L.C. and share such powers. Each such person disclaims beneficial ownership except to the extent of his pecuniary interest therein.

(8) Shares are directly owned by Accel Investors '99 L.P. 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 share such powers. Each such person disclaims beneficial ownership except to the extent of his pecuniary interest therein.

(9) The convertible preferred stock converted into Issuer's common stock automatically upon a initial public offering and had no expiration date

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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