

WIENER BRYAN

Form 4

June 07, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WIENER BRYAN

(Last) (First) (Middle)

C/O COMSCORE INC., 11950  
DEMOCRACY DR. STE. 600

(Street)

RESTON, VA 20190

(City) (State) (Zip)

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

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

06/05/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ 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	06/05/2018		A	(A) or (D) Amount (1) 6,240	\$ 0 9,240	D	
Common Stock	06/05/2018		A	(A) or (D) Amount (2) 24,989	\$ 0 34,229	D	

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  
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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. Deemed Settlement (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(3)</u>	06/05/2018		A		24,988		<u>(4)</u>	<u>(4)</u>	Common Stock	24,988
Restricted Stock Units	\$ 0 <u>(3)</u>	06/05/2018		A		68,151		<u>(5)</u>	<u>(5)</u>	Common Stock	68,151

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WIENER BRYAN C/O COMSCORE INC. 11950 DEMOCRACY DR. STE. 600 RESTON, VA 20190	X		Chief Executive Officer	

## Signatures

/s/ Carol DiBattiste,  
Attorney-in-Fact

\*\*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) This common stock award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan as compensation for serving as a member of the Board of Directors of the issuer through the Company's 2018 annual meeting of stockholders. This award vested immediately upon grant and will be delivered no earlier than August 1, 2018 and no later than December 31, 2018, as determined by the Compensation Committee of the Company's Board of Directors.

(2) This common stock award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Plan as a signing bonus. Shares will be delivered on the earlier of a change of control of the Company or a separation from service within the meaning of Section 409A of the Internal Revenue Code.

(3) Each restricted stock unit represents a contingent right to receive one share of the Company's Common Stock.

(4) This restricted stock unit award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan. This award will vest on November 30, 2019, subject to the reporter's continued employment on the vesting date. Once vested, shares will

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be delivered on the earlier of a change of control of the Company or a separation from service within the meaning of Section 409A of the Internal Revenue Code.

- (5) This performance-based restricted stock unit award was granted pursuant to the terms of the comScore, Inc. 2018 Equity and Incentive Compensation Plan. This award will vest on May 30, 2021, subject to the reporter's continued employment on the vesting date and achievement of performance goals based upon the Company's stock price during a five-year performance period.

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.