

COMSCORE, INC.
Form 4
August 25, 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

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)
27 FARM STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/23/2016

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

LONDON, X0 W1J 5RJ

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

(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	08/23/2016		P	60,000	A \$ 27.5228 (1)	11,054,696 (2)	I	See Footnote (3)
Common Stock	08/24/2016		P	7,639	A \$ 28.302 (4)	11,062,335 (2)	I	See Footnote (3)
Common Stock	08/24/2016		P	12,838	A \$ 28.8216 (5)	11,075,173 (2)	I	See Footnote (3)
Common Stock	08/24/2016		P	39,523	A \$ 29.5694 (6)	11,114,696 (2)	I	See Footnote (3)

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(4), (5) and (6) to this Form 4.

These shares include a total of 3,493,571 shares of Common Stock of the Issuer that were transferred in February and March 2016 to Cavendish Square Holding B.V. (see Footnote 3 below) ("Cavendish") by WPP Luxembourg Gamma Three S.a r.l., a wholly-owned

- (2) subsidiary of WPP plc that WPP plc owns indirectly through a series of intervening holding companies, in order to consolidate WPP plc's indirect holdings of Issuer shares (the "Consolidation"). The Consolidation effected only a change in the form of ownership for WPP plc and was exempt from reporting pursuant to Rule 16a-13.
- (3) These shares are owned directly by 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.
- (4) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$27.45 to \$28.44, inclusive.
- (5) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$28.45 to \$29.44, inclusive.
- (6) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$29.45 to \$29.78, inclusive.

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.